lyondellbasell

2011 ANNUAL REPORT

TARGETING EXCELLENCE!

About Us

LyondellBasell is one of the world's largest plastics, chemicals and refining companies. With operations on five continents and sales in more than 100 countries, we are a major global manufacturer of ethylene, polyethylene, propylene, polypropylene, propylene oxide and acetyls. We also are a significant producer of gasoline, diesel and fuel additives.

Our products provide the amazing chemistry for countless goods including computers, portable electronics, personal care items, fresh food packaging, sports equipment, high-strength construction materials, automotive components, biofuels, textiles and medical supplies.

Inaugural BRAVO Awards Honor Employees for Targeting Excellence

Our employees are targeting excellence. In 2011, we introduced the Bravo recognition program to applaud their efforts. LyondellBasell CEO Jim Gallogly and the leadership team honored 300 employees for exemplary achievements that resulted in hundreds of millions of dollars in cost savings and revenue enhancements. While only a few of our award-winning employees are featured in this publication, a listing of all Bravo winners can be found in our online Annual Report available at www.lyondellbasell.com/excellence.

To Our Stakeholders

Photo Credit: Jeroen Bouman

At LyondellBasell, our sights are fixed on operating safe, reliable and low-cost facilities; creating sustainable competitive advantages; establishing a strong presence in the right markets and having financial flexibility with strong liquidity. By focusing on these targets, we have moved LyondellBasell closer to the bull's eye of best in class.

For the third consecutive year, our safety and environmental performance improved around the globe. Employees set an all-time best safety record, placing us among the safest operators in the industry. Process safety incidents decreased approximately 65 percent and environmental incidents decreased 12 percent. Safe, environmentally responsible operations are our top priority.

During 2011, our strong operations and advantaged asset positions helped drive profitability across all major business segments. Our scale and cracking flexibility allowed us to reap the benefits of shale gas discoveries in the United States. Low natural gas and natural gas liquids prices resulted in strong margins for our North American olefins and polyolefins business. Expanding our crude mix and improving reliability at the Houston refinery increased overall throughput and positively impacted financial results in the refining and oxyfuels segment. Our intermediates and derivatives business also performed well. Compared to 2010, total EBITDA increased 31 percent from $4.0 billion to $5.3 billion. Revenues were also 24 percent higher.

We generated substantial cash flow that enabled us to improve our balance sheet and reward shareholders. We reduced debt by $2.1 billion and paid $2.9 billion in dividends. Over the course of 2011, an investment in LyondellBasell yielded a ten percent return, five times higher than the S&P 500 index. We hit the target in other areas as well. From a manufacturing perspective, we completed three key maintenance turnarounds and increased our ethane feedstock flexibility by approximately five percent. We also announced plans to establish a propylene oxide joint venture in China that will strengthen our focus on large-scale, low-cost operations and allow us to supply emerging economies. We will continue to invest in our existing assets and grow our company.

We will, of course, always focus on costs and the prudent use of our capital. This is a hallmark of a great company – regardless of financial strength. Streamlining our European organization is one of the necessary actions we took in 2011 to aggressively improve our cost position and strengthen our competitive posture.

Finally, establishing strong governance was an important goal for us. We expanded our independent Supervisory Board by adding four distinguished business leaders with world-class expertise. We also introduced a new Code of Conduct and trained the global workforce on our expectations for conducting business in an ethical and responsible manner.

In the pages that follow, we hope you will note how targeting excellence has served our stakeholders. We are aiming high with a goal to be the top competitor in our industry. With the substantial improvements we have made over the last couple of years, I believe we are well positioned for profitable growth and continued success.

Sincerely,

Jim

James L. Gallogly
Chief Executive Officer

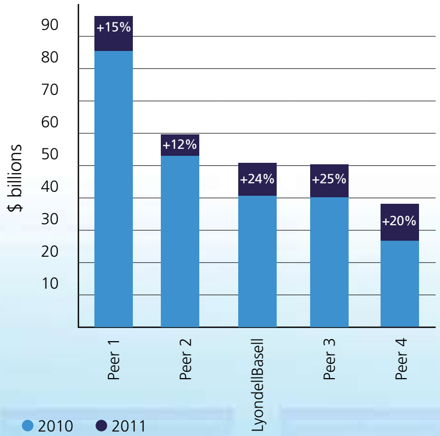
Highlights of Consolidated Financial Statements

U.S. $ IN MILLIONS	2011
Sales and other operating revenues	$51,035
Operating income	3,998
Income from equity investments	216
Net income	2,140
Diluted earnings per share (U.S. dollars)	3.74
Diluted share count (millions)	572
EBITDA [a]	5,279
Cash flow from operations	2,869
Capital expenditures	1,050

2011 Selected Financial Data

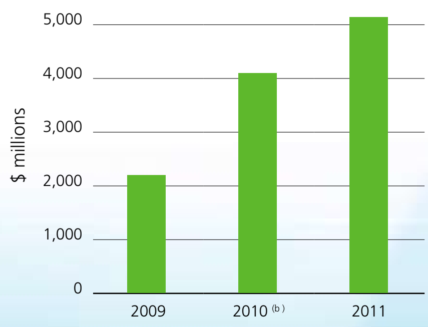
Revenues Increased 24 Percent

2011 Revenues



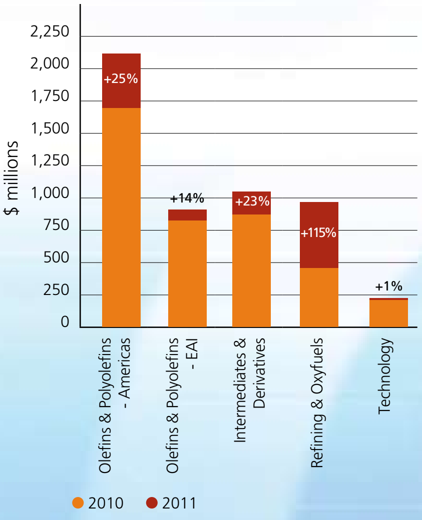
Total EBITDA Increased 31 Percent

2009-2011 EBITDA



Improvements Across All Major Segments

2010 & 2011 Segment EBITDA



We have included certain financial information for the full-year 2010. For financial accounting purposes, periods on and before April 30, 2010, represent a different entity than for periods after our emergence from bankruptcy on that date. We have combined the two entities' results for certain disclosures in this presentation; the combined information is considered non-GAAP because it combines two entities whose results are not accounted for in the same manner.

(a) EBITDA means earnings before interest, taxes, depreciation and amortization and includes joint venture dividends as well as adjustments for impairment charges, reorganization items, and market-to-market charges related to our warrants. Our calculation of EBITDA may not be comparable to similarly titled measures used by other companies. You should refer to our reconciliations of EBITDA to net income, which can be found on our website at www.lyondellbasell.com.

(b) Periods prior to 5/1/10 calculated on current cost inventory basis using LIFO method of inventory accounting. Excludes LCM adjustments. Excludes lower of cost or market charge of $542 million, of which $34 million and $8 million are related to O&P-Americas and Intermediates & Derivatives, respectively.

Returning Value to Our Shareholders

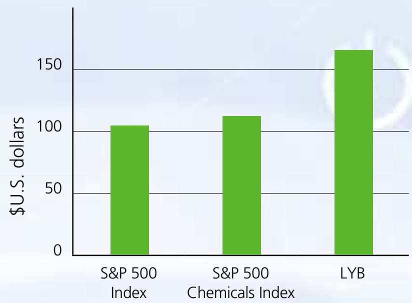
LyondellBasell is committed to increasing shareholder value. In 2011, we completed a number of steps to position the company for future earnings growth and an investment-grade capital structure. We lowered interest expense and removed certain of our restrictive covenants through our capital restructuring efforts.

Operational improvements coupled with our financing efforts enabled us to generate strong cash flow. We strengthened our financial flexibility and reduced debt by $2.1 billion. We established and increased our regular dividend from $0.10 to $0.25 and issued a special dividend of $4.50. We also contributed approximately $526 million to our employee pension plan.

Underlying fixed costs were managed flat during the past three years. We exited lagging businesses and announced aggressive restructuring efforts. By managing costs and focusing on Operational Excellence, we believe we will continue to strengthen our ability to respond to global market uncertainties, pursue disciplined growth and return significant value to shareholders.

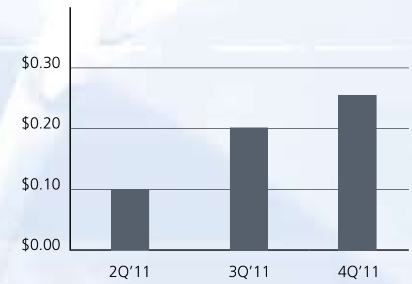
Outperforming the S&P 500 and Industry Peers

Value of $100 invested on April 30, 2010, as of Dec. 31, 2011, assuming reinvestment of dividends.

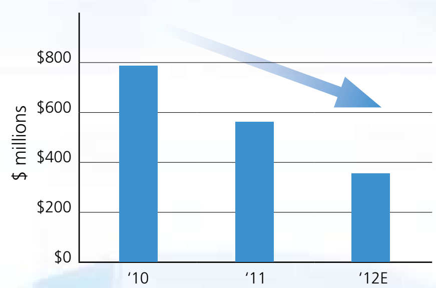


Increasing Regular Dividends

Growing regular dividend with a target range of 3 to 4 percent yield.

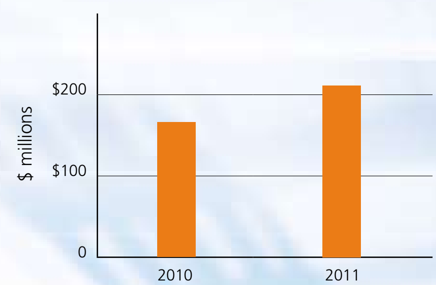


Net Interest Expense Has Declined



2010 net interest represents annualized May to Dec. interest. 2011 net interest excludes $431 million of refinancing charges. 2012 net interest assumes $4 billion total debt at a weighted average cost of debt of 9.2 percent.

Joint Ventures Contribute to Earnings



bravo! awards

Learn more about Houston refinery improvements by watching a video featuring Kevin Brown (Senior Vice President, Refining) and Todd Monette (Houston Refinery Manager) in the online version of this report.

EMPLOYEE SPOTLIGHT:

Prabhakar Susarla: *Principal Engineer; Houston, Texas – U.S.*
Natalie Nichols: *Manager-Oil Supply; Houston, Texas – U.S.*

Prabhakar Susarla and Natalie Nichols were among a team of employees who learned about the availability of extremely heavy crude oil that only a few refineries could process. They assessed the capabilities of our Houston refinery and evaluated the economics. Working with producers, they confirmed that our refinery's complexity and separate processing trains enabled us to segregate and process this oil to make ultra-low sulfur diesel and gasoline. We gave it a try and produced a full-range of product that met required specifications. In 2011, our Houston refinery processed more than 95 million barrels of the heavy crude oil. This purchasing program yielded an estimated $150 million advantage versus the industry benchmark.

The Houston refinery's crude purchasing program diversified our sourcing while yielding an estimated $150 million advantage versus the industry benchmark.

Aiming Higher Every Day


Channelview, Texas

We are aiming higher in everything we do. Our performance demonstrates we are achieving our goals. LyondellBasell is stronger than ever with a balanced capital structure, an improved cost position and a proven leadership team. Looking to the future, continuous improvement and prudent cost management will remain key drivers for our actions. Since 2008, our persistent pursuit of cost improvement has allowed us to reduce costs by approximately $1 billion. We continue to target substantial cost reduction and efficiency improvements such as our restructuring efforts, debt refinancing and further upgrades to the Houston refinery.

To be the top competitor in our industry, we must also focus on disciplined growth. We will continue to make several of our largest, most competitive plants even more competitive through low-cost projects that quickly return value and enhance profitability. We will focus on assets that leverage advantaged feedstocks. Our olefins and polyolefins assets in the United States and the Middle East are prime examples.

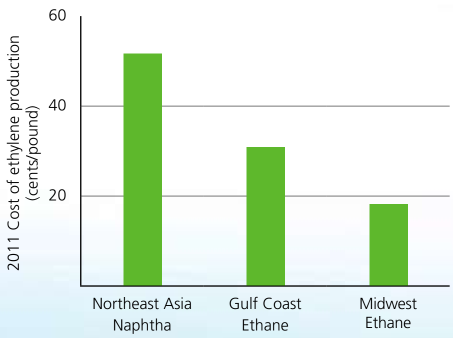
In the U.S., we benefit from the emergence of shale gas resources in North America. The abundance of shale gas has helped lower our production costs, making approximately 10 billion pounds of our U.S. ethylene capacity among the most cost competitive in the world. Approximately 25 percent of this capacity is located in the Midwest which was further cost advantaged compared to our facilities along the Gulf Coast in 2011.

Portfolio management will continue to be a strategic premise for us as well. Evaluating the entire company – business by business and plant by plant – helps us identify our current strengths and weaknesses. We intend to enhance our U.S. market share as a result of plant debottlenecks. In Europe, we will continue our efforts to improve our basic cost structure. In Asia, we will focus on assets that allow us to easily supply emerging economies within the region. We will also continue to invest in differentiated technologies. We believe our strategy, our technologies and our people, coupled with the flexibility and quality of our assets, will increase value for all stakeholders and enable us to hit the bull's eye.

U.S. Ethylene Producers are Cost-Advantaged

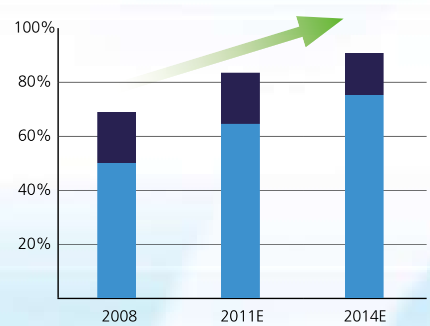
Compared to other regions, U.S. ethane is advantaged by 15 to 25 cents per pound in ethylene production.

(Source: CMAI, 2/15/12)



Capturing the Shale Gas Advantage

Increasing ethane mix from 65% to 75% can generate $100 to $150 million per year.



● **Ethane**

● **Other NGL's**

According to the Energy Information Administration, shale gas may account for 47 percent of total U.S. gas production in 2035, up from 16 percent in 2009.

EMPLOYEE SPOTLIGHT:

Marie Herzig: *Senior Production Engineer; Channelview, Texas – U.S.*

In recent years, the emergence of new sources of low-cost natural gas produced from U.S. shale formations has created a cost advantage for ethylene crackers using feedstocks such as ethane. Two years ago, LyondellBasell began making the shift from liquids to a higher ethane feed at our olefins units in Channelview and Corpus Christi, Texas. Marie Herzig was part of a team of employees who helped modify our feedstock mix at these facilities. Making changes to enhance the flexibility of these assets was not a simple task; however, we believe that debottlenecks of existing capacity offer us the greatest advantage because these projects can be completed faster and at a considerably lower cost than new capacity expansions.

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Access the online version of this report to learn why shale gas may be a game changer for our industry.

Excellence Begins With Our Employees

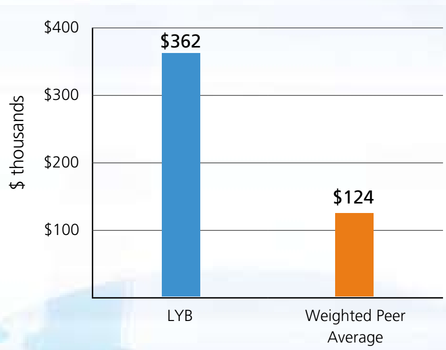
One of our strongest competitive advantages is the skill and efficiency of our people.

With a strong focus on continuous improvement and flawless execution, LyondellBasell's 14,000 employees around the world have delivered impressive results. Knowledgeable and creative, our people use their diversity of talents to keep our costs low, our quality high and our customers satisfied. Through improved processes and best practice sharing, employees set new production volume records at more than 30 locations.

For the third consecutive year, overall safety and environmental performance improved across global operations. Process safety incidents decreased approximately 65 percent, environmental incidents decreased 12 percent and we experienced 19 fewer injuries. These achievements place us among the best in our industry. In fact, our Bayport Polymers plant in Pasadena, Texas, was the only U.S. facility recognized with the American Fuel and Petrochemical Manufacturers' (AFPM) highest honor, the Distinguished Safety Award.

Our industry-leading metrics show that our employees aim for excellence in everything they do. Their diversity of talents helps advance our strategy and create value for all stakeholders.

2011 EBITDA per Employee

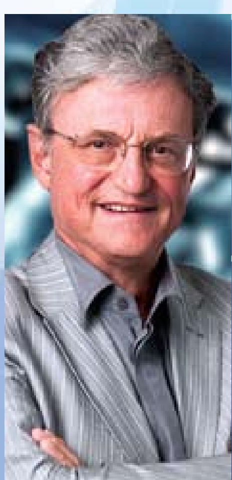


Peer group includes The Dow Chemical Company, BASF, Celanese and DuPont.
Source: Capital IQ

Outstanding Safety Performance

Total Recordable-injury Rate (TRIR) is based on the number of injuries per 200,000 work hours. It equates roughly to the number of injuries per 100 full-time annual workers.

According to the *AFPM Report of Occupational Injuries and Illnesses for the Year 2010*, the U.S. petroleum industry average incidence rate was 0.83.



EMPLOYEE SPOTLIGHT:

Giuseppe Penzo: *Director-Process Design & Support; Ferrara, Italy*

An avid archery competitor who has earned an Olympic bow in Italy, Giuseppe Penzo was one of two employees recognized in 2011 with a BRAVO Lifetime Achievement Award, the company's most prestigious honor. For the past 20 years, Penzo has helped position LyondellBasell as a technology leader by designing more than 100 process platforms for commercial polyolefins production. In 2011, we entered into licensing agreements representing approximately one million tons of polyolefin capacity.

We estimate more than 200 polyolefin production lines currently use our licensed technologies. Since 2000, we have sold licenses representing approximately 40 percent of global installed polyolefin capacity.

Satisfying Our Customers


Photo Credit: Jeroen Bouman

Leading Capacity Positions

GLOBAL CAPACITY POSITION	PRODUCTS
#1	Polyolefins, Polypropylene, Polypropylene Compounds, Oxyfuels
#2	Propylene Oxide
#3	Polyolefins Licensing
#4	Propylene, Polyethylene
#5	Ethylene

Positions based on LyondellBasell wholly owned capacity and pro rata share of JV capacities as of Dec. 31, 2011.

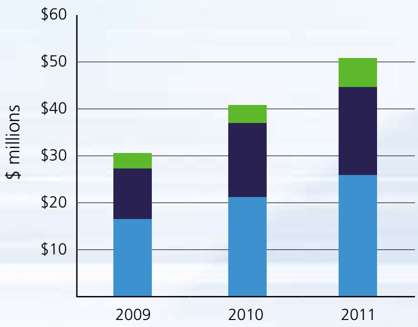
From our homes to our cars, from the grocery store to the office, LyondellBasell makes chemicals the world counts on.

Consumers appreciate the convenience of plastic bottles, the importance of pharmaceuticals, the need for plastic wraps and containers to keep food safe and fresh, the value of clothing and the comfort of furniture. It's not surprising that global demand for products made from plastics, polyurethanes, polyesters, coatings and adhesives continues to grow. LyondellBasell is well positioned to meet the demand. Our innovative people, proprietary technologies and operational excellence have positioned us for a bright future.

Strong Global Sales

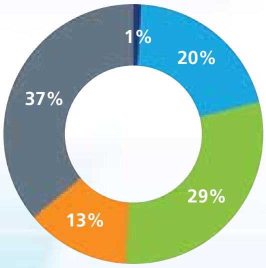
Revenues increased 24% compared to 2010

- **North America**
- **Europe**
- **Asia, South America & Other**



2011 Sales by Segment

- **Olefins & Polyolefins - Americas**
- **Olefins & Polyolefins - EAI**
- **Intermediates & Derivatives**
- **Refining & Oxyfuels**
- **Technology**



Sales segment distribution excludes other and intersegment sales.

EMPLOYEE SPOTLIGHT:

Jane Horal: *Customer Project Manager; Lansing, Michigan – U.S.*
Erik Licht: *Global Marketing Manager; Frankfurt, Germany*

Erik Licht and Jane Horal were part of a team that developed, marketed and introduced a new product that created high value for the customer and improved margins for the company. Selected as one of the most innovative products by the 2011 German Innovation Award Committee, LyondellBasell's *Softell* resins enable customers to produce automotive interiors with exceptional surface aesthetics. Manufacturers using *Softell* include Fiat, General Motors and Volkswagen.

Softell is a trademark owned or used by the LyondellBasell family of companies and is registered in the U.S. Patent and Trademark Office.

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View other products supplied to the automotive industry in the online version of this report.

Enhancing Life in Our Communities

We embrace the principles of Responsible Care®. By supporting this initiative, we demonstrate our commitment to sustainable operations and social responsibility. We aim to continually improve the quality of life for current and future generations through resource efficiency, technological advancements, safety, and community outreach.

We conduct our business with the highest ethical standards, being good stewards of products and processes. We know that sustainability extends beyond the borders of our facilities and that we must produce products that contribute to energy conservation, environmental protection, health care and consumer safety.

Our continued growth depends in part on the strength of the communities in which we operate. We seek to be an asset to these communities through open dialogue, financial contributions and active employee volunteerism. We participate in Community Advisory Panels in communities around the world, allowing us to address topics of shared interest with local citizens. Employees around the globe strive to make a personal difference by volunteering their time and talents to benefit the communities where we operate.

In 2011, more than 3,000 employee volunteers completed 70 outreach projects in 24 countries as part of our 12th annual Global Care Day.

Education

In 2011, we sponsored events around the world to promote excellence in science education as part of the International Year of Chemistry.

Environment

From planting trees to cleaning coastlines, our employees actively support conservation, environmental education and sustainable development.

Community Prosperity

Our employees generously support food and toy drives, home repair programs and other efforts to help those in need. Employee contributions to our 2011 United Way campaign were the highest in the company's history.

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Learn more about our commitment to sustainability and social responsibility in the online version of this report.

EMPLOYEE SPOTLIGHT:

Kirsten Jacobsen-Baqdounes: *Senior Consultant - Product Clearance & Hazard Communication; Houston, Texas – U.S.*

Rene de Graaff: *European Lead-REACh/Chemical Control; Rotterdam, The Netherlands*

Sound product stewardship practices contribute to the safe management of our products. Kirsten Jacobsen-Baqdounes and Rene de Graaff were among a team of employees who worked many long hours to help LyondellBasell meet the requirements of the Registration, Evaluation and Authorization of Chemicals (REACh). This European regulation requires chemical manufacturers to consider uses for each product throughout its life cycle. Over the past two years, we devoted substantial resources to the project. LyondellBasell completed 92 substance registrations in line with the deadline, and work on this project will continue for years to come.

Business Segments

Olefins & Polyolefins
Strengths:

- A leading global producer of ethylene, propylene, polyethylene (PE), polypropylene (PP) and PP compounds.
- Large-scale operations and the operational flexibility to use the lowest-cost raw materials. For example, U.S. feedstock processing flexibility enables processing of advantaged natural gas liquids, particularly ethane.
- Differentiated product offerings from key building blocks for basic plastics to high-value specialty products.

Intermediates & Derivatives
Strengths:

- Second largest global producer of propylene oxide and one of the largest producers of high-purity isobutylene, acetic acid and vinyl acetate monomer.
- Proprietary propylene oxide (PO) and acetyls production process technologies provide a cost-advantaged position for these products and their derivatives.
- Vertically-integrated facilities with global reach benefit from optimization opportunities across the entire value chain.

Refining & Oxyfuels
Strengths:

- Our Houston refinery, among North America's largest full conversion refineries, is a major refiner of heavy, high-sulfur crude oil.
- Strategically located on the U.S. Gulf Coast near interstate pipelines and the Port of Houston, our Houston refinery benefits from access to cost-advantaged crudes and other feedstocks as well as multiple product markets.
- Our oxygenated fuel products ranked #1 in global capacity.

Technology
Strengths:

- Leading global provider of technology licenses and supplier of catalysts for polyolefin production.
- Technology platform that facilitates investments in high-growth regions broadening our global reach.
- A complete PE and PP technology portfolio enabling polyolefin manufacturers the choice of a single provider for polyolefin process technologies and catalyst systems.

Locations

North America
- USA
  - Illinois ■
  - Iowa ■
  - Louisiana ■
  - Michigan ●
  - New Jersey ■
  - Ohio ■ ●
  - Pennsylvania ●
  - Tennessee ■
  - Texas ■ ▲
    - Houston ●
- Mexico ■ ▲

South America
- Argentina ■
- Brazil ■

Europe
- France ■
- Germany ■ ●
- Italy ■ ●
- Netherlands ■ ▲
  - Rotterdam ●
- Poland ■ ▲
- Spain ■
- United Kingdom ■

Middle East
- Saudi Arabia ■ ▲

Asia-Pacific
- Australia ■ ● ▲
- China ■ ▲
  - Hong Kong ●
- Japan ■ ▲
- S. Korea ■ ▲
- Malaysia ■
- Thailand ■ ▲

● Administrative Offices/Headquarters
■ Manufacturing
● Technology Centers
▲ Joint Ventures

Owned and operated by LyondellBasell subsidiaries and or joint ventures.

Supervisory Board of Directors

Marvin O. Schlanger [4]

Chairman of the Board
Principal, Cherry Hill Chemical Investments
Former President & CEO, ARCO Chemical Company

Jacques Aigrain [1,2]

Chairman, LCH Clearnet Group, Ltd.

Jagjeet S. Bindra [2,4]

Former President, Global Manufacturing, Chevron

Robin W.T. Buchanan

Senior Advisor, Bain & Co.

Milton Carroll [2,3]

Chairman of the Board, CenterPoint Energy, Inc.

Stephen F. Cooper

Chief Executive Officer, Warner Music Group

Robert G. Gwin [1,3]

Senior Vice President, Finance and CFO, Anadarko Petroleum

Joshua J. Harris

Senior Managing Director, Apollo Global Management, LLC

Scott M. Kleinman

Senior Partner, Apollo Global Management, LLC

Bruce A. Smith [1,3]

Former Chairman, President & CEO, Tesoro Petroleum Corporation

Rudy van der Meer [2,4]

Former CEO, Coatings and Chemicals, Akzo Nobel N.V.

1. Audit Committee
2. Compensation Committee
3. Nominating & Governance Committee
4. Health, Safety & Environmental Committee

Symbols in blue indicate committee chair position.

Leadership Team

Jim Gallogly

Chief Executive Officer

Karyn Ovelmen

Executive Vice President and Chief Financial Officer

Craig Glidden

Executive Vice President and Chief Legal Officer

Kevin Brown

Senior Vice President, Refining

Massimo Covezzi

Senior Vice President, Research and Development

Bob Patel

Senior Vice President, Olefins & Polyolefins (Europe, Asia and International) and Technology

Pat Quarles

Senior Vice President, Intermediates and Derivatives

Tim Roberts

Senior Vice President, Olefins and Polyolefins – Americas

Par Singh

Senior Vice President, Manufacturing – Europe, Asia & International

Karen Swindler

Senior Vice President, Manufacturing - Americas

Sergey Vasnetsov

Senior Vice President, Strategic Planning and Transactions

Paul Davies

Vice President and Chief Human Resources Officer

Sam Smolik

Vice President, Health, Safety, Environment and Operational Excellence

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Shareholder Information

Stock Exchange
LyondellBasell's common stock is listed on the New York Stock Exchange under the symbol "LYB."

Website
Shareholders and other interested parties can learn more about LyondellBasell by visiting www.lyondellbasell.com

Investor Relations Contact
Douglas J. Pike, +1 713 309 4590

Corporate Governance
LyondellBasell's corporate governance information is available at www.lyondellbasell.com

Online Annual Report
LyondellBasell's Annual Report is available online at www.lyondellbasell.com/excellence

Annual Meeting
The Annual General Meeting of Shareholders of LyondellBasell Industries N.V. will be held at the company's principal executive offices at Stationsplein 45, 3013 AK, Rotterdam, The Netherlands. Notice of the meeting, proxy statement and proxy card will be sent to shareholders in advance of the meeting.

Registrar and Transfer Agent
Computershare Shareholder Services, Inc.
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Canton, MA 02021
+1 877 456 7920 (U.S. Toll-Free)
+1 781 575 4337 (U.S. Toll/International)
www.computershare.com

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The Netherlands
Tel: +31 10 275 5500

Houston
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1221 McKinney Street
Houston, Texas 77010
Tel: +1 713 309 7200

Hong Kong
12/F Caroline Centre
Lee Gardens Two
28 Yun Ping Road
Causeway Bay
Hong Kong, China
Tel: +852 2577 3855

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RESPONSIBLE CARE®
OUR COMMITMENT TO SUSTAINABILITY

lyondellbasell.com

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

(Mark One)

☑ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2011

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 001-34726

LyondellBasell Industries N.V.
(Exact name of registrant as specified in its charter)

The Netherlands	**98-0646235**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*

Weena 737
3013 AM Rotterdam
The Netherlands
(Address of principal executive offices) (Zip Code)

31 30 275 5500
Registrant's telephone number, including area code:

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange On Which Registered
Ordinary Shares, €0.04 Par Value	**New York Stock Exchange**

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ Yes ☑ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☑ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☑	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☑ No

The aggregate market value of common stock held by non-affiliates of the registrant on June 30, 2011, the last business day of the registrant's most recently completed second fiscal quarter, based on the closing price on that date of $38.52, was $12.1 billion. For purposes of this disclosure, in addition to the registrant's executive officers and members of its Supervisory Board, the registrant has included Access Industries, LLC and Apollo Management Holdings, L.P. and their affiliates as "affiliates."

The registrant had 573,708,873 shares outstanding at February 24, 2012 (excluding 3,732,854 treasury shares).

Documents incorporated by reference:

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held on May 9, 2012 (Part III)

PART I

PART II

PART III

CAUTIONARY STATEMENT FOR THE PURPOSES OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This report contains "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). You can identify our forward-looking statements by the words "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "predict," "should," "will," "expect," "objective," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" and similar expressions.

We based the forward-looking statements on our current expectations, estimates and projections about ourselves and the industries in which we operate in general. We caution you these statements are not guarantees of future performance as they involve assumptions that, while made in good faith, may prove to be incorrect, and involve risks and uncertainties we cannot predict. In addition, we based many of these forward-looking statements on assumptions about future events that may prove to be inaccurate. Accordingly, our actual outcomes and results may differ materially from what we have expressed or forecast in the forward-looking statements. Any differences could result from a variety of factors, including the following:

- if we are unable to comply with the terms of our credit facilities and other financing arrangements, those obligations could be accelerated, which we may not be able to repay;
- we may be unable to incur additional indebtedness or obtain financing on terms that we deem acceptable, including for refinancing of our current obligations; higher interest rates and costs of financing would increase our expenses;
- our ability to implement business strategies may be negatively affected or restricted by, among other things, governmental regulations or policies;
- the cost of raw materials represent a substantial portion of our operating expenses, and energy costs generally follow price trends of crude oil and natural gas; price volatility can significantly affect our results of operations and we may be unable to pass raw material and energy cost increases on to our customers;
- industry production capacities and operating rates may lead to periods of oversupply and low profitability;
- uncertainties associated with worldwide economies create increased counterparty risks, which could reduce liquidity or cause financial losses resulting from counterparty exposure;
- the negative outcome of any legal, tax and environmental proceedings may increase our costs;
- we may be required to reduce production or idle certain facilities because of the cyclical and volatile nature of the supply-demand balance in the chemical and refining industries, which would negatively affect our operating results;
- we may face operating interruptions due to events beyond our control at any of our facilities, which would negatively impact our operating results, and because the Houston refinery is our only North American refining operation, we would not have the ability to increase production elsewhere to mitigate the impact of any outage at that facility;
- regulations may negatively impact our business by, among other things, restricting our operations, increasing costs of operations or requiring significant capital expenditures;
- we face significant competition due to the commodity nature of many of our products and may not be able to protect our market position or otherwise pass on cost increases to our customers;
- we rely on continuing technological innovation, and an inability to protect our technology, or others' technological developments could negatively impact our competitive position; and

- we are subject to the risks of doing business at a global level, including fluctuations in exchange rates, wars, terrorist activities, political and economic instability and disruptions and changes in governmental policies, which could cause increased expenses, decreased demand or prices for our products and/or disruptions in operations, all of which could reduce our operating results.

Any of these factors, or a combination of these factors, could materially affect our future results of operations (including those of our joint ventures) and the ultimate accuracy of the forward-looking statements. These forward-looking statements are not guarantees of future performance, and our actual results and future developments (including those of our joint ventures) may differ materially from those projected in the forward-looking statements. Our management cautions against putting undue reliance on forward-looking statements or projecting any future results based on such statements or present or prior earnings levels.

All subsequent written and oral forward looking statements attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section and any other cautionary statements that may accompany such forward-looking statements. Except as otherwise required by applicable law, we disclaim any duty to update any forward-looking statements, all of which are expressly qualified by the statements in this section, to reflect events or circumstances after the date of this report. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in the "Risk Factors" section of this report on page 31.

PART I

Items 1 and 2. Business and Properties

CORPORATE STRUCTURE AND OVERVIEW

LyondellBasell Industries N.V. was incorporated under Dutch law by deed of incorporation dated October 15, 2009. The Company was formed to serve as the new parent holding company for certain subsidiaries of LyondellBasell Industries AF S.C.A. (LyondellBasell AF"). From January 2009 through April 2010, LyondellBasell AF and 93 of its subsidiaries were debtors in jointly administered bankruptcy cases in U.S. Bankruptcy Court for the Southern District of New York. As of April 30, 2010, the date of emergence from bankruptcy proceedings, LyondellBasell AF's equity interests in its indirect subsidiaries terminated and LyondellBasell Industries N.V. now owns and operates, directly and indirectly, substantially the same business as LyondellBasell AF owned and operated prior to emergence from the bankruptcy cases, including subsidiaries of LyondellBasell AF that were not involved in the bankruptcy cases.

Our Company is the successor to the combination in December 2007 of Lyondell Chemical Company ("Lyondell Chemical") and Basell AF S.C.A. ("Basell"), which created one of the world's largest private petrochemical companies with significant worldwide scale and leading product positions.

We are the world's third largest independent chemical company based on revenues and an industry leader in many of our product lines. We participate globally across the petrochemical value chain with over 50 wholly-owned and joint venture facilities. Our chemicals businesses consist primarily of large processing plants that convert large volumes of liquid and gaseous hydrocarbon feedstock into plastic resins and other chemicals. Our chemical products tend to be basic building blocks for other chemicals and plastics while our plastic products are typically used in large volume applications. Our customers use our plastics and chemicals to manufacture a wide range of products that people use in their everyday lives including food packaging, home furnishings, automotive components, paints and coatings. Our Houston refinery processes crude oil into fuels such as gasoline, diesel and jet fuel.

Our financial performance has historically been closely related to the balance between the supply and demand for the products that we produce. Additional factors that influence our performance include feedstock supply, operational efficiency, costs and our differentiated assets and technology. During recent years the U.S. cost of natural gas derived raw materials versus the global cost of crude oil derived raw materials has had a significant influence on regional profitability. Our portfolio includes several differentiated technologies and assets including our propylene oxide technology, flexible feedstock olefins plants in the U.S., joint venture olefins and polyolefins plants with access to low-cost feedstock in Saudi Arabia, polypropylene technology and our Houston refinery capable of processing heavy, high-sulfur crude. As a producer of large volume commodities we have a strong operational focus and continuously strive to differentiate ourselves through safe, reliable and low-cost operations in all our businesses.

SEGMENTS

As of December 31, 2009, we began reporting our results of operations based on five business segments through which our operations are managed. Financial information about our business segments can be found in Note 21, *Segment and Related Information*, to the Consolidated Financial Statements. Our reportable segments include:

- *Olefins and Polyolefins—Americas* ("O&P—Americas"). Our O&P—Americas segment produces and markets olefins, including ethylene and ethylene co-products, and polyolefins.

- *Olefins and Polyolefins—Europe, Asia, International* ("O&P—EAI"). Our O&P—EAI segment produces and markets olefins, including ethylene and ethylene co-products, polyolefins and polypropylene compounds.

- *Intermediates and Derivatives* ("I&D"). Our I&D segment produces and markets propylene oxide ("PO") and its co-products and derivatives, acetyls, ethanol, ethylene oxide and its derivatives.

- *Refining & Oxyfuels.* Our Refining & Oxyfuels segment refines heavy, high-sulfur crude oil in the U.S. Gulf Coast and produces oxyfuels at several of our olefin and PO units.

- *Technology.* Our Technology segment develops and licenses chemical and polyolefin process technologies and provides associated engineering and other services. Our Technology segment also develops, manufactures and sells polyolefin catalysts. We market our process technologies and our polyolefin catalysts to external customers and use them for our own manufacturing operations.

The following chart sets out our business segments' key products:

O&P Americas and O&P EAI	I&D	Refining & Oxyfuels	Technology
Olefins	Propylene oxide,	Gasoline	PP process technologies
— Ethylene	co-products and derivatives	Ultra low sulfur diesel	— Spheripol
— Propylene	— Propylene oxide (PO)	Jet fuel	— Spherizone
— Butadiene	— Styrene monomer (SM)	Lube oils	— Metocene
	— Tertiary butyl alcohol (TBA)	Gasoline blending components	Polyethylene process technologies
Polyolefins	— Isobutylene		
— Polypropylene (PP)	— Tertiary butyl hydro-peroxide (TBHP)	— Methyl tertiary butyl ether (MTBE)	— Lupotech
— Polyethylene (PE)			— Spherilene
— High density polyethylene (HDPE)	— Propylene glycol (PG)	— Ethyl tertiary butyl ether (ETBE)	— Hostalen
	— Propylene glycol ethers (PGE)		Polyolefin catalysts
— Low density polyethylene (LDPE)	— Butanediol (BDO)	Alkylate	— Avant
	Acetyls	Vacuum Gas Oil (VGO)	Selected chemical technologies
— Linear low density polyethylene (LLDPE)*	— Vinyl acetate monomer (VAM)	Light crude oil	
	— Acetic acid		
— Propylene-based compounds, materials and alloys (PP compounds)**	— Methanol		
	Ethylene derivatives		
	— Ethylene oxide (EO)		
	— Ethylene glycol (EG)		
— *Catalloy* process resins	— Ethylene Glycol Ethers		
— Polybutene-1 (PB-1)**	— Ethanol		
Aromatics			
— Benzene			
— Toluene			

* O&P—Americas only.
** O&P—EAI only.

Olefins and Polyolefins Segments Generally

We are a top worldwide producer of olefins, including ethylene and propylene. We are also a top producer of polyolefins, including polyethylene (PE), and the world's largest producer of polypropylene (PP) and PP compounds. We manage our olefin and polyolefin business in two reportable segments, O&P—Americas and O&P—EAI.

Ethylene is the most significant petrochemical in terms of worldwide production volume and is the key building block for PE and a large number of other chemicals, plastics and synthetics. The production of ethylene results in co-products such as propylene, butadiene and aromatics, which include benzene and toluene. Ethylene and its co-products are fundamental to many segments of the economy, including the production of consumer products, packaging, housing and automotive components and other durable and nondurable goods.

Polyolefins are thermoplastics and comprise approximately two-thirds of worldwide thermoplastics demand. Since their industrial commercialization, thermoplastics have found wide-ranging applications and continue to replace traditional materials such as metal, glass, paper and wood. Our products are used in consumer, automotive and industrial applications ranging from food and beverage packaging to housewares and construction materials. PE is the most widely used thermoplastic, measured on a production capacity basis. We produce HDPE, LDPE, LLDPE and metallocene linear low density polyethylene. PP is the single largest polyolefin product produced worldwide, and we produce homopolymer, impact copolymer, random copolymer and metallocene PP.

We produce and market several specialty product lines: PP compounds; *Catalloy* process resins; and PB-1, focusing on unique polyolefins and compounds that offer a wide range of performance characteristics. Typical properties of such specialty polyolefins and compounds include impact-stiffness balance, scratch resistance, soft touch and heat sealability. End uses include automotive and industrial products and materials. PP compounds are produced from blends of polyolefins and additives and are sold mainly to the automotive and home appliances industries. We are the only manufacturer of Catalloy process resins, which are our proprietary products.

Sales of ethylene accounted for approximately 3% of our total revenues in 2011. Sales of PE (HDPE, LDPE and LLDPE, collectively) accounted for 19% of our total revenues in 2011. Sales of PP, including *Catalloy*, accounted for approximately 15% of our total revenues in 2011.

Olefins and Polyolefins—Americas Segment

Overview

Our O&P—Americas segment produces and markets olefins, polyolefins, aromatics, specialty products and ethylene co-products. Based on published data, we are the largest producer of light olefins (ethylene and propylene) and PP and the third largest producer of PE in North America. In addition, we produce specialty products including *Catalloy* resins and other products which are co-products of our olefins operations. In 2011, our O&P—Americas segment generated operating revenues of $10.3 billion (excluding inter-segment revenue).

The following table outlines:

- the primary products of our O&P—Americas segment;
- annual processing capacity as of December 31, 2011, unless otherwise noted; and
- the primary uses for those products.

Product	Annual Capacity	Primary Uses
Olefins:		
Ethylene	9.6 billion pounds	Ethylene is used as a raw material to manufacture polyethylene, EO, ethanol, ethylene dichloride, styrene, VAM and other products
Propylene	5.5 billion pounds(1)	Propylene is used to produce PP, acrylonitrile, PO and other products
Butadiene	1.1 billion pounds	Butadiene is used to manufacture styrene-butadiene rubber and polybutadiene rubber, which are used in the manufacture of tires, hoses, gaskets and other rubber products. Butadiene is also used in the production of paints, adhesives, nylon clothing, carpets, paper coatings and engineered plastics
Aromatics:		
Benzene	195 million gallons	Benzene is used to produce styrene, phenol and cyclohexane. These products are used in the production of nylon, plastics, synthetic rubber and polystyrene. Polystyrene is used in insulation, packaging and drink cups

Product	Annual Capacity	Primary Uses
Toluene	40 million gallons	Toluene is used as an octane enhancer in gasoline, as a chemical raw material for benzene and/or paraxylene production and as a core ingredient in toluene diisocyanate, a compound used in urethane production
Polyolefins:		
HDPE	3.3 billion pounds	HDPE is used to manufacture grocery, merchandise and trash bags; food containers for items from frozen desserts to margarine; plastic caps and closures; liners for boxes of cereal and crackers; plastic drink cups and toys; dairy crates; bread trays; pails for items from paint to fresh fruits and vegetables; safety equipment, such as hard hats; house wrap for insulation; bottles for household and industrial chemicals and motor oil; milk, water, and juice bottles; large (rotomolded) tanks for storing liquids such as agricultural and lawn care chemicals; and pipe
LDPE	1.3 billion pounds	LDPE is used to manufacture food packaging films; plastic bottles for packaging food and personal care items; dry cleaning bags; ice bags; pallet shrink wrap; heavy-duty bags for mulch and potting soil; boil-in-bags ; coatings on flexible packaging products; and coatings on paper board such as milk cartons. Ethylene vinyl acetate is a specialized form of LDPE used in foamed sheets, bag-in-box bags, vacuum cleaner hoses, medical tubing, clear sheet protectors and flexible binders
LLDPE	1.3 billion pounds	LLDPE is used to manufacture garbage and lawn-leaf bags; industrial can liners; housewares; lids for coffee cans and margarine tubs; dishpans, home plastic storage containers, and kitchen trash containers; large (rotomolded) toys like outdoor gym sets; drip irrigation tubing; insulating resins and compounds used to insulate copper and fiber optic wiring; shrink wrap for multi-packaging canned food, bag-in-box bags, produce bags, and pallet stretch wrap
PP	4.4 billion pounds(2)	PP is primarily used to manufacture fibers for carpets, rugs and upholstery; housewares; medical products; automotive interior trim, fascia, running boards, battery cases, and bumpers; toys and sporting goods; fishing tackle boxes; and bottle caps and closures
Specialty Polyolefins:		
Catalloy process resins	600 million pounds	*Catalloy* process resins are used primarily in modifying polymer properties in film applications and molded products; for specialty films, geomembranes, and roofing materials; in bitumen modification for roofing and asphalt applications; and to manufacture automotive bumpers

(1) Includes (i) refinery-grade material from the Houston refinery and (ii) 1 billion pounds per year of capacity from the product flex unit at the Channelview facility, which can convert ethylene and other light petrochemicals into propylene.
(2) Includes 100% of 1.31 billion pounds of capacity of our Indelpro joint venture (described below).

See “Description of Properties” for the locations where we produce the primary products of our O&P — Americas segment. Annual processing capacity as of December 31, 2011 was calculated by estimating the average number of days in a typical year that a production unit of a plant is expected to operate, after allowing for downtime for regular maintenance, and multiplying that number by an amount equal to the unit’s optimal daily output based on the design raw material mix. Because the processing capacity of a production unit is an estimated amount, actual production volumes may be more or less than the capacities set forth below. Capacities shown include 100% of the capacity of joint venture facilities.

Sales & Marketing / Customers

In 2011, no single external O&P—Americas segment customer accounted for 10% or more of our total revenues.

We currently produce ethylene at five sites in the U.S. Our ethylene production in the U.S. generally is consumed internally as a raw material in the production of polymers and other derivatives, or is shipped by pipeline to customers. In North America, we produce more ethylene than we consume internally, with the balance of ethylene production being sold to third parties.

We currently produce propylene at six sites in the U.S., which includes production from the Houston refinery’s fluid catalytic cracker coproduct stream. We use propylene as a raw material for production of PO, PP and other derivatives.

We have butadiene and aromatics (benzene and toluene) production capabilities at two sites in the U.S. We generally sell our butadiene under multi-year contracts. We generally use the benzene as a raw material for production of styrene. In the U.S., we are a net purchaser of benzene. Our Refining & Oxyfuels business uses toluene to blend into gasoline. The majority of toluene production that is not consumed internally is sold on a spot basis.

We at times purchase ethylene, propylene, benzene and butadiene for resale, when necessary, to satisfy customer demand for these products above our own production levels. Volumes of ethylene, propylene, benzene and butadiene purchased for resale can vary significantly from period to period. However, purchased volumes have not historically had a significant impact on profits.

In the U.S., most of the ethylene and propylene production of our Channelview, Corpus Christi and La Porte facilities is shipped via a pipeline system, which has connections to numerous U.S. Gulf Coast consumers. This pipeline system, some of which is owned and some of which is leased, extends from Corpus Christi to Mont Belvieu to Port Arthur, Texas, as well as into the Lake Charles, Louisiana area. In addition, exchange agreements with other ethylene and co-products producers allow access to customers who are not directly connected to this pipeline system. Ethylene is shipped to our customers by railcar from Clinton or Morris. A pipeline owned and operated by an unrelated party is used to transport ethylene from Morris, Illinois to Tuscola, Illinois. Some propylene is shipped by ocean going vessel. Butadiene, benzene, toluene and other products are distributed by pipeline, rail car, truck, barge or ocean going vessel.

We manufacture PE using a variety of technologies at six sites in the U.S. Our PP and PE production is typically sold to an extensive base of established customers under annual contracts or under customary terms and conditions without formal contracts. We also have a facility in Ohio that produces performance polymer products, which include enhanced grades of PE. We believe that, over a business cycle, average selling prices and profit margins for specialty polymers tend to be higher than average selling prices and profit margins for higher-volume commodity PEs. We produce PP at three sites in North America, one of which is owned by Indelpro, our Mexican joint venture, and one site in South America. We also sell PP into our PP compounds business, which is managed worldwide by our O&P—EAI segment.

The majority of our polyolefin products sold in North America are sold through our sales organization. Polyolefins primarily are distributed in North America by rail car or truck.

Joint Venture Relationships

The following table describes our O&P—Americas segment's significant manufacturing joint venture relationships.

Name	Location	Other Parties	LyondellBasell Ownership	Product	2011 Capacity (In millions of pounds)
Indelpro	Mexico	Alfa S.A.B. de C.V.	49%	PP	1,310(1)

(1) Represents the joint venture's total capacity and not our proportional capacity.

Indelpro's output is marketed by the joint venture. Indelpro's annual capacity includes 770 million pounds produced from our Spherizone process technology. We receive equity distributions and revenues from technology licensing and catalyst sales from the joint venture. Further, we believe the geographic diversification provides benefits to our Company.

We also have a limited partnership with respect to our LaPorte, Texas olefin facility. The partnership produces ethylene and propylene. Our partnership agreement entitles our partner to 500 million pounds of propylene annually and us to all remaining ethylene and propylene production, as well as other products produced.

Raw Materials

Raw material cost is the largest component of the total cost for the production of ethylene and its co-products. The primary raw materials used are heavy liquids and natural gas liquids ("NGLs"). Heavy liquids include crude oil-based naphtha and gas oil, as well as condensate, a very light crude oil resulting from natural gas production (collectively referred to as "heavy liquids"). NGLs include ethane, propane and butane. The use of heavy liquid raw materials results in the production of a significant amount of co-products such as propylene, butadiene, benzene and toluene, as well as gasoline blending components, while the use of NGLs results in the production of a smaller amount of co-products.

Historically, facilities using heavy liquids as feedstock have generated higher margins than those using ethane. However, in recent years ethane has had a cost advantage for use as feedstock in the U.S. based on higher crude oil prices relative to NGLs. As a result, a plant's flexibility to consume a wide range of raw materials generally will provide an advantage over plants that are restricted in processing capabilities over a number of years. We have the capability to process significant quantities of either heavy liquids or NGLs. We estimate that in the U.S. we can process up to 85% NGLs. Changes in the raw material feedstock will result in variances in production capacities among products. We believe our raw material flexibility in the U.S. is a key advantage in the production of ethylene and its co-products.

We source our heavy liquids requirements worldwide via a mix of contractual and spot arrangements. Spot market purchases are made in order to maintain raw material flexibility and to take advantage of raw material pricing opportunities. We purchase NGL requirements via long term and spot contractual arrangements from a variety of sources. A portion of the heavy liquids requirements for ethylene production are also obtained from our Refining & Oxyfuels segment. Heavy liquids generally are delivered by ship or barge, and NGLs are generally delivered via pipeline.

In North America, we also purchase large amounts of natural gas to be used primarily as an energy source in our business via market-based contractual arrangements with a variety of sources.

The principal raw materials used by our polyolefin business are ethylene and propylene. During 2011, our North American ethylene and propylene production exceeded the North American raw material requirements of the polyolefin business of our O&P—Americas segment. However, not all raw material requirements for ethylene and propylene in this region are sourced internally. Our Mexican joint venture, Indelpro, receives the majority of its chemical grade and refinery grade propylene needs from Pemex, the state owned oil company of Mexico, under a long-term contract. We purchase ethylene and propylene on a spot and contract basis to meet our internal and external demands as needed.

The raw materials for polyolefins and *Catalloy* process resins are, in general, commodity chemicals with numerous bulk suppliers and ready availability at competitive prices.

Industry Dynamics / Competition

With respect to olefins and polyolefins, competition is based on price, product quality, product delivery, reliability of supply, product performance and customer service. Industry consolidation in North America has led to fewer, although larger, competitors. Profitability is affected not only by supply and demand for olefins and polyolefins, but also by raw material costs and price competition among producers. Price competition may intensify due to, among other things, the addition of new capacity. In general, demand is a function of worldwide economic growth, which fluctuates. It is not possible to accurately predict the changes in raw material costs, market conditions, capacity utilization and other factors that will affect industry profitability in the future.

Based on published rated production capacities, we were the second largest producer of ethylene in North America as of December 31, 2011. North American ethylene rated capacity at December 31, 2011 was approximately 74 billion pounds per year, with approximately 81% of that North American capacity located along the Gulf Coast. At December 31, 2011, our ethylene rated capacity in the U.S. was approximately 9.6 billion pounds per year, or approximately 13% of total North American ethylene production capacity.

We compete in North America with other large marketers and producers for sales of ethylene and its co-products such as Dow, ExxonMobil, Nova, Shell, INEOS, ChevronPhillips, TPC Group and others.

Based on published data, with respect to PE we believe that we are the third largest producer in North America as of December 31, 2011, with 5.9 billion pounds per year of capacity, or approximately 13% of North American capacity. Our largest competitors for sales of PE in North America are Dow, ExxonMobil, Nova, Chevron Phillips, INEOS and Westlake.

Based on published data regarding PP capacity, we believe that, including our proportionate share of the Indelpro joint venture, we are the largest producer of PP in North America as of December 31, 2011, with a proportionate share capacity of 3.3 billion pounds, or approximately 17% of the total North American capacity. Our largest competitors for sales of PP in North America are ExxonMobil, Total, Braskem, Formosa Plastics and INEOS.

Olefins and Polyolefins—Europe, Asia, International Segment

Overview

Our O&P—EAI segment produces and markets olefins (ethylene and ethylene co-products) and polyolefins. Based on published data, we are the largest producer of PP and PE in Europe and the largest worldwide producer of PP compounds. We also produce significant quantities of other specialty products such as *Catalloy* process resins and PB-1. Our O&P—EAI segment manages our worldwide PP compound business (including our facilities in North and South America), our worldwide PB-1 business, and our *Catalloy* process resins produced in Europe and Asia. We have eight joint venture locations in regions with access to low cost feedstocks or access to growing markets. In 2011, our O&P—EAI segment generated operating revenues of $15.1 billion (excluding inter-segment revenue).

We currently produce ethylene and propylene at three sites in Europe and produce butadiene at two sites in Europe. We also produce each of these products at a joint venture site in the Middle East and produce propylene at two other joint venture sites in the Middle East and one joint venture site in Thailand. We produce polyolefins (PP and/or PE) at 19 facilities in the EAI region, including 10 facilities in Europe, four facilities in East Asia, three facilities in the Middle East and two facilities in Australia. Our joint ventures own one of the facilities in Europe, four of the facilities in East Asia and three in the Middle East.

PP compounds consist of specialty products produced from blends of polyolefins and additives and are sold mainly to the automotive and durable goods industries. We manufacture PP compounds at 16 facilities worldwide (a number of which are the same facilities as the polyolefin facilities described above), consisting of four facilities in Europe, five in East Asia, one in the Middle East, three in North America, two in South America and one in Australia.

We produce *Catalloy* process resins at two sites in the EAI region, including one in The Netherlands and one in Italy. The process is proprietary technology that is not licensed to third parties, and as a result, we are the only manufacturer of *Catalloy* process resins.

We produce PB-1 at one facility in Europe. We believe that we are the largest worldwide producer of PB-1, a family of flexible, strong and durable butene-based polymers. A majority of the current PB-1 we produce is used in pipe applications and for under-floor heating and thermo sanitary systems. PB-1 is being developed to target new opportunities in applications such as "easy-open" packaging (seal-peel film), construction, fibers and fabrics, compounds, adhesives and coatings.

The following table outlines:

- the primary products of our O&P—EAI segment;
- annual processing capacity as of December 31, 2011, unless otherwise noted; and
- the primary uses for those products.

Product	Annual Capacity(1)	Primary Uses
Olefins:		
Ethylene	6.5 billion pounds(2)	Ethylene is used as a raw material to manufacture polyethylene, EO, ethanol, ethylene dichloride, styrene, VAM and other products
Propylene	5.9 billion pounds(2)(3)	Propylene is used to produce PP, acrylonitrile, PO and other products
Butadiene	550 million pounds	Butadiene is used to manufacture styrene-butadiene rubber and polybutadiene rubber, which are used in the manufacture of tires, hoses, gaskets and other rubber products. Butadiene is also used in the production of paints, adhesives, nylon clothing, carpets, paper coatings and engineered plastics
Polyolefins:		
PP	13.1billion pounds(4)(5)	PP is primarily used to manufacture fibers for carpets, rugs and upholstery; housewares; medical products; automotive interior trim, fascia, running boards, battery cases, and bumpers; toys and sporting goods; and bottle caps and closures

Product	Annual Capacity(1)	Primary Uses
HDPE	4.5 billion pounds(5)(6)	HDPE is used to manufacture grocery, merchandise and trash bags; food containers for items from frozen desserts to margarine; plastic caps and closures; liners for boxes of cereal and crackers; plastic drink cups and toys; dairy crates; bread trays; pails for items from paint to fresh fruits and vegetables; safety equipment, such as hard hats; house wrap for insulation; bottles for household and industrial chemicals and motor oil; milk, water, and juice bottles; large (rotomolded) tanks for storing liquids such as agricultural and lawn care chemicals; and pipe
LDPE	2.8 billion pounds(5)(7)	LDPE is used to manufacture food packaging films; plastic bottles for packaging food and personal care items; dry cleaning bags; ice bags; pallet shrink wrap; heavy-duty bags for mulch and potting soil; boil-in-bag bags; coatings on flexible packaging products; and coatings on paper board such as milk cartons. Ethylene vinyl acetate is a specialized form of LDPE used in foamed sheets, bag-in-box bags, vacuum cleaner hoses, medical tubing, clear sheet protectors and flexible binders
Specialty Polyolefins:		
PP compounds	2.5 billion pounds(8)	PP compounds are used to manufacture automotive interior and exterior trims, dashboards, bumpers and under-hood applications; base material for products and parts used in appliances; anti-corrosion coatings for steel piping, wire and cable
Catalloy process resins	600 million pounds	*Catalloy* process resins are used primarily in modifying polymer properties in film applications and molded products; for specialty films, geomembranes, and roofing materials; in bitumen modification for roofing and asphalt applications; and to manufacture automotive bumpers
PB-1 resins	110 million pounds	PB-1 resins are used in flexible pipes, resins for seal-peel film, film modification, hot melt and polyolefin modification applications, consumer packaging and adhesives

(1) Excludes materials from the Berre refinery where operations were suspended on January 4, 2012. See "— Refining & Oxyfuels Segment — Overview."

(2) Includes 100% of olefin capacity of SEPC (described below) of which we own 25%, which includes 2.2 billion pounds of ethylene and 630 million pounds of propylene.

(3) Includes (i) 100% of the 1.0 billion pounds of capacity of the propane dehydrogenation ("PDH") plant owned by SPC (described below) of which we own 25%; and (ii) 1.0 billion pounds of capacity from the Al-Waha joint venture (described below), of which we currently own 21%. Includes 660 million pounds of capacity of HMC (described below) of which we own 29%.

(4) Includes: (i) 100% of the 1.6 billion pounds of capacity at SPC; (ii) 100% of the 940 million pounds of capacity of SunAllomer (described below) of which we own 50%; (iii) 100% of the 880 million pounds of capacity of Basell Orlen Polyolefins ("BOP") (described below) of which we own 50%; (iv) 100% of the 1.7 billion pounds of capacity of HMC; (v) 100% of the 1.5 billion pounds of capacity of PolyMirae (described below) of which we own 42%; and (vi) 100% of the 990 million pounds of capacity at Al Waha.

(5) Includes 100% of 880 million pounds of LDPE capacity and 880 million pounds of HDPE capacity from SEPC.

(6) Includes 100% of the 710 million pounds of capacity of BOP.

(7) Includes 100% of the 240 million pounds of capacity of BOP.

(8) Includes 100% of the 165 million pounds of capacity of PolyPacific (described below) of which we own 50%, 110 million pounds of capacity of SunAllomer and 80 million pounds of capacity of SPC.

See “Description of Properties” for the locations where we produce the primary products of our O&P — EAI segment. Annual processing capacity as of December 31, 2011 was calculated by estimating the average number of days in a typical year that a production unit of a plant is expected to operate, after allowing for downtime for regular maintenance, and multiplying that number by an amount equal to the unit’s optimal daily output based on the design raw material mix. Because the processing capacity of a production unit is an estimated amount, actual production volumes may be more or less than the capacities set forth below. Capacities shown include 100% of the capacity of joint venture facilities.

Sales & Marketing / Customers

In 2011, no single external O&P—EAI segment customer accounted for 10% or more of our total revenues.

We currently produce ethylene at one site in France, two sites in Germany, and one joint venture site in the Middle East. Our ethylene production is generally consumed internally as a raw material in the production of polymers. In Europe, we are essentially balanced in our ethylene supply and demand.

We currently produce propylene at one site in France, two sites in Germany, three joint venture sites in the Middle East and one joint venture site in Thailand. We use propylene as a raw material for production of PO and PP. In Europe, we are a net purchaser of propylene.

We currently produce butadiene at one site in France and one site in Germany. We generally sell our butadiene under multi-year contracts.

We at times purchase ethylene, propylene, benzene and butadiene for resale, when necessary, to satisfy customer demand for these products above production levels. Volumes of ethylene, propylene, benzene and butadiene purchased for resale can vary significantly from period to period. However, purchased volumes for resale have not historically had a significant impact on profits.

European ethylene and propylene production is generally either fully integrated with, or is transported via pipeline to, our PE and PP facilities in Europe.

We produce PP at eight sites in Europe, four sites in East Asia, two sites in Australia and two sites in the Middle East. All of the sites in East Asia and the Middle East and one of the sites in Europe (Poland) are owned by joint ventures.

We manufacture PE at five sites in Europe, including one joint venture facility in Poland, and one joint venture site in the Middle East.

With respect to PP and PE, our production is typically sold to an extensive base of established customers under annual contracts or under customary terms and conditions without formal contracts. We believe that, over a business cycle, average selling prices and profit margins for specialty polymers tend to be higher than average selling prices and profit margins for higher-volume commodity PPs.

For the O&P—EAI segment, we typically have marketing arrangements with our joint venture partners to sell and market PP and PE outside the country where such a joint venture facility is located.

Polyolefins primarily are distributed in Europe by rail or truck.

We and our joint ventures manufacture PP compounds at five sites in East Asia (two of which are owned by joint ventures), four sites in Europe, three sites in North America, one joint venture site in the Middle East, two sites in South America and one joint venture site in Australia. We manufacture *Catalloy* process resins at one facility in Italy and one facility in The Netherlands. We also manufacture PB-1 at the facility in The Netherlands.

Our regional sales offices are in various locations, including The Netherlands, Hong Kong, China, India and United Arab Emirates. We also operate through a worldwide network of local sales and representative offices in Europe, Asia and Africa. Our joint ventures typically manage their domestic sales and marketing efforts independently, and we typically operate as their agent/distributor for all or a portion of their exports.

Joint Venture Relationships

The following table describes our O&P—EAI segment's significant manufacturing joint venture relationships.

Name	Location	Other Parties	LyondellBasell Ownership	Product	2011 Capacity(1) (In millions of pounds)
SPC	Al-Jubail Industrial City, Saudi Arabia	Tasnee	25%	PP	1,590
				Propylene	1,015
				PP Compounding	80
SEPC	Al-Jubail Industrial City, Saudi Arabia	Tasnee, Sahara Petrochemical Company	25%	Ethylene	2,200
				Propylene	630
				HDPE	880
				LDPE	880
Al-Waha	Al-Jubail Industrial City, Saudi Arabia	Sahara Petrochemical Company and others	21%(2)	PP	1,650
				Propylene	1,015
HMC	Thailand	PTT and others	29%	PP	990
BOP	Poland	Orlen	50%	PP	880
				HDPE	705
				LDPE	240
PolyPacific	Australia, Malaysia	Mirlex Pty.	50%	PP Compounding	165
SunAllomer	Japan	Showa Denko, Nippon Oil	50%	PP	940
				PP Compounding	110
Polymirae	South Korea	Daelim, SunAllomer	42%(3)	PP	1,540

(1) Represents the joint venture's total capacity and not our proportional capacity.

(2) Reflects our current ownership percentage. We have an option to increase our ownership percentage to 25%.

(3) Reflects our 35% direct ownership and 7% indirect ownership through SunAllomer.

These joint ventures provide us with additional income streams from cash dividends, licensing revenues, catalyst sales and marketing fees from selling joint venture products, as well as geographical diversification and access to local market skills and expertise. We generally license our polyolefin process technologies and supply catalysts to our joint ventures. Some of our joint ventures source cost advantaged raw materials from their local shareholders.

We market the majority of the PP produced annually by SPC and are currently the exclusive marketer for the PP produced by Al-Waha that is sold outside of Saudi Arabia. We also market all of BOP's PP, HPDE and LDPE sales outside of Poland. Our PolyPacific joint venture markets all of its PP compounds production, and we market a portion of the PP produced by our Asian joint ventures.

Raw Materials

Raw material cost is the largest component of the total cost for the production of ethylene and its co-products. The primary raw materials used in our European olefin facilities are heavy liquids and, for our Saudi joint venture facilities, NGLs, including include ethane, propane and butane. The principal raw materials used by our polyolefin and *Catalloy* process resins businesses are propylene and ethylene. In Europe, we have the capacity to produce approximately 50% of the propylene requirements of our European PP business and approximately 90% of the ethylene requirements of our European PE business. European propylene and ethylene requirements that are not produced internally generally are purchased pursuant to long-term contracts with third-party suppliers and are delivered via pipeline. Prices under these third-party contracts are market related and are negotiated monthly, and are generally based on published market indicators, normally with discounts.

In our wholly owned operations in Australia, most of our propylene comes from third-party refinery grade propylene purchased under long-standing arrangements linked to market prices and is processed at our integrated splitters located on each manufacturing site. Some of our EAI joint ventures receive propylene from their local shareholders under long-term contracts. The remaining supply for the joint ventures is purchased from local suppliers under long-term contracts and some spot purchases. Our Saudi joint ventures, Al-Waha, SEPC and SPC, produce their own olefins utilizing cost advantaged Saudi Arabian propane and ethane.

The raw materials for polyolefins are, in general, commodity chemicals with numerous bulk suppliers and ready availability at competitive prices.

A significant portion of the raw materials for our PP compounds are PP and other polymers (including *Catalloy* process resins). Our PP compounding facilities generally receive their PP and other polymers from one of our wholly owned or joint venture facilities via truck or rail car. In addition, there are six sites (two in Europe, one in North America, one in South America, one in Asia and one in the Middle East) that have both PP and PP compounding operations co-located, thereby minimizing product handling. PB-1 raw materials are sourced solely from external supply.

Industry Dynamics / Competition

Our ethylene rated capacity in Europe at December 31, 2011 was approximately 4.3 billion pounds per year, or approximately 7% of the 59 billion pounds per year of total European ethylene production capacity. Based on these published rated production capacities, we are the sixth largest producer of ethylene in Europe. In Europe, key ethylene competitors include INEOS, Total, SABIC, Shell, BASF and ExxonMobil.

Based on published data regarding PP capacity, we believe that we are the largest producer of PP in Europe as of December 31, 2011, with 5.2 billion pounds per year of capacity (which includes our proportionate share of our joint ventures), or approximately 22% of the European capacity for PP. Our largest competitors for sales of PP are Borealis, Total, SABIC, INEOS and Braskem.

Based on published data regarding PE capacity, we believe that we are the largest producer of PE in Europe as of December 31, 2011, with 5.0 billion pounds per year of capacity (which includes our proportionate share of our joint ventures), or approximately 13% of HDPE and LDPE European capacity. Our largest competitors for sales of PE are Borealis, ExxonMobil, Dow, INEOS, SABIC, Total, Polimeri Europe, and Repsol.

We believe, based on published data, that we are the largest PP compounds producer in the world with 2.3 billion pounds (which includes our proportionate share of joint ventures) of installed annual capacity as of December 31, 2011. Approximately 58% of our PP compounding capacity is in Europe, 20% is in North America, and 22% is in the rest of the world (including the capacity of our joint ventures). Our competitors for sales of PP compounds are Borealis, ExxonMobil, King Fa, Mitsubishi, Mitsui, SABIC, Sumitomo Chemical Co., Ltd., Washington Penn and many other independent companies.

Our 110 million pound PB-1 capacity competes with polybutene producers, of which Mitsui is the largest, and other polymers, plastomers and elastomers.

Intermediates and Derivatives Segment

Overview

Our I&D segment produces and markets PO and its co-products and derivatives; acetyls; and ethylene oxide and its derivatives. PO co-products include SM and C4 chemicals (TBA (most of which is used to make oxyfuels as part of the Refining & Oxyfuels segment), isobutylene and TBHP). PO derivatives include PG, PGE and BDO. We believe that our proprietary PO and acetyls production process technologies provide us with a cost advantaged position for these products and their derivatives. In 2011, our I&D segment generated $6.4 billion of revenues (excluding inter-segment revenue).

We produce PO through two distinct technologies based on indirect oxidation processes that yield co-products. One process yields TBA as the co-product; the other process yields SM as the co-product. The two technologies are mutually exclusive, necessitating that a manufacturing facility be dedicated either to PO/TBA or to PO/SM. Isobutylene and TBHP are derivatives of TBA. MTBE and ETBE are derivatives of isobutylene and are gasoline blending components reported in our Refining & Oxyfuels segment. PG, PGE and BDO are derivatives of PO. PG collectively refers to mono-propylene glycol ("MPG"), which includes PG meeting U.S. pharmacopeia standards, and several grades of dipropylene glycol ("DPG") and tri-propylene glycol ("TPG").

The following table outlines:

- the primary products of our I&D segment;
- annual processing capacity as of December 31, 2011, unless otherwise noted; and
- the primary uses for those products.

Product	Annual Capacity	Primary Uses
Propylene Oxide (PO)	5.2 billion pounds(1)	PO is a key component of polyols, PG, PGE and BDO
PO Co-Products:		
Styrene Monomer (SM)	6.4 billion pounds(2)	SM is used to produce plastics, such as expandable polystyrene for packaging, foam cups and containers, insulation products and durables and engineering resins
TBA Derivative Isobutylene	1.4 billion pounds(3)	Isobutylene is a derivative of TBA used in the manufacture of synthetic rubber as well as fuel and lubricant additives, such as MTBE and ETBE
PO Derivatives:		
Propylene Glycol (PG)	1.2 billion pounds(4)	PG is used to produce unsaturated polyester resins for bathroom fixtures and boat hulls; antifreeze, coolants and aircraft deicers; and cosmetics and cleaners
Propylene Glycol Ethers (PGE)	545 million pounds(5)	PGE are used as solvents for paints, coatings, cleaners and a variety of electronics applications
Butanediol (BDO)	395 million pounds	BDO is used in the manufacture of engineering resins, films, personal care products, pharmaceuticals, coatings, solvents and adhesives
Acetyls:		
Methanol	190 million gallons(6)	Methanol is a raw material used to produce acetic acid, MTBE, formaldehyde and several other products
Acetic Acid	1.2 billion pounds	Acetic acid is a raw material used to produce VAM, terephthalic acid (used to produce polyester for textiles and plastic bottles), industrial solvents and a variety of other chemicals
Vinyl Acetate Monomer (VAM)	700 million pounds	VAM is used to produce a variety of polymers, products used in adhesives, water-based paint, textile coatings and paper coatings

Product	Annual Capacity	Primary Uses
Ethylene Derivatives:		
Ethylene Oxide (EO)	800 million pounds EO equivalents; 400 million pounds as pure EO	EO is used to produce surfactants, industrial cleaners, cosmetics, emulsifiers, paint, heat transfer fluids and ethylene glycol
Ethylene Glycol (EG)	700 million pounds	EG is used to produce polyester fibers and film, polyethylene terephthalate resin, heat transfer fluids and automobile antifreeze
Ethylene Glycol Ethers	225 million pounds	Ethylene glycol ethers are used to produce paint and coatings, polishes, solvents and chemical intermediates
Ethanol	50 million gallons	Ethanol is used as a fuel and a fuel additive and in the production of solvents as well as household, medicinal and personal care products

(1) Includes (i) 100% of the 385 million pounds of capacity of Nihon Oxirane (described below) of which we own 40%; (ii) 1.5 billion pounds of capacity that represents Bayer Corporation's ("Bayer") share of PO production from the Channelview PO/SM I plant and the Bayport, Texas PO/TBA plants under the U.S. PO Joint Venture (described below); (iii) 100% of the 690 million pounds of capacity of the Maasvlakte PO/SM plant owned by the European PO Joint Venture, as to which Bayer has the right to 50% of the production; and (iv) 100% of the 600 million pounds of capacity of Ningbo ZRCC (described below) of which we own 27%.

(2) Includes (i) approximately 700 million pounds of SM production from the Channelview PO/SM II plant that is committed to unrelated equity investors under processing agreements; (ii) 100% of the 830 million pounds of capacity of Nihon Oxirane; (iii) 100% of the 1.5 billion pounds of capacity of the Maasvlakte PO/SM plant; and (iv) 1.3 billion pounds of capacity from Ningbo ZRCC.

(3) Represents total high-purity isobutylene capacity and purified isobutylene capacity.

(4) PG capacity includes 100% of the approximately 220 million pounds of capacity of Nihon Oxirane. The capacity stated is MPG capacity. Smaller quantities of DPG and TPG are co-produced with MPG.

(5) Includes 100% of the 110 million pounds associated with a tolling arrangement with Shiny Chemical Co., Ltd. ("Shiny").

(6) Represents 100% of the methanol capacity at the La Porte, Texas facility, which is owned by La Porte Methanol Company, a partnership owned 85% by us.

See "Description of Properties" for the locations where we produce the primary products of our I&D segment. Annual processing capacity as of December 31, 2011 was calculated by estimating the average number of days in a typical year that a production unit of a plant is expected to operate, after allowing for downtime for regular maintenance, and multiplying that number by an amount equal to the unit's optimal daily output based on the design raw material mix. Because the processing capacity of a production unit is an estimated amount, actual production volumes may be more or less than the capacities set forth below. Except as indicated, capacities shown include 100% of the capacity of joint venture facilities.

Sales & Marketing / Customers

In 2011, no single I&D segment customer or product accounted for 10% or more of our total revenues.

We estimate, based in part on published data, that worldwide demand for PO was approximately 16.5 billion pounds in 2011. Approximately more than 85% of that volume was consumed in the manufacture of three families of PO derivative products: polyols, glycols and glycol ethers. The remainder was consumed in the manufacture of performance products, including BDO and its derivatives.

We produce and deliver our PO and PO co-products through sales agreements, processing agreements and spot sales as well as product exchanges. We have a number of multi-year processing (or tolling) and sales agreements. In addition, Bayer's ownership interest in the U.S. PO Joint Venture, which operates four of the U.S. operating units, represents ownership of an in-kind portion of the PO production. Bayer also has the right to 50% of the production of one of the facilities in The Netherlands. Our PO derivatives are sold through market-based sales contracts and spot sales.

Production levels at the PO/SM and PO/TBA co-product facilities are primarily determined by the demand for PO and PO derivatives. As a result, production levels of SM and TBA and its derivatives, isobutylene, TBHP, MTBE, and ETBE are based primarily on the demand for PO and PO derivatives and secondarily on the relative market demand for the co-products and the operational flexibility of our facilities in meeting this demand. MTBE and ETBE are reported in our Refining & Oxyfuels segment.

Based on published data, worldwide demand for SM in 2011 is estimated to have been approximately 58 billion pounds. We sell most of our SM production into the North American and European merchant markets and to Asian and South American export markets through long-term sales contracts and processing agreements.

We purchase SM for resale, when necessary, to satisfy customer demand above production levels. Volumes of SM purchases made for resale can vary significantly from period to period. However, purchased volumes have not historically had a significant impact on profits.

Our I&D segment converts most of its TBA, which is produced as a co-product to the PO process, to isobutylene and sells some of the TBA into the market. Over half of the isobutylene from the I&D segment is reacted with methanol or ethanol to produce MTBE and ETBE, which is marketed by the Refining & Oxyfuels segment. The remaining isobutylene is sold as high purity and purity grade isobutylene by the I&D segment.

Sales of our PO, its co-products, and its derivatives are made by us, Nihon Oxirane (a joint venture of which we own 40%) and their affiliates directly, and through distributors and independent agents in the Americas, Europe, the Middle East, Africa and the Asia Pacific region. We have centralized certain sales and order fulfillment functions in regional customer service centers in Houston, Texas; Rotterdam, The Netherlands; and Hong Kong, China. PO, PG and SM are transported by barge, ocean going vessel, pipeline, rail car and tank truck. BDO is primarily transported by tank truck and rail car.

Acetic acid and VAM are manufactured at a facility in La Porte, Texas, and are consumed internally, sold worldwide generally under multi-year contracts and sold on a spot basis. Acetic acid and VAM are shipped by barge, ocean going vessel, pipeline, rail car and tank truck. We have bulk storage arrangements in Europe and South America to serve our customers' requirements in those regions. Sales are made through a direct sales force, agents and distributors.

We estimate, based on published data, that worldwide demand in 2011 for acetic acid and VAM was 23.3 billion pounds and 11.4 billion pounds, respectively.

Methanol is produced at a La Porte, Texas facility owned by La Porte Methanol Company, our 85% owned joint venture with Linde. Each party to the joint venture receives its respective share of the methanol production. Our acetyls business uses the methanol as a raw material for acetic acid and also sells the methanol under annual contracts and on a spot basis to large U.S. customers. The product is shipped by barge and pipeline.

Ethylene oxide ("EO") or EO equivalents, and EO's primary derivative, ethylene glycol ("EG"), are produced at a wholly owned facility in Bayport, Texas. The Bayport facility also produces other derivatives of EO, principally glycol ethers.

EO and EG typically are sold under multi-year contracts, with market-based pricing. Glycol ethers and ethanolamines are sold primarily into the solvent and distributor markets at market prices. EO is shipped by rail car, and its derivatives are shipped by rail car, truck, isotank or ocean-going vessel.

The vast majority of the ethylene derivative products are sold in North America and Asia, primarily through our sales organizations.

Joint Venture Relationships

The following table describes our I&D segment's significant manufacturing joint venture relationships.

Name	Location	Other Parties	LyondellBasell Ownership	Product	2011 Capacity(1) (In millions of pounds)
U.S. PO Joint Venture	Channelview, TX Bayport, TX	Bayer	(2)	Propylene Oxide	1,500(3)
European PO Joint Venture	Rotterdam, The Netherlands	Bayer	50%	Propylene Oxide Styrene Monomer	690 1,480
PO/ SM II LP	Channelview, TX	Nova & Styrolution	(2)	Styrene Monomer	700(3)
Nihon Oxirane	Chiba, Japan	Sumitomo	40%	Propylene Oxide Styrene Monomer Propylene Glycol	385 830 220
Ningbo ZRCC LCC Ltd.	Ningbo, China	ZRCC	27%	Propylene Oxide Styrene Monomer	600 1,300
La Porte Methanol	La Porte, TX	Linde	85%	Methanol	190 million gallons

(1) Unless otherwise noted, represents the joint venture's total capacity and not our proportional capacity.

(2) The parties' rights in the joint ventures are based on off-takes, as opposed to ownership percentages.

(3) Amount of off-take by other parties in the joint venture.

Bayer's ownership interest in the U.S. PO Joint Venture represents its off-take of 1.5 billion pounds of the joint venture's PO production. We take, in-kind, the remaining PO production and all co-product (SM and TBA) production. Lyondell Chemical and Bayer have a separate joint venture, the PO Technology Joint Venture, through which Bayer was granted a non-exclusive and non-transferable right to use certain of our proprietary PO technology in the U.S. PO Joint Venture. Under the terms of operating and logistics agreements, we operate the U.S. PO Joint Venture plants and arrange and coordinate the logistics of PO delivery from the plants. We do not share marketing or product sales with Bayer under the U.S. PO Joint Venture.

Lyondell Chemical and Bayer also have a 50/50 joint venture, the European PO Joint Venture, for the ownership of the Maasvlakte PO/SM plant near Rotterdam, The Netherlands. Each party takes in-kind 50% of the PO and SM production of the European PO Joint Venture.

Lyondell Chemical's PO/SM II plant at the Channelview, Texas complex is a joint venture among Lyondell Chemical, Styrolution and Nova. Lyondell Chemical owns a majority interest in the joint venture and is the operator of the plant. As of December 31, 2011, 700 million pounds of SM capacity was committed to Styrolution and Nova under processing arrangements.

In addition to the Nihon Oxirane joint venture shown in the table above, we participate in marketing most of the PO capacity from a 440 million pound facility in Rabigh, Saudi Arabia owned by Sumitomo and Saudi Aramco, through NOC Asia Co. Ltd. in which we have a 40% equity interest.

We jointly market all of the PO manufactured by the Ningbo ZRCC joint venture.

We also have a multi-year processing agreement, entered into by Lyondell Chemical and Shiny, whereby we provide the raw materials used to produce PGE at Shiny's PGE plant in Tainan, Taiwan.

Raw Materials

The primary raw materials used for the production of PO and its co-products and derivatives are propylene, isobutane, mixed butane, ethylene and benzene. The market prices of these raw materials historically have been related to the price of crude oil, NGLs and natural gas, as well as market conditions including supply of, and demand for, the raw materials. These raw materials are received in bulk quantities via pipeline or ocean going vessels.

In the U.S., we obtain a large portion of our propylene, benzene and ethylene raw materials needed for the production of PO and its co-products and derivatives internally from our crackers. Raw materials for the non-U.S. production of PO and its co-products and derivatives primarily are obtained from unrelated parties. We consume a significant portion of our internally-produced PO in the production of PO derivatives.

We consume large volumes of mixed butane for the production of PO and its co-products and derivatives. We have invested in facilities, or entered into processing agreements with unrelated parties, to convert the widely available commodity, normal butane, to isobutane. We also are a large consumer of oxygen for our PO/TBA plants.

The cost of raw materials generally is the largest component of total production cost for PO and its co-products and derivatives. Generally, the raw material requirements for these businesses are purchased at market-based prices from numerous suppliers in the U.S. and Europe with which we have established contractual relationships, as well as in the spot market. The raw materials for these businesses are, in general, commodity chemicals with ready availability at competitive prices. Historically, raw material availability has not been an issue. However, in order to enhance reliability and competitiveness of prices and rates for supplies of raw materials, industrial gas and other utilities, we have long-term agreements and other arrangements for a substantial portion of our production requirements.

The primary raw materials required for the production of acetic acid are carbon monoxide and methanol. We purchase the carbon monoxide from Linde pursuant to a long-term contract under which pricing is based primarily on cost of production. La Porte Methanol Company, our 85%-owned joint venture, supplies all of the methanol requirements for acetyls production. Natural gas is the primary raw material required for the production of methanol.

In addition to ethylene, acetic acid is a primary raw material for the production of VAM. For the production of VAM, we obtain our entire requirements for acetic acid and ethylene from our internal production. In 2011, we used a large percentage of our acetic acid production to produce VAM.

Industry Dynamics / Competition

With respect to PO, its co-products and derivatives, competition is based on a variety of factors, including product quality and price, reliability of supply, technical support, customer service and potential substitute materials. Profitability is affected by the worldwide level of demand along with price competition, which may intensify due to, among other things, new industry capacity. However, demand is also influenced by worldwide economic growth, which fluctuates. The PO demand growth rate also could be impacted by further development of alternative bio-based PO derivatives. It is not possible to predict accurately the changes in raw material costs, market conditions and other factors that will affect industry profitability in the future.

Based on published data regarding PO capacity, we believe that, including our share of Nihon Oxirane, Ningbo ZRCC and the European PO Joint Venture, we are the second largest producer of PO worldwide, with approximately 13% of the total worldwide capacity for PO. Our major worldwide competitors for sales of PO and its derivatives are Dow and Shell.

Based on published data regarding SM capacity, we believe that we are one of the largest producers of SM worldwide, with approximately 5% of the total worldwide capacity for SM as of December 31, 2011. We compete worldwide for sales of SM with many marketers and producers, among which are Styrolution, Cosmar, Americas Styrenics and Shell.

We believe that we are the sixth and eighth largest producer of acetic acid and VAM, respectively, each with approximately 3% and 5% of the total worldwide capacity as of December 31, 2011. Our primary competitors include Celanese and BP for acetic acid and Celanese, Dow and DuPont for VAM.

Refining & Oxyfuels Segment

Overview

Our Refining & Oxyfuels segment refines heavy, high-sulfur crude oil in the U.S. Gulf Coast and produces gasoline blending components at several of our olefin and PO sites. In 2011, our Refining & Oxyfuels segment generated operating revenues of $18.8 billion (excluding inter-segment revenue).

Our Houston refinery, which is located on the Houston Ship Channel in Houston, Texas, has a heavy, high-sulfur crude oil processing capacity of approximately 268,000 barrels per day on a calendar day basis (normal operating basis), or approximately 292,000 barrels per day on a stream day basis (maximum achievable over a 24 hour period). The Houston refinery has a Nelson Complexity Index of 12.1. The Houston refinery is a full conversion refinery designed to refine heavy, high-sulfur crude oil. This crude oil is more viscous and dense than traditional crude oil and contains higher concentrations of sulfur and heavy metals, making it more difficult to refine into gasoline and other high-value fuel products. However, this crude oil has historically been less costly to purchase than light, low-sulfur crude oil. Processing heavy, high-sulfur crude oil in significant quantities requires a refinery with extensive coking, catalytic cracking, hydrotreating and desulfurization capabilities, i.e., a "complex refinery." The Houston refinery's refined fuel products include gasoline (including blendstocks for oxygenate blending), jet fuel and ultra low sulfur diesel. The Houston refinery's products also include heating oil, lube oils (industrial lubricants, white oils and process oils), carbon black oil, refinery-grade propylene, petrochemical raw materials, sulfur, residual fuel and petroleum coke.

The Refining & Oxyfuels segment also includes gasoline blending components such as MTBE, ETBE and alkylate. MTBE and ETBE are produced as co-products of the PO and olefin production process at four sites in the United States, France and The Netherlands. We currently have three sites that can produce either MTBE or ETBE with a combined capacity to produce 59,000 barrels per day of MTBE or ETBE; the Company's total capacity for MTBE or ETBE production is 75,000 barrels per day. Alkylate is produced at one facility in Texas.

On January 4, 2012, refinery operations were suspended at our Berre refinery in France. The suspension of operations was in accordance with an agreement executed in the fourth quarter of 2011 by our French entities and union representatives addressing the procedures by which suspension of refinery operations and works council consultations would be governed. Consultations with the relevant works councils are in progress. Additional information about the suspension of operations can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The following table outlines:

- the primary products of our Refining & Oxyfuels segment;
- capacity as of December 31, 2011, unless otherwise noted; and
- the primary uses for those products.

See “Description of Properties” for the locations where we produce the primary products of our Refining & Oxyfuels segment.

Key Products	Capacity (1)	Primary Uses
Houston Refinery:		
Gasoline and components	120,000 barrels per day	Automotive fuel
Ultra Low Sulfur Diesel	95,000 barrels per day	Diesel fuel for cars and trucks
Jet Fuel	25,000 barrels per day	Aviation fuel
Lube Oils	4,000 barrels per day	Industrial lube oils, railroad engine additives and white oils for food-grade applications
Gasoline Blending Components:		
MTBE/ ETBE	75,000 barrels per day(2)	MTBE is a high octane gasoline blending component; ETBE is an alternative gasoline blending component based on agriculturally produced ethanol
Alkylate	22,000 barrels per day	Alkylate is a high octane gasoline blending component

(1) Only certain key products for the Houston refinery are identified. Thus, the sum of the capacities in this table will not equal the facility’s total capacity. Excludes materials from the Berre refinery.

(2) Represents total combined MTBE and ETBE capacity.

Sales & Marketing / Customers

In 2011, no single Refining & Oxyfuels segment customer or product accounted for 10% or more of our total revenues.

In the U.S., we market and sell gasoline (including blendstocks for oxygenate blending), jet fuel, heating oil, ultra low sulfur diesel fuel, lube oils, coke and sulfur produced at the Houston refinery. These products are sold in large commodity markets. The Houston refinery evaluates and determines its optimal product output mix, based on market prices and conditions. As a result, we are subject to various risks associated with selling commodity products.

Gasoline sales accounted for 7% of our total revenues in 2011. The Houston refinery’s products primarily are sold in bulk on the U.S. Gulf Coast to other refiners, marketers, distributors and wholesalers at market-related prices. Diesel fuel is produced to meet ultra low sulfur specifications for the on-road transportation market. Most of the Houston refinery’s products are sold under contracts with a term of one year or less or are sold in the spot market. The Houston refinery’s products generally are transported to customers via pipelines and terminals owned and operated by other parties. Products also are transported via rail car, barge, truck and ocean going vessel. In addition to sales of refined products produced by the Houston refinery, we also sell refined products purchased or received on exchange from other parties. The exchange arrangements help optimize refinery supply operations and lower transportation costs. To meet market demands, we also from time to time purchase refined products manufactured by others for resale to our customers. However, purchased volumes have not historically had a significant impact on profitability.

MTBE and ETBE are derivatives of TBA, which is a co-product of the PO produced by our I&D segment. As described, production levels of the TBA derivatives MTBE and ETBE depend primarily on the demand for PO and PO derivatives and secondarily on the relative market demand for MTBE and ETBE and the operational flexibility of our multiple production facilities in meeting this demand. Separately, MTBE and alkylate are also produced as derivatives of the ethylene co-products produced by our O&P—Americas segment. When necessary, we purchase MTBE for resale to satisfy customer demand for MTBE above our production levels. Volumes of MTBE purchased for resale can vary significantly from period to period. However, purchased volumes have not historically had a significant impact on profitability.

We sell our MTBE and ETBE production under market-based sales agreements and in the spot market. We blend our alkylate into gasoline and also sell alkylate under short-term contracts and in the spot market.

Substantially all refiners and blenders have discontinued the use of MTBE in the U.S., partly as a result of governmental initiatives to increase use of bio-ethanol in gasoline and to reduce or effectively ban the use of MTBE. However, MTBE/ETBE demand for gasoline blending remains strong within most of the remaining worldwide market. Accordingly, we market MTBE and ETBE produced in the U.S. for use outside of the U.S. Our MTBE/ETBE plants generally have the flexibility to produce either MTBE or ETBE to accommodate market needs.

Japan has opted to use ETBE as a means of meeting its carbon dioxide reduction commitments under the Kyoto Protocol, and we source a significant portion of Japan's bio-fuels needs.

Sales of our MTBE, ETBE and alkylate are made by our marketing and sales personnel, and through distributors and independent agents in the Americas, Europe, the Middle East, Africa and the Asia Pacific region. We have centralized certain sales and order fulfillment functions in regional customer service centers in Houston, Texas; Rotterdam, The Netherlands; and Hong Kong, China. We also have long-term contracts for distribution and logistics to ensure reliable and efficient supply to our customers. MTBE, ETBE and alkylate are transported by barge, ocean going vessel and tank truck.

Raw Materials

We purchase the crude oil used as a raw material for the Houston refinery on the open market on a spot basis and under a number of supply agreements with regional producers.

We purchase our ethanol requirements for the production of ETBE from regional producers and importers in Europe at market-related prices. Additionally, we have entered into a supply contract with a Brazilian ethanol producer to supply a significant portion of the ethanol used for the manufacture of ETBE at our Channelview facility. For further discussion regarding the raw materials requirements for the production of MTBE, ETBE and alkylate, see "—Intermediates and Derivatives Segment—Raw Materials."

Industry Dynamics / Competition

The markets for fuel products tend to be volatile as well as cyclical as a result of changing global economic conditions and prices for crude oil and refined product prices. Crude oil prices are impacted by worldwide economic conditions and political events, the economics of exploration and production, refined products demand and currency fluctuations. Prices and demand for fuel products are influenced by seasonal and short-term factors such as weather and driving patterns, as well as by longer term issues such as the economy, energy conservation and alternative fuels. Industry fuel products supply is dependent on short-term industry operating capabilities and on long-term refining capacity.

With a throughput capacity of approximately 268,000 barrels per day (on a calendar day basis), we believe that our Houston refinery is among North America's largest full conversion refineries capable of processing significant quantities of heavy, high-sulfur crude oil.

In North America, we compete for the purchase of heavy, high-sulfur crude oil based on price and quality. We compete in gasoline and distillate markets as a bulk supplier of fungible products satisfying industry and government specifications. Competition is based on price and location. Our refining competitors are major integrated oil companies, refineries owned or controlled by foreign governments and independent domestic refiners. Based on published data, as of January 2012, there were 148 operable crude oil refineries in the U.S., and total U.S. refinery capacity was approximately 17.7 million barrels per day.

During 2011, the Houston refinery processed an average of approximately 263,000 barrels per day of crude oil, representing approximately 1.5% of all U.S. crude processing capacity.

A crack spread is a benchmark indication of refining margins based on the processing of a specific type of crude oil into an assumed selection of refined products. The Houston refinery generally tracks the Maya 2-1-1 crack spread, which represents the difference between the first month futures price of two barrels of Maya crude oil as set by Pemex and one barrel each of U.S. Gulf Coast 87 Octane Conventional Gasoline and U.S. Gulf Coast No. 2 Heating Oil (high-sulfur diesel). While these benchmark refining spreads are generally indicative of the level of profitability at the Houston refinery, there are many other factors specific to each refinery that influence operating results.

We believe that we are the largest producer of MTBE/ETBE worldwide. We compete for sales of MTBE and ETBE with independent MTBE producers worldwide and independent ETBE producers mainly in Europe. The most significant MTBE competitor is SABIC, and the most significant ETBE competitors are Repsol, Total, Neste and Braskem. MTBE and ETBE face competition from products such as ethanol and other octane components. We compete with other refiners and olefin manufacturers for sales of alkylate that we do not internally blend into gasoline.

Technology Segment

Overview

Our Technology segment develops and licenses chemical, polyolefin and other process technologies and provides associated engineering and other services. Our Technology segment further develops, manufactures and sells polyolefin catalysts. We market our process technologies and our polyolefin catalysts to external customers and also use them in our own manufacturing operations. In 2011, our Technology segment generated operating revenues of $376 million (excluding inter-segment revenue).

Our polyolefin process licenses are structured to provide a standard core technology, with individual customer needs met by adding customized modules that provide the required capabilities to produce the defined production grade slate and plant capacity. For licenses involving proven technologies, we typically receive the majority of our license fees in cash at or before the date of customer acceptance rather than ongoing royalties. For these licenses, we generally recognize revenue upon delivery of the process design package and the related license. Each license agreement includes long-term confidentiality provisions to protect the technology. In addition to the basic license agreement, a range of services can also be provided, including project assistance; training; start-up assistance of the plant; and supply of resins from our production for pre-marketing by the licensee. We may also offer marketing and sales services. In addition, licensees generally continue to purchase polyolefin catalysts that are consumed in the production process, generally under long-term catalyst supply agreements with us.

Process Technology Licensing

We are a leading licensor of polyolefin process technologies.

Our PP licensing portfolio includes our *Spheripol* and *Spherizone* process technologies as well as *Metocene* technology.

Our PE process licensing portfolio comprises the *Lupotech* T (high pressure tubular process for producing LDPE), the *Lupotech* A (autoclave process mainly for producing ethylene vinyl acetate (EVA) copolymers), *Hostalen* (slurry process for producing multimodal HDPE), and *Spherilene* (gas phase process for producing full-density range of LLDPE to HDPE) processes.

In addition, we license a selective portfolio of chemical process technologies in the fields of olefin recovery, olefin conversion, aromatics extraction and acetyls.

Since 2000, we have sold licenses representing approximately 27 million tons of polyolefin capacity, which represents about 40% of worldwide installed capacity. In 2011, we entered into licensing agreements representing approximately one million tons of polyolefin capacity.

Our Technology segment also provides technology services to our licensees. Such services include safety reviews, training and start-up assistance, engineering services for process and product improvements and manufacturing troubleshooting.

PP Process Technology

We license several PP process technologies, including *Spheripol*, *Spherizone* and *Metocene*.

Our *Spheripol* technology produces homopolymers and random copolymers in a single stage and impact copolymers in a multi-stage process. We believe that the *Spheripol* process is the most widely used PP production process in the world.

The *Spherizone* process was commercialized in 2002 and introduced for licensing in 2004. It is able to produce higher quality PP, novel PP-based polyolefinic resins, and a wider product grade range than other processes at similar operating cost. The *Spherizone* process introduces a single reactor concept, in which bimodality is created within one single reactor operating at different conditions between the different zones inside the reactor. The final product is a result of an intimate mixing of the different property determining phases at a "macro molecular" level.

Metocene PP technology was introduced for licensing in 2006. This add-on technology for the production of specialty PP products is based on using single-site catalyst systems. *Metocene* technology can be adapted to virtually any PP process, and its versatility expands the end use product range of conventional PP. In 2009, Polymirae became the first licensee to commence commercial production of *Metocene*.

PE Processes Technology

The different families of PE (HDPE, LDPE and LLDPE) require specialized process technologies for production, which are available through our broad PE process licensing portfolio. The portfolio includes *Lupotech*, *Spherilene* and *Hostalen* process technologies.

Lupotech T is a high pressure, tubular reactor process for the production of LDPE. This high pressure technology does not use a catalyst system typical for low pressure processes, but rather peroxide initiators to polymerize ethylene and optionally VAM for EVA-copolymers. By adjusting the temperature profile along the reactor and adding different peroxide mixtures, process conditions are modified to produce the desired products. The process produces the entire melt flow ratio and density range with competitive investment costs and low utilities and raw material demand.

Lupotech A is a high pressure autoclave process using peroxide mixture for polymerization and is mainly utilized for specialty LDPE and for the production of EVA copolymers with high VAM content.

Spherilene is a flexible gas-phase process for the production of the entire density range of PE products from LLDPE and MDPE to HDPE. The flexibility of this technology, which is demonstrated by a broad portfolio of grades, enables licensees to effectively manage the continuously dynamic PE markets at low investments costs and very low operating costs.

Hostalen is a low-pressure slurry process technology for the production of high-performance multimodal HDPE grades. This is desirable because a different product structure can be produced in each stage of the polymerization process, yielding products that are tailored for demanding processing requirements and sophisticated end use applications such as film, blow molding and pipe applications.

Chemical Process Technologies

We also offer for licensing a select number of chemical processes, including the group of *Trans4m* processes, Aromatics extractions, Glacido and Vacido technology.

The *Trans4m* portfolio of process technologies offers tailored solutions for C4 and higher olefin recovery and conversion. These processes include separation, purification and skeletal isomerization of the C4 and C5 olefin streams for the selective conversion of low-value, mixed olefin streams from crackers to isobutylene, isoamylenes, butadiene, isoprene, piperylene and dicyclopentadiene (DCPD). This group of processes is complemented by Aromatics extractions technology, which enables us to offer a comprehensive portfolio of processes to upgrade all olefinic streams from steam crackers to higher value products.

Glacido is a process technology for manufacturing of acetic acid by carbonylation of methanol. It utilizes a Rhodium-based homogeneous catalyst system. *Vacido* is a fixed-bed tubular process for the production of high-quality VAM, from acetic acid and ethylene. It utilizes a proprietary heterogeneous catalyst system.

Superflex technology produces propylene and ethylene, and is based on a fluidized catalytic reactor. The process technology is used for cracking less refined feedstock such as coker or fluid catalytic cracking unit light gasoline as well as mixed C4 to C9 streams.

Polyolefin Catalysts

Under the *Avant* brand, we are a leading manufacturer and supplier of polyolefin catalysts. As a large polyolefin producer, approximately 30% of catalyst sales are inter-company. Polyolefin catalysts are packaged and shipped via road, sea or air to our customers.

We produce catalysts at two facilities in Germany, one facility in Italy and one facility in the U.S. Our polyolefin catalysts, which are consumed during the polyolefin production process and define the processing and mechanical properties of polyolefins, provide enhanced performance for our process technologies and are being developed to enhance performance when used in third-party process technologies. We also supply catalysts for producing sophisticated PEs.

Customers using polyolefin catalysts must make continual purchases, because they are consumed during the polyolefin production process. New licensees often elect to enter into long-term catalyst supply agreements.

Sales & Marketing

In 2011, no single Technology segment customer or product accounted for 10% or more of our total revenues. We market our process technologies and catalysts to external customers and also use them for our own polyolefin manufacturing operations. We have a marketing and sales force dedicated to the Technology segment, including catalyst sales and customer technical support for licensees.

Industry Dynamics / Competition

We believe that competition in the polyolefin process licensing industry is based on the quality and efficiency of the process technology, product performance and product application, complemented by customer service and technical support. Since the formation of Basell in 2000 through December 31, 2011, we have sold licenses representing approximately 27 million tons of capacity based on its six process technologies to polyolefin manufacturers. We estimate that approximately 40% of PP and 30% of PE worldwide licensed capacity from 2003 through 2011 use our technologies. As of December 31, 2011, we estimate that over 200 polyolefin production lines use our licensed process technologies. Our major competitors in PP technologies licensing are Dow Chemical, INEOS, Novolene Technology Holdings and Mitsui Chemicals. Our major competitors in PE technologies licensing are ChevronPhillips, INEOS, Mitsui Chemicals and Univation Technologies.

We are one of the world's largest manufacturers and suppliers of PP catalysts. We also supply catalysts for producing PEs. Our major competitors in the worldwide catalyst business are Dow Chemical, BASF, Mitsui Chemicals, Toho Catalyst and WR Grace.

Research and Development

Our research and development activities are designed to improve our existing products and discover and commercialize new materials, catalysts and processes. These activities focus on product and application development, process development, catalyst development and fundamental polyolefin focused research.

We have three research and development facilities, each with a specific focus. Our facility in Frankfurt, Germany focuses on PE and metallocene catalysts. Our facility in Ferrara, Italy focuses on PP, PB-1, *Catalloy* process resins and Ziegler-Natta catalysts. Our facility in Cincinnati, Ohio focuses on polyolefin product and application development in North America.

Our financial performance and market position depend in substantial part on our ability to improve our existing products and discover and commercialize new materials, catalysts and processes. Our research and development is organized by core competence communities that manage and provide resources for projects, intellectual property and catalyst manufacturing. These include:

- *Catalyst systems:* catalyst research to enhance our polyolefin polymer properties, catalyst and process performance, including Ziegler Natta, chromium and metallocene catalyst.
- *Manufacturing platforms:* research to advance process development and pilot plant integration to industrialize technology with improved polymer properties.
- *Product and application development:* working directly with customers to provide new products with enhanced properties.
- *Processing testing and characterization:* research to increase knowledge on polymers from production to processability.
- *Process design and support:* research to reduce production and investment costs while improving processability.
- *Chemicals and fuels technologies:* research to develop and improve catalysts for existing chemical processes and improve process unit operations.

We have core research and development projects that focus on initiatives in line with our strategic direction. These projects are closely aligned with our businesses and customers with a goal of commercialization of identified opportunities. Core projects currently include research and development in areas such as:

- PP product development with emphasis on *Spherizone* process technology.
- Next generation products from existing and in-development processes, using advanced catalyst technologies including metallocenes.
- Enhanced catalyst and process opportunities to extend PE technologies.
- Enhanced catalysts and process opportunities for selected chemical technologies.

As of December 31, 2011, approximately 827 of our employees are directly engaged in research and development activities.

In addition to our research and development activities, we provide technical support to our customers. Our technical support centers are in Bayreuth, Germany; Cincinnati, Ohio; Geelong, Australia; Lansing, Michigan; and Tarragona, Spain.

In 2011, 2010 and 2009, our research and development expenditures were $196 million, $154 million and $145 million, respectively. A portion of these expenses are related to technical support and customer service and are primarily allocated to the other business segments.

GENERAL

Intellectual Property

We maintain an extensive patent portfolio and continue to file new patent applications in the U.S. and other countries. As of December 31, 2011, we owned approximately 6,200 patents and patent applications worldwide. Our patents and trade secrets cover our processes, products and catalysts and are significant to our competitive position, particularly with regard to propylene oxide, intermediate chemicals, petrochemicals, polymers and our process technologies such as *Spheripol*, *Spherizone*, *Hostalen*, *Spherilene*, *Lupotech*, *Glacido*, *Vacido*, *Isomplus* and *Avant* catalysts. We own globally registered and unregistered trademarks including the "LyondellBasell," "Lyondell" and "Equistar" trade names. While we believe that our intellectual property provides competitive advantages, we do not regard our businesses as being materially dependent upon any single patent, trade secret or trademark. Some of our heritage production capacity operates under licenses from third parties.

We rely on patent, copyright and trade secret laws of the countries in which we operate to protect our investment in research and development, manufacturing and marketing. Our employees working on these technologies are required to enter into agreements, or are covered by other arrangements such as collective bargaining agreements, providing for confidentiality and the assignment of rights to inventions made by them while employed by us.

Environmental

Regulation

We are subject to extensive international, national, state, local and environmental laws, regulations, directives, rules and ordinances concerning, and are required to have permits and licenses regulating, emissions to the air, discharges onto land or waters and the generation, handling, storage, transportation, treatment, disposal and remediation of hazardous substances and waste materials.

Under the European Union ("EU") Integrated Pollution Prevention and Control Directive ("IPPC"), EU Member State governments are to adopt rules and implement an environmental permitting program relating to air, water and waste for individual facilities. The EU countries are at varying stages in their respective implementation of the IPPC permit program. We do not know with certainty what future IPPC permits will require, or the future costs of compliance with the IPPC permit program. The EU also has passed legislation governing the registration, evaluation and authorization of chemicals, known as REACh, pursuant to which we are required to register chemicals and gain authorization for the use of certain substances. As an importer of chemicals and materials from outside the EU, we are subject to additional registration obligations.

We also are subject to environmental laws that may have a significant effect on the nature and scope of cleanup of contamination at current and former operating facilities and at other sites at which hazardous substances generated by our current or former subsidiaries were disposed. Such laws may also have a significant effect on the costs of transportation and storage of raw materials and finished products, and the costs of the storage and disposal of wastewater. In the U.S., the Comprehensive Environmental Response, Compensation and Liability Act of 1980, as amended and also known as Superfund ("CERCLA"), imposes joint and several liability for the costs of remedial investigations and cleanup actions, as well as damages to natural resources, on entities that generated hazardous substances, arranged for disposal of the hazardous substances, transported to or selected the disposal sites and the past and present owners and operators of such sites. All such responsible parties (or any one of them) can be required to bear all of such costs regardless of fault, the legality of the original disposal or ownership of the disposal site. We are subject to potential liability under CERCLA as an owner or operator of facilities at which hazardous substances have been disposed or as a generator or transporter of hazardous substances disposed at other locations.

Under the EU Environmental Liability Directive, EU Member States can require the remediation of soil and groundwater contamination in certain circumstances, under the "polluter pays principle." The scope of events and circumstances that could trigger remediation requirements and the level of remediation required vary from Member State to Member State.

Under the U.S. Resource Conservation and Recovery Act of 1976 ("RCRA"), various U.S. state and non-U.S. government regulations regulate the handling, transporting and disposal of hazardous and non-hazardous waste. Our manufacturing sites have, and may in the future, handle on-site waste disposal, subjecting us to these laws and regulations.

Capital Expenditures

In some cases, compliance with environmental, health and safety laws and regulations can only be achieved by capital expenditures. Regulatory-related capital expenditures at our facilities were $125 million, $121 million and $250 million in 2011, 2010 and 2009, respectively, and we estimate such expenditures to be approximately $204 million in 2012 and $210 million in 2013.

Our regulatory-related capital expenditures in 2011 primarily relate to projects designed to reduce and control emissions from our plant operations in both the U.S. and Europe.

Stricter environmental, safety and health laws, regulations and enforcement policies could result in increased environmental capital expenditures by us above current estimates.

Employee Relations

As of December 31, 2011, we had approximately 14,000 full-time and part-time employees. Of these, approximately 5,800 were in North America, approximately 6,800 were in Europe and approximately 1,400 were in other locations.

As of December 31, 2011, approximately 900 of our employees in North America are represented by labor unions. The vast majority of our employees in Europe and South America are subject to staff council or works council coverage or collective bargaining agreements.

In addition to our own employees, we use the services of contractors in the routine conduct of our businesses.

We believe our relations with our employees are good.

Description of Properties

Our principal manufacturing facilities as of December 31, 2011 are set forth below, and are identified by the principal segment or segments using the facility. The facilities are wholly owned, except as otherwise noted.

Location	Segment	Principal Products
Americas		
Bayport (Pasadena), Texas	I&D	Ethylene Oxide (EO), EG and other EO derivatives
Bayport (Pasadena), Texas(1)	I&D	Propylene Oxide (PO), Propylene Glycol (PG), Propylene Glycol Ethers (PGE), Tertiary-Butyl-Alcohol (TBA) and Isobutylene
Bayport (Pasadena), Texas	O&P—Americas	PP and *Catalloy* process resins
Channelview, Texas(2)	O&P—Americas	Ethylene, Propylene, Butadiene, Benzene and Toluene
	Refining & Oxyfuels	Alkylate and MTBE
Channelview, Texas(1)(3)	I&D	IPA, PO, BDO, SM and Isobutylene
	Refining & Oxyfuels	ETBE
Chocolate Bayou, Texas	O&P—Americas	PE (HDPE)
Clinton, Iowa	O&P—Americas	Ethylene and Propylene

		PE (LDPE and HDPE)
Corpus Christi, Texas	O&P—Americas	Ethylene, Propylene, Butadiene and Benzene
Edison, New Jersey	Technology	Polyolefin catalysts
Ensenada, Argentina	O&P—Americas	PP
Ensenada, Argentina	O&P—EAI	PP compounds
Fairport Harbor, Ohio	O&P—Americas	Performance polymers
Houston, Texas	Refining & Oxyfuels	Gasoline, Diesel, Jet Fuel and Lube Oils
Jackson, Tennessee	O&P—EAI	PP compounds
La Porte, Texas(4)	O&P—Americas	Ethylene and Propylene PE (LDPE and LLDPE)
La Porte, Texas(4)(5)	I&D	VAM, acetic acid and methanol
Lake Charles, Louisiana	O&P—Americas	PP and *Catalloy* process resins
Mansfield, Texas	O&P—EAI	PP compounds
Matagorda, Texas	O&P—Americas	PE (HDPE)
Morris, Illinois	O&P—Americas	PE (LDPE and LLDPE)
Newark, New Jersey	O&P—Americas	Denatured Alcohol
Pindamonhangaba, Brazil	O&P—EAI	PP compounds
Tampico, Mexico(6)	O&P—Americas	PP
Tampico, Mexico(6)	O&P—EAI	PP compounds
Tuscola, Illinois	O&P—Americas	Ethanol and PE (powders)
Victoria, Texas†	O&P—Americas	PE (HDPE)
Europe		
Aubette, France	O&P—EAI	Ethylene, Propylene and Butadiene PP and PE (LDPE)
Bayreuth, Germany	O&P—EAI	PP compounds
Berre l'Etang, France(7)	Refining & Oxyfuels	Naphtha, vacuum gas oil (VGO), liquefied petroleum gas (LPG), gasoline, diesel, jet fuel, bitumen and heating oil.
Botlek, Rotterdam, The Netherlands†	I&D Refining & Oxyfuels	PO, PG, PGE, TBA, Isobutylene and BDO MTBE and ETBE
Brindisi, Italy	O&P—EAI	PP
Carrington, U.K.	O&P—EAI	PP
Ferrara, Italy	O&P—EAI Technology	PP and *Catalloy* process resins Polyolefin catalysts
Fos-sur-Mer, France†	I&D Refining & Oxyfuels	PO, PG and TBA MTBE and ETBE
Frankfurt, Germany†	O&P—EAI Technology	PE (HDPE) Polyolefin catalysts
Knapsack, Germany†	O&P—EAI	PP and PP compounds
Ludwigshafen, Germany†	Technology	Polyolefin catalysts
Maasvlakte (near Rotterdam), The Netherlands(8)	I&D	PO and SM
Milton Keynes, U.K.	O&P—EAI	PP compounds
Moerdijk, The Netherlands†	O&P—EAI	*Catalloy* process resins and PB-1
Münchsmünster, Germany†(9)	O&P—EAI	Ethylene, Propylene PE (HDPE)
Plock, Poland(10)	O&P—EAI	PP and PE (HDPE and LDPE)

Tarragona, Spain(11)	O&P—EAI	PP and PP compounds
Terni, Italy(12)	O&P—EAI	PP
Wesseling, Germany(13)	O&P—EAI	Ethylene, Propylene and Butadiene PP and PE (HDPE and LDPE)
Asia Pacific		
Chiba, Japan(14)	I&D	PO, PG and SM
Clyde, Australia	O&P—EAI	PP
Geelong, Australia	O&P—EAI	PP
Guangzhou, China(15)	O&P—EAI	PP compounds
Kawasaki, Japan(16)	O&P—EAI	PP
Map Ta Phut, Thailand(17)	O&P—EAI	Propylene and PP
Ningbo, China(18)	I&D	PO and SM
Oita, Japan(16)	O&P—EAI	PP and PP compounds
Port Klang, Malaysia(19)	O&P—EAI	PP compounds
Rayong, Thailand(20)	O&P—EAI	PP compounds
Suzhou, China	O&P—EAI	PP compounds
Victoria, Australia(19)	O&P—EAI	PP compounds
Yeochan, Korea(21)	O&P—EAI	PP
Middle East		
Jubail, Saudi Arabia(22)	O&P—EAI	Propylene, PP and PP compounds
Jubail, Saudi Arabia(23)	O&P—EAI	Propylene and PP
Jubail, Saudi Arabia(24)	O&P—EAI	Ethylene and PE (LDPE and HDPE)

† The facility is located on leased land.

(1) The Bayport PO/TBA plants and the Channelview PO/SM I plant are held by the U.S. PO Joint Venture between Bayer and Lyondell Chemical. These plants are located on land leased by the U.S. PO Joint Venture.

(2) The Channelview facility has two ethylene processing units. Equistar Chemicals, LP also operates a styrene maleic anhydride unit and a polybutadiene unit, which are owned by an unrelated party and are located within the Channelview facility on property leased from Equistar Chemicals, LP.

(3) Unrelated equity investors hold a minority interest in the PO/SM II plant at the Channelview facility.

(4) The La Porte facilities are on contiguous property.

(5) The La Porte I&D facility is owned by La Porte Methanol Company, a partnership owned 85% by us.

(6) The Tampico PP facility is owned by Indelpro, a joint venture owned 51% by an unrelated party. The Tampico PP compounding plant is wholly owned by us.

(7) On January 4, 2012, refinery operations were suspended at our Berre refinery.

(8) The Maasvlakte plant is owned by the European PO Joint Venture and is located on land leased by the European PO Joint Venture.

(9) The Münchsmünster facility was rebuilt in 2010 following a fire in 2005.

(10) The Plock facility is owned by our BOP joint venture and is located on land owned by PKN/Orlen.

(11) The Tarragona PP facility is located on leased land; the compounds facility is located on co-owned land.

(12) We ceased production at the Terni, Italy site in July 2010.

(13) There are two steam crackers at the Wesseling, Germany site.

(14) The PO/SM plant and the PG plant are owned by our Nihon Oxirane joint venture.

(15) The Guangzhou facility commenced production in 2008.

(16) The Kawasaki and Oita plants are owned by our SunAllomer joint venture.

(17) The Map Ta Phut plant is owned by our HMC joint venture.

(18) The Ningbo facility is owned by our ZRCC joint venture.

(19) The Port Klang and Victoria plants are owned by our PolyPacific Pty. joint venture.

(20) The Rayong plant is owned 95% by Basell Asia Pacific Thailand and 5% by our HMC joint venture.

(21) The Yeochan plant is owned by our PolyMirae joint venture.

(22) The Jubail PP and PDH manufacturing plant is owned by our SPC joint venture.

(23) The Jubail *Spherizone* PP and PDH manufacturing plant is owned by our Al-Waha joint venture.

(24) The Jubail integrated PE manufacturing complex is owned by our SEPC joint venture.

Other Locations and Properties

Our corporate seat is in Rotterdam, The Netherlands. We have administrative offices in Rotterdam, The Netherlands and Houston, Texas. We maintain research facilities in Lansing, Michigan; Cincinnati, Ohio; Ferrara, Italy and Frankfurt, Germany. Our Asia Pacific headquarters are in Hong Kong. We also have technical support centers in Bayreuth, Germany; Geelong, Australia; Lansing, Michigan and Tarragona, Spain. We have various sales facilities worldwide.

Depending on location and market needs, our production facilities can receive primary raw materials by pipeline, rail car, truck, barge or ocean going vessel and can deliver finished products by pipeline, rail car, truck, barge, isotank, ocean going vessel or in drums. We charter ocean going vessels, own and charter barges, and lease isotanks and own and lease rail cars for the dedicated movement of products between plants, products to customers or terminals, or raw materials to plants, as necessary. We also have barge docking facilities and related terminal equipment for loading and unloading raw materials and products.

We use extensive pipeline systems in the United States and in Europe, some of which we own and some of which we lease, that connect to our manufacturing and storage facilities. We lease liquid and bulk storage and warehouse facilities at terminals in the Americas, Europe and the Asia Pacific region. We own storage capacity for NGLs, ethylene, propylene and other hydrocarbons within a salt dome in Mont Belvieu, Texas, and operate additional ethylene and propylene storage facilities with related brine facilities on leased property in Markham, Texas.

Website Access to SEC Reports

Our Internet website address is *http://www.lyondellbasell.com*. Information contained on our Internet website is not part of this report on Form 10-K.

Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are available on our website, free of charge, as soon as reasonably practicable after such reports are filed with, or furnished to, the U.S. Securities and Exchange Commission. Alternatively, you may access these reports at the SEC’s website at *http://www.sec.gov*.

Item 1A. Risk Factors.

You should carefully consider the following risk factors in addition to the other information included in this Annual Report on Form 10-K. Each of these risk factors could adversely affect our business, operating results and financial condition, as well as adversely affect the value of an investment in our common stock.

Economic downturns and disruptions in financial markets can adversely affect our business and results of operations.

Our results of operations can be materially affected by adverse conditions in the financial markets and depressed economic conditions generally. Economic downturns in the businesses and geographic areas in which we sell our products substantially reduce demand for our products and result in decreased sales volumes. Recessionary environments adversely affect our business because demand for our products is reduced, particularly from our customers in industrial markets generally and the automotive and housing industries specifically.

Deteriorating sovereign debt conditions in Europe and the related euro crisis could have a material adverse effect on our business, prospects, operating results, financial condition and cash flows.

The recent escalation of the European sovereign debt crisis has negatively impacted the capital markets in Europe and caused the value of the euro to deteriorate. These conditions have resulted in reduced consumer confidence and spending in many countries in Europe, particularly southern Europe. A significant portion of our revenues and earnings are derived from our business in Europe, including southern Europe. In addition, most of our European transactions and assets, including cash reserves and receivables, are denominated in euros.

If the European sovereign debt crisis continues or further deteriorates, there will likely be a continued negative effect on our European business, as well as the businesses of our European customers, suppliers and partners. In addition, if the crisis ultimately leads to a significant devaluation of the euro, the value of our financial assets that are denominated in euros would be significantly reduced when translated to U.S. dollars for financial reporting purposes. Any of these conditions could ultimately harm our overall business, prospects, operating results, financial condition and cash flows.

The cyclicality and volatility of the industries in which we participate may cause significant fluctuations in our operating results.

Our business operations are subject to the cyclical and volatile nature of the supply-demand balance in the chemical and refining industries. Our future operating results are expected to continue to be affected by this cyclicality and volatility. The chemical and refining industries historically have experienced alternating periods of capacity shortages, causing prices and profit margins to increase, followed by periods of excess capacity, resulting in oversupply, declining capacity utilization rates and declining prices and profit margins.

In addition to changes in the supply and demand for products, changes in energy prices and other worldwide economic conditions can cause volatility. These factors result in significant fluctuations in profits and cash flow from period to period and over business cycles.

In addition, new capacity additions in Asia, the Middle East and North America may lead to periods of oversupply and lower profitability. The timing and extent of any changes to currently prevailing market conditions is uncertain and supply and demand may be unbalanced at any time. As a consequence, we are unable to accurately predict the extent or duration of future industry cycles or their effect on our business, financial condition or results of operations. We can give no assurances as to any predictions we may make with respect to the timing, extent or duration of future industry cycles.

Costs and limitations on supply of raw materials and energy may result in increased operating expenses.

The costs of raw materials and energy represent a substantial portion of our operating expenses. Energy costs generally follow price trends of crude oil and natural gas. These price trends may be highly volatile and cyclical. In the past, raw material and energy costs have experienced significant fluctuations that adversely affected our business segments' results of operations. For example, we continue to benefit from the favorable ratio of U.S. natural gas prices to crude oil prices. However, if the price of crude oil decreases relative to U.S. natural gas prices, this may have a negative result on our results of operations. Moreover, fluctuations in currency exchange rates can add to this volatility.

We are not always able to pass raw material and energy cost increases on to our customers. When we do have the ability to pass on the cost increases, we are not always able to do so quickly enough to avoid adverse impacts on our results of operations.

Cost increases for raw materials also may increase working capital needs, which could reduce our liquidity and cash flow. Even if we increase our sales prices to reflect rising raw material and energy costs, demand for products may decrease as customers reduce their consumption or use substitute products, which may have an adverse impact on our results of operations. In addition, producers in natural gas cost-advantaged regions, such as the Middle East and North America, benefit from the lower prices of natural gas and NGLs. Competition from producers in these regions may cause us to reduce exports from Europe and elsewhere. Any such reductions may increase competition for product sales within Europe and other markets, which can result in lower margins in those regions. Additionally, there are a limited number of suppliers for some of our raw materials and utilities and, in some cases, the supplies are specific to the particular geographic region in which a facility is located.

It is also common in the chemical and refining industries for a facility to have a sole, dedicated source for its utilities, such as steam, electricity and gas. Having a sole or limited number of suppliers may limit our negotiating power, particularly in the case of rising raw material costs. Any new supply agreements we enter into may not have terms as favorable as those contained in our current supply agreements.

If our raw material or utility supplies were disrupted, our businesses may incur increased costs to procure alternative supplies or incur excessive downtime, which would have a direct negative impact on plant operations. For example, hurricanes have in the past negatively affected crude oil and natural gas supplies, as well as supplies of other raw materials, utilities (such as electricity and steam), and industrial gases, contributing to increases in operating costs and, in some cases, disrupting production and causing lost profit opportunities. In addition, hurricane-related disruption of vessel, barge, rail, truck and pipeline traffic in the U.S. Gulf Coast area would negatively affect shipments of raw materials and product.

With increased volatility in raw material costs, our suppliers could impose more onerous terms on us, resulting in shorter payment cycles and increasing our working capital requirements.

We sell products in highly competitive global markets and face significant price pressures.

We sell our products in highly competitive global markets. Due to the commodity nature of many of our products, competition in these markets is based primarily on price and, to a lesser extent, on product performance, product quality, product deliverability, reliability of supply and customer service. Generally, we are not able to protect our market position for these products by product differentiation and may not be able to pass on cost increases to our customers.

In addition, we face increased competition from companies that may have greater financial resources and different cost structures or strategic goals than us. These include large integrated oil companies (some of which also have chemical businesses), government-owned businesses, and companies that receive subsidies or other government incentives to produce certain products in a specified geographic region. Increased competition from these companies, especially in our olefin and refining businesses, could limit our ability to increase product sales prices in response to raw material and other cost increases, or could cause us to reduce product sales prices to compete effectively, which could reduce our profitability. Competitors that have greater financial resources than us may be able to invest significant capital into their businesses, including expenditures for research and development.

In addition, specialty products we produce may become commoditized over time. Increased competition could result in lower prices or lower sales volumes, which would have a negative impact on our results of operations.

Our ability to source raw materials, including crude oil, may be adversely affected by political instability, civil disturbances or other governmental actions.

We obtain a substantial portion of our principal raw materials from sources in North Africa, the Middle East, and South America that may be less politically stable than other areas in which we conduct business, such as Europe or the U.S. Political instability, civil disturbances and actions by governments in these areas are likely to substantially increase the price and decrease the supply of feedstocks necessary for our operations, which will have a material adverse effect on our results of operations.

Recently, increased incidents of civil unrest, including demonstrations which have been marked by violence, have occurred in some countries in North Africa and the Middle East. Some political regimes in these countries are threatened or have changed as a result of such unrest. Political instability and civil unrest could continue to spread in the region and involve other areas. Such unrest, if it continues to spread or grow in intensity, could lead to civil wars, regional conflict, or regime changes resulting in governments that are hostile to countries in which we conduct substantial business, such as Europe, the U.S., or their respective allies.

Interruptions of operations at our facilities may result in liabilities or lower operating results.

We own and operate large-scale facilities. Our operating results are dependent on the continued operation of our various production facilities and the ability to complete construction and maintenance projects on schedule. Interruptions at our facilities may materially reduce the productivity and profitability of a particular manufacturing facility, or our business as a whole, during and after the period of such operational difficulties. In the past, we had to shut down plants on the U.S. Gulf Coast, including the temporary shutdown of our Houston refinery, as a result of hurricanes striking the Texas coast.

In addition, because the Houston refinery is our only North American refining operation, an outage at the refinery could have a particularly negative impact on our operating results. Unlike our chemical and polymer production facilities, which may have sufficient excess capacity to mitigate the negative impact of lost production at other facilities, we do not have the ability to increase refining production elsewhere in the U.S.

Although we take precautions to enhance the safety of our operations and minimize the risk of disruptions, our operations are subject to hazards inherent in chemical manufacturing and refining and the related storage and transportation of raw materials, products and wastes. These potential hazards include:

- pipeline leaks and ruptures;
- explosions;
- fires;
- severe weather and natural disasters;
- mechanical failure;
- unscheduled downtimes;
- supplier disruptions;
- labor shortages or other labor difficulties;
- transportation interruptions;
- transportation accidents;
- remediation complications;
- chemical and oil spills;
- discharges or releases of toxic or hazardous substances or gases;
- storage tank leaks;
- other environmental risks; and
- terrorist acts.

Some of these hazards may cause severe damage to or destruction of property and equipment and may result in suspension of operations or the shutdown of affected facilities.

Our operations are subject to risks inherent in chemical and refining businesses, and we could be subject to liabilities for which we are not fully insured or that are not otherwise mitigated.

We maintain property, business interruption, product, general liability, casualty and other types of insurance, including pollution and legal liability, that we believe are in accordance with customary industry practices. However, we are not fully insured against all potential hazards incident to our business, including losses resulting from natural disasters, war risks or terrorist acts. Changes in insurance market conditions have caused, and may in the future cause, premiums and deductibles for certain insurance policies to increase substantially and, in some instances, for certain insurance to become unavailable or available only for reduced amounts of coverage. If we were to incur a significant liability for which we were not fully insured, we might not be able to finance the amount of the uninsured liability on terms acceptable to us or at all, and might be obligated to divert a significant portion of our cash flow from normal business operations.

Further, because a part of our business involves licensing polyolefin process technology, our licensees are exposed to similar risks involved in the manufacture and marketing of polyolefins. Hazardous incidents involving our licensees, if they do result or are perceived to result from use of our technologies, may harm our reputation, threaten our relationships with other licensees and/or lead to customer attrition and financial losses. Our policy of covering these risks through contractual limitations of liability and indemnities and through insurance may not always be effective. As a result, our financial condition and results of operation would be adversely affected, and other companies with competing technologies may have the opportunity to secure a competitive advantage.

Certain activities related to a former project raise compliance issues under U.S. law.

We have identified an agreement related to a former project in Kazakhstan under which a payment was made that raises compliance concerns under the U.S. Foreign Corrupt Practices Act (the "FCPA"). We have engaged outside counsel to investigate these activities, under the oversight of the Audit Committee of the Supervisory Board, and to evaluate internal controls and compliance policies and procedures. We made a voluntary disclosure of these matters to the U.S. Department of Justice and are cooperating fully with that agency. We cannot predict the ultimate outcome of these matters at this time since our investigations are ongoing. In this respect, we may not have conducted business in compliance with the FCPA and may not have had policies and procedures in place adequate to ensure compliance. Therefore, we cannot reasonably estimate a range of liability for any potential penalty resulting from these matters. Violations of these laws could result in criminal and civil liabilities and other forms of penalties or sanctions that could be material to us.

Our operations could be adversely affected by labor relations.

The vast majority of our employees located in Europe and South America are represented by labor unions and works councils. Approximately 900 of our employees located in North America are represented by labor unions. Of the represented North American employees, approximately 50% include our employees that are subject to a collective bargaining agreement between Houston Refining LP and the United Steelworkers Union, which agreement will expire on January 31, 2015.

Our operations have been in the past, and may be in the future, significantly and adversely affected by strikes, work stoppages and other labor disputes.

We cannot predict with certainty the extent of future costs under environmental, health and safety and other laws and regulations, and cannot guarantee they will not be material.

We may face liability arising out of the normal course of business, including alleged personal injury or property damage due to exposure to chemicals or other hazardous substances at our current or former facilities or chemicals that we manufacture, handle or own. In addition, because our products are components of a variety of other end-use products, we, along with other members of the chemical industry, are subject to potential claims related to those end-use products. Any substantial increase in the success of these types of claims could negatively affect our operating results.

We (together with the industries in which we operate) are subject to extensive national, regional, state and local environmental laws, regulations, directives, rules and ordinances concerning

- emissions to the air;
- discharges onto land or surface waters or into groundwater; and
- the generation, handling, storage, transportation, treatment, disposal and remediation of hazardous substances and waste materials.

Many of these laws and regulations provide for substantial fines and potential criminal sanctions for violations. Some of these laws and regulations are subject to varying and conflicting interpretations. In addition, some of these laws and regulations require us to meet specific financial responsibility requirements. Any substantial liability for environmental damage could have a material adverse effect on our financial condition, results of operations and cash flows.

Although we have compliance programs and other processes intended to ensure compliance with all such regulations, we are subject to the risk that our compliance with such regulations could be challenged. Non-compliance with certain of these regulations could result in the incurrence of additional costs, penalties or assessments that could be material.

Our industry is subject to extensive regulation. Existing or future regulations may restrict our operations, increase our costs of operations or require us to make additional capital expenditures and failure to comply with regulations may cause us to incur significant expenses or affect our ability to operate.

We are subject to extensive government regulation in the form of national, state and local laws and regulations. These laws and regulations govern all aspects of the operation of our facilities and the transportation and sales of our products. We generally expect that regulatory controls worldwide will become increasingly more demanding and expensive, but cannot accurately predict future developments.

In addition, we are required by various governmental and quasi-governmental agencies to obtain permits, licenses and certificates with respect to our operations. These permits and licenses are subject to renewal, modification and in some circumstances, revocation. Further, the permits and licenses are often difficult, time consuming and costly to obtain and could contain conditions that limit our operations.

Our failure to comply with regulatory requirements or obtain or maintain necessary permits, licenses and authorizations for the conduct of our business could result in fines or penalties, which may be significant. Additionally, any such failure could restrict or otherwise prohibit certain aspects of our operations, which could adversely affect our results of operations.

We may incur substantial costs to comply with climate change legislation and regulatory initiatives.

There has been a broad range of proposed or promulgated state, national and international laws focusing on greenhouse gas (“GHG”) reduction. These proposed or promulgated laws apply or could apply in countries where we have interests or may have interests in the future. Laws in this field continue to evolve and, while they are likely to be increasingly widespread and stringent, at this stage it is not possible to accurately estimate either a timetable for implementation or our future compliance costs relating to implementation. Within the framework of EU emissions trading, we were allocated certain allowances of carbon dioxide per year for the affected plants of our European sites for the 2005 to 2007 period. For the second trading period (2008 to 2012), a number of our plants are included in the Europe-wide trading system. We expect to incur additional costs as a result of the existing emissions trading scheme and could incur additional costs in relation to any future carbon or other greenhouse gas emission trading schemes. The costs could be higher to the extent that we decide to sell credits that we need in the future.

In the U.S., the Environmental Protection Agency (the “EPA”) has promulgated federal GHG regulations under the Clean Air Act affecting certain sources. The EPA has issued mandatory GHG reporting requirements which could lead to further obligations. The recent EPA action could be a precursor to further federal regulation of carbon dioxide emissions and other greenhouse gases, and may affect the outcome of other climate change lawsuits pending in U.S. federal courts in a manner unfavorable to our industry. In any event, additional regulation is likely to be forthcoming at the U.S. federal level or the state level with respect to GHG emissions, and such regulation could result in the creation of additional costs in the form of taxes or required acquisition or trading of emission allowances.

Compliance with these or other changes in laws, regulations and obligations that create a GHG emissions trading scheme or GHG reduction policies generally could significantly increase our costs or reduce demand for products we produce. Depending on the nature of potential regulations and legislation, any future laws and regulations could result in increased compliance costs, additional operating restrictions or delays in implementing growth projects or other capital investments, and could have a material adverse effect on our business and results of operations.

The company's business, including its results of operations and reputation, could be adversely affected by process safety issues.

Failure to appropriately manage safety, human health, product liability and environmental risks associated with the company's products, product life cycles and production processes could adversely impact employees, communities, stakeholders, the company's reputation and its results of operations. Public perception of the risks associated with the company's products and production processes could impact product acceptance and influence the regulatory environment in which the company operates. While the company has procedures and controls to manage process safety risks, issues could be created by events outside of its control including natural disasters, severe weather events and acts of sabotage.

Legislation and regulatory initiatives could lead to a decrease in demand for our products.

New or revised governmental regulations and independent studies relating to the effect of our products on health, safety and the environment may affect demand for our products and the cost of producing our products. Initiatives by governments and private interest groups will potentially require increased toxicological testing and risk assessments of a wide variety of chemicals, including chemicals used or produced by us. For example, in the United States, the National Toxicology Program ("NTP") is a federal interagency program that seeks to identify and select for study chemicals and other substances to evaluate potential human health hazards. In the European Commission, REACh is regulation designed to identify the intrinsic properties of chemical substances, assess hazards and risks of the substances, and identify and implement the risk management measures to protect humans and the environment.

Assessments by the NTP, REACh or similar programs or regulations in other jurisdictions may result in heightened concerns about the chemicals we use or produce and may result in additional requirements being placed on the production, handling, labeling or use of those chemicals. Such concerns and additional requirements could also increase the cost incurred by our customers to use our chemical products and otherwise limit the use of these products, which could lead to a decrease in demand for these products. Such a decrease in demand could have an adverse impact on our business and results of operations.

We operate internationally and are subject to exchange rate fluctuations, exchange controls, political risks and other risks relating to international operations.

We operate internationally and are subject to the risks of doing business on a global level, including fluctuations in currency exchange rates, transportation delays and interruptions, war, terrorist activities, epidemics, pandemics, political and economic instability and disruptions, restrictions on the transfer of funds, the imposition of duties and tariffs, import and export controls, changes in governmental policies, labor unrest and current and changing regulatory environments. Recent demonstrations and popular unrest in portions of the Middle East are examples of these events.

These events could reduce the demand for our products, decrease the prices at which we can sell our products, disrupt production or other operations, require substantial capital and other costs to comply, and/or increase security costs or insurance premiums, all of which could reduce our operating results. In addition, we obtain a substantial portion of our principal raw materials from international sources that are subject to these same risks. Our compliance with applicable customs, currency exchange control regulations, transfer pricing regulations or any other laws or regulations to which we may be subject could be challenged. Furthermore, these laws may be modified, the result of which may be to prevent or limit subsidiaries from transferring cash to us.

Furthermore, we are subject to certain existing, and may be subject to possible future, laws that limit or may limit our activities while some of our competitors may not be subject to such laws, which may adversely affect our competitiveness.

In addition, we generate revenues from export sales and operations that may be denominated in currencies other than the relevant functional currency. Exchange rates between these currencies and functional currencies in recent years have fluctuated significantly and may do so in the future. Future events, which may significantly increase or decrease the risk of future movement in currencies in which we conduct our business, cannot be predicted. We also may hedge certain revenues and costs using derivative instruments to minimize the impact of changes in the exchange rates of those currencies compared to the respective functional currencies. It is possible that fluctuations in exchange rates will result in reduced operating results.

U.S. anti-inversion rules may apply to LyondellBasell Industries N.V. resulting in adverse U.S. federal income tax consequences.

The U.S. Internal Revenue Service is examining the Company's federal income tax returns. As part of that review, the IRS is examining whether under Section 7874 of the Internal Revenue Code LyondellBasell Industries N.V. should be treated as a U.S. corporation for U.S. federal income tax purposes. The IRS also is examining whether Section 7874 alternatively applies to certain of the Company's intercompany transactions that would result in additional U.S. federal income tax of the Company's U.S. subsidiaries. Application of Section 7874 in either instance is dependent on the value of our shares issued at emergence from bankruptcy to former creditors of our top U.S. holding company and its direct and indirect subsidiaries in exchange for their claims against those entities. It further would require a determination that the Company is not conducting substantial business activities in The Netherlands.

Treatment of LyondellBasell Industries N.V. as a U.S. corporation would result in significantly increased tax liability because our worldwide income would be subject to U.S. federal income tax. Any such increase likely would have a material adverse effect on our earnings and cashflow. Application of Section 7874 to our intercompany transactions would, for the 10-year period post emergence, result in the imposition of additional U.S. federal income tax on certain gains of our U.S. subsidiaries from those transactions. The increased taxation of those gains would negatively affect our earnings and cash flows.

No assurance can be given that the IRS will not determine that Section 7874 is applicable to us. Further, there can be no assurances that any such position taken by the IRS would not be sustained.

Significant changes in pension fund investment performance or assumptions relating to pension costs may adversely affect the valuation of pension obligations, the funded status of pension plans, and our pension cost.

Our pension cost is materially affected by the discount rate used to measure pension obligations, the level of plan assets available to fund those obligations at the measurement date and the expected long-term rate of return on plan assets. Significant changes in investment performance or a change in the portfolio mix of invested assets may result in corresponding increases and decreases in the valuation of plan assets, particularly equity securities, or in a change of the expected rate of return on plan assets. Any change in key actuarial assumptions, such as the discount rate, would impact the valuation of pension obligations, affecting the reported funded status of our pension plans as well as the net periodic pension cost in the following fiscal years.

Certain of our current pension plans have projected benefit obligations that exceed the fair value of the plan assets. As of December 31, 2011, the aggregate deficit was $1,079 million. Any declines in the fair values of the pension plans assets could require additional payments by us in order to maintain specified funding levels.

Our pension plans are subject to legislative and regulatory requirements of applicable jurisdictions, which could include, under certain circumstances, local governmental authority to terminate the plan.

We may be required to record material charges against our earnings due to any number of events that could cause impairments to our assets.

We may be required to reduce production at or idle facilities for extended periods of time or exit certain businesses as a result of the cyclical nature of our industry. Specifically, oversupplies of or lack of demand for particular products or high raw material prices may cause us to reduce production. We may choose to reduce production at certain facilities because we have off-take arrangements at other facilities, which make any reductions or idling unavailable at those facilities. Any decision to permanently close facilities or exit a business likely would result in impairment and other charges to earnings.

Temporary outages at our facilities can last for several quarters and sometimes longer. These outages could cause us to incur significant costs, including the expenses of maintaining and restarting these facilities. In addition, even though we may reduce production at facilities, we may be required to continue to purchase or pay for utilities or raw materials under take-or-pay supply agreements.

Many of our businesses depend on our intellectual property. Our future success will depend in part on our ability to protect our intellectual property rights, and our inability to do so could reduce our ability to maintain our competitiveness and margins.

We have a significant worldwide patent portfolio of issued and pending patents. These patents, together with proprietary technical know-how, are significant to our competitive position, particularly with regard to PO, performance chemicals, petrochemicals, and polymers, including process technologies such as *Spheripol*, *Spherizone*, *Hostalen*, *Spherilene*, *Lupotech T* and *Avant* catalyst family technology rights. We rely on the patent, copyright and trade secret laws of the countries in which we operate to protect our investment in research and development, manufacturing and marketing. However, we may be unable to prevent third parties from using our intellectual property without authorization. Proceedings to protect these rights could be costly, and we may not prevail.

The protection afforded by patents varies from country to country and depends upon the type of patent and its scope of coverage. While a presumption of validity exists with respect to patents issued to us, our patents may be challenged, invalidated, circumvented or rendered unenforceable. As patents expire, the products and processes described and claimed under those patents become generally available for use by competitors.

Our continued growth strategy may bring us to regions of the world where intellectual property protection may be limited and difficult to enforce. In addition, patent rights may not prevent our competitors from developing, using or selling products that are similar or functionally equivalent to our products. Moreover, our competitors or other third parties may obtain patents that restrict or preclude our ability to lawfully produce or sell our products in a competitive manner, which could result in significantly lower revenues, reduced profit margins or loss of market share.

We also rely upon unpatented proprietary know-how and continuing technological innovation and other trade secrets to develop and maintain our competitive position. While it is our policy to enter into confidentiality agreements with our employees and third parties to protect our intellectual property, these confidentiality agreements may be breached, may not provide meaningful protection or adequate remedies may not be available. Additionally, others could obtain knowledge of our trade secrets through independent development or other access by legal or illegal means.

The failure of our patents or confidentiality agreements to protect our processes, apparatuses, technology, trade secrets or proprietary know-how could result in significantly lower revenues, reduced profit margins and cash flows and/or loss of market share. We also may be subject to claims that our technology, patents or other intellectual property infringes on a third party's intellectual property rights. Unfavorable resolution of these claims could result in restrictions on our ability to deliver the related service or in a settlement that could be material to us.

We may not be able to fully or successfully implement our ongoing plans to improve and globally integrate our business processes and functions.

We continue to seek ways to drive greater productivity, flexibility and cost savings. In particular, we are working towards the improvement and global integration of our business processes and functions. As part of these efforts, we have been centralizing certain functions, implementing new information technology, and integrating our existing information technology systems.

Our ongoing implementation of organizational improvements is made more difficult by our need to coordinate geographically dispersed operations. Inabilities and delays in implementing improvements can negatively affect our ability to realize projected or expected cost savings. In addition, the process of organizational improvements may cause interruptions of, or loss of momentum in, the activities of our businesses. It may also result in the loss of personnel or other labor issues. These issues, as well as any information technology systems failures, also could impede our ability to timely collect and report financial results in accordance with applicable laws and regulations.

Additionally, from time to time certain aspects of our business processes may be outsourced to third parties. The processes, or the portions thereof, that are outsourced generally will tend to be labor intensive transactional activities such as processing invoices for account payable transactions. Although we make a diligent effort to ensure that all providers of outsourced services observe proper internal control practices and procedures, we cannot assure that failures will not occur. The failure of such third parties to provide adequate services could adversely affect our results of operations, liquidity, or our ability to provide adequate financial and management reporting.

Increased IT security threats and more sophisticated and targeted computer crime could pose a risk to our systems, networks, products, facilities and services.

Increased global IT security threats and more sophisticated and targeted computer crime pose a risk to the security of our systems and networks and the confidentiality, availability and integrity of our data. While we attempt to mitigate these risks by employing a number of measures, including employee training, comprehensive monitoring of our networks and systems, and maintenance of backup and protective systems, our systems, networks, products, facilities and services remain potentially vulnerable to advanced persistent threats. Depending on their nature and scope, such threats could potentially lead to the compromising of confidential information, improper use of our systems and networks, manipulation and destruction of data, defective products, production downtimes and operational disruptions, which in turn could adversely affect our reputation, competitiveness and results of operations.

Shared control or lack of control of joint ventures may delay decisions or actions regarding the joint ventures.

A portion of our operations are conducted through joint ventures, where control may be exercised by or shared with unaffiliated third parties. We cannot control the actions of our joint venture partners, including any nonperformance, default or bankruptcy of joint venture partners. The joint ventures that we do not control may also lack adequate internal controls systems or financial reporting systems to provide adequate and timely information for our reporting purposes.

In the event that any of our joint venture partners do not observe their obligations, it is possible that the affected joint venture would not be able to operate in accordance with our business plans. As a result, we could be required to increase our level of commitment in order to give effect to such plans. Differences in views among the joint venture participants also may result in delayed decisions or in failures to agree on major matters, potentially adversely affecting the business and operations of the joint ventures and in turn our business and operations .

Our capital requirements could limit or cause us to change our growth and development plans.

At December 31, 2011, we have approximately $4.0 billion of total consolidated debt. Our debt and the limitations imposed on us by our financing arrangements could:

- require us to dedicate a substantial portion, or all, of our cash flow from operations to payments of principal and interest on our debt;
- make us more vulnerable during downturns, which could limit our ability to take advantage of significant business opportunities and react to changes in our business and in market or industry conditions; and
- put us at a competitive disadvantage relative to competitors that have less debt.

If our cash flow from operations and capital resources were reduced, we may be forced to reduce or delay investments and capital expenditures or other planned uses of our cash due to our substantial debt service obligations. We could choose to sell assets, seek additional capital or restructure or refinance our indebtedness, but there can be no assurances that we would be able to do so on terms we deem acceptable, if at all. Additionally, our debt instruments may limit our ability to effect such actions.

Our debt or other financing arrangements contain a number of restrictive covenants that impose operating and financial restrictions on us. There also is a minimum fixed charge coverage ratio contained in our U.S. ABL facility that is applicable if availability under the facility falls below certain levels. We currently are in compliance with all of our restrictive and financial covenants; however, the ability to meet financial requirements can be affected by events beyond our control and, over time, these covenants may not be satisfied.

A breach of covenants of or the failure to pay principal and interest when due under our debt or other financing could result in a default or cross-default under all or some of those instruments. Any such default could result in an acceleration of all amounts outstanding under all facilities, and could relieve counterparties of their obligations to fund or otherwise make advances. Without waivers from the parties to our financing arrangements, any such default would have a material adverse effect on our ability to continue to operate.

A substantial portion of our shares are owned by a few persons, and their interests in LyondellBasell Industries N.V. may conflict with other stakeholders' interests.

As of February 24, 2012, two of our shareholders collectively own approximately 44% of our outstanding ordinary shares. Under Dutch law, there are no quorum requirements for shareholder voting and most matters are approved or adopted by a majority of votes cast. As a result, as long as these shareholders or any other substantial shareholder own, directly or indirectly, a substantial portion of our outstanding shares, they will be able to significantly influence all matters requiring shareholder approval, including amendments to our Articles of Association, the election of directors, significant corporate transactions, dividend payments and other matters. These shareholders may have interests that conflict with other stakeholders, including holders of our notes, and actions may be taken that other stakeholders do not view as beneficial.

Additionally, these shareholders are party to nomination agreements that entitle each of the shareholders to cause our Supervisory Board to nominate for election members to our Supervisory Board for so long as the shareholder owns specified percentages of our ordinary shares.

Our success depends upon our ability to attract and retain key employees and the identification and development of talent to succeed senior management.

Our success depends on our ability to attract and retain key personnel, and we rely heavily on our management team. The inability to recruit and retain key personnel or the unexpected loss of key personnel may adversely affect our operations. In addition, because of the reliance on our management team, our future success depends in part on our ability to identify and develop talent to succeed senior management. The retention of key personnel and appropriate senior management succession planning will continue to be critically important to the successful implementation of our strategies.

Item 1B. Unresolved Staff Comments.

None.

Item 3. Legal Proceedings.

Bankruptcy Proceedings

On January 6, 2009, certain of LyondellBasell AF's indirect U.S. subsidiaries, including Lyondell Chemical, and its German indirect subsidiary, Basell Germany Holdings GmbH, voluntarily filed for protection under Chapter 11 in the Bankruptcy Court. In April and May of 2009, LyondellBasell AF and certain other subsidiaries filed voluntary petitions for relief under chapter 11 in the Bankruptcy Court. The Bankruptcy Cases were filed in response to a sudden loss of liquidity in the last quarter of 2008. The debtors operated their businesses and managed their properties as debtors in possession during the Bankruptcy Cases. In general, this means that the Debtors operated in the ordinary course without Bankruptcy Court intervention. Bankruptcy Court approval was required, however, where the debtors sought authorization to engage in certain transactions not in the ordinary course of business.

We emerged from bankruptcy on April 30, 2010. As of that date, all assets of the debtor entities vested in the reorganized debtor entities free and clear of all claims, liens, encumbrances, charges, and other interests, except as provided in the Plan of Reorganization or the confirmation order entered on April 23, 2010 (the "Confirmation Order"). Except as otherwise expressly provided in the Plan of Reorganization or in the Confirmation Order, on April 30, 2010, each holder of a claim or equity interest is deemed to have forever waived, released, and discharged the debtor entities and the reorganized debtor entities, to the fullest extent permitted by law, of and from any and all claims, equity interests, rights, and liabilities that arose prior to the confirmation date.

Environmental Matters

From time to time we and our joint ventures receive notices or inquiries from federal, state or local governmental entities regarding alleged violations of environmental laws and regulations pertaining to, among other things, the disposal, emission and storage of chemical and petroleum substances, including hazardous wastes. Item 103 of the SEC's Regulation S-K requires disclosure of certain environmental matters when a governmental authority is a party to the proceedings and the proceedings involve potential monetary sanctions that we reasonably believe could exceed $100,000. There were no such matters pending as of December 31, 2011.

Litigation and Other Matters

Information regarding our litigation and other legal proceedings can be found under the "Litigation and Other Matters" section of Note 18, *Commitments and Contingencies*, to the Consolidated Financial Statements.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information

Our shares were listed on the NYSE on October 14, 2010 under the symbol "LYB." Prior to that time, they were quoted in the Pink OTC Markets, Inc. (the "Pink Sheets") under the symbol "LALLF." There was no trading market for our shares prior to April 30, 2010. The high and low sales prices for our ordinary shares since they were issued are shown in the table below.

	High	Low
2010		
April 30 – June 30, 2010	$23.25	$16.15
Third Quarter 2010	$23.95	$14.86
Fourth Quarter 2010	$34.54	$23.71
2011		
First Quarter 2011	$41.12	$33.57
Second Quarter 2011	$48.12	$35.84
Third Quarter 2011	$41.93	$24.41
Fourth Quarter 2011	$36.96	$22.90
2012		
January 1 – February 24, 2012	$46.39	$32.39

Holders

As of February 24, 2012, there were approximately 3,700 record holders of our shares, including Cede & Co. as nominee of the Depository Trust Company.

Dividends

The Company paid a final dividend of $0.10 per share for the fiscal year 2010 on May 26, 2011. The Company paid interim dividends of $0.20 per share on September 7, 2011 and $0.25 per share on December 16, 2011. The Company paid a special dividend of $4.50 per share on December 16, 2011. The payment of dividends or distributions in the future will be subject to the requirements of Dutch law and the discretion of our shareholders (in the case of annual dividends), our Management Board and Supervisory Board. The declaration of any future cash dividends and, if declared, the amount of any such dividends, will depend upon general business conditions, our financial condition, our earnings and cash flow, our capital requirements, financial covenants and other contractual restrictions on the payment of dividends or distributions.

There can be no assurance that any dividends or distributions will be declared or paid in the future.

Dutch Tax Considerations

We are a public company with limited liability (*naamloze vennootschap*) incorporated under Dutch law. In general, we must withhold tax (dividend tax) from dividends distributed on our ordinary shares at the rate of 15%. Dividends include, without limitation:

- distributions of profits (including paid-in capital not recognized for dividend tax purposes) in cash or in kind, including deemed and constructive dividends;

- liquidation distributions and, generally, proceeds realized upon a repurchase of our ordinary shares or upon the transfer of our ordinary shares to our direct or indirect subsidiary, in excess of the average paid-in capital recognized for dividend tax purposes;
- the par value of ordinary shares issued or any increase in the par value of ordinary shares, except where such increase in the par value of ordinary shares is funded out of our paid-in capital recognized for dividend tax purposes; and
- repayments of paid-in capital recognized for dividend tax purposes up to the amount of our profits (zuivere winst) unless our general meeting of shareholders has resolved in advance that we shall make such repayments and the par value of the ordinary shares concerned has been reduced by a corresponding amount through an amendment of our articles of association.

A holder of ordinary shares which is, is deemed to be, or, in case the holder is an individual, has elected to be treated as, resident in The Netherlands for the relevant tax purposes is generally entitled to credit the dividend tax withheld against such holder's tax liability on income and capital gains or, in certain cases, to apply for a full refund of the dividend tax withheld.

A holder of ordinary shares which is not, is not deemed to be, and, in case the holder is an individual, has not elected to be treated as, resident in The Netherlands for the relevant tax purposes may be eligible for a partial or full exemption or refund of the dividend tax under an income tax convention in effect between The Netherlands and the holder's country of residence or under Dutch domestic rules. Moreover, Dutch resident entities benefitting from the participation exemption with respect to our ordinary shares may be eligible for a full exemption of dividend tax.

Dividend distributions to a U.S. holder of our ordinary shares (with an interest of less than 10 percent of the voting rights in our company) are subject to 15 percent dividend withholding tax, which is equal to the rate such U.S. holder may be entitled to under the current income tax treaty between the Netherlands and the United States (the "Treaty"). As such, there is no need to claim a refund of the excess of the amount withheld over the Treaty rate.

Under the Treaty, dividends paid by us to certain U.S. corporate shareholders holding directly at least 10% of the voting rights in our company are generally eligible for a reduction of the 15% withholding tax to 5%. Under certain circumstances and subject to various conditions, the Treaty provides for a full exemption or refund from dividend tax. Dividends received by exempt pension organizations and exempt organizations, as defined in the Treaty, may also be entitled to a full exemption or refund from dividend tax.

Under the terms of domestic anti-dividend stripping rules, a recipient of dividends distributed on our ordinary shares will not be entitled to an exemption from, reduction, refund, or credit of dividend tax if the recipient is not the beneficial owner of such dividends within the meaning of such rules.

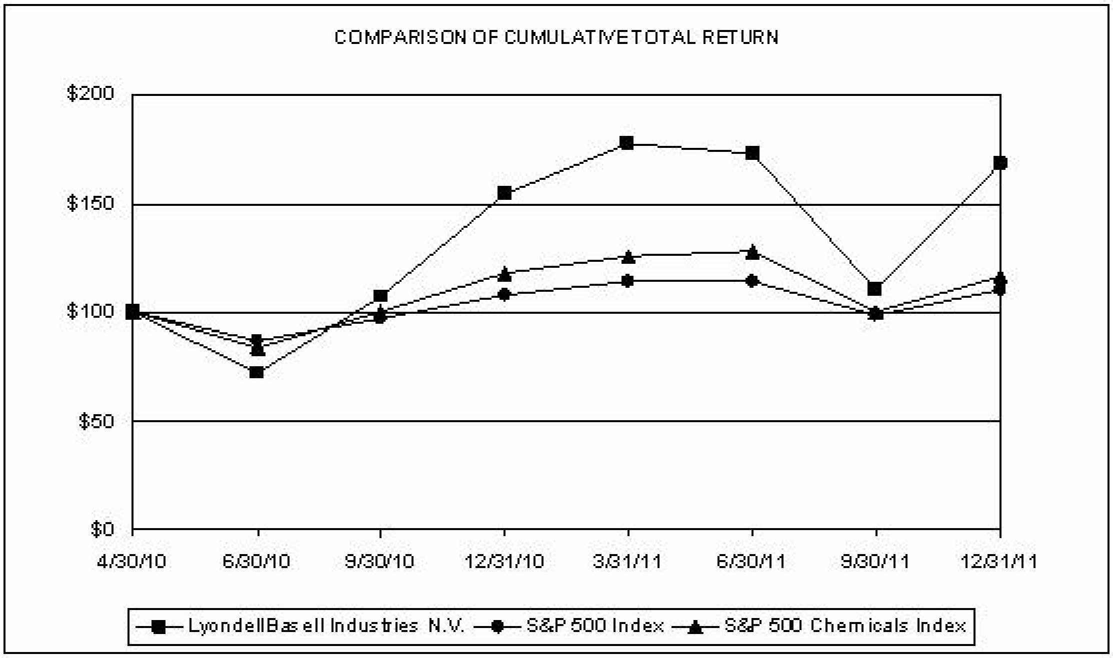
Generally, any payments of interest and principal by us on debt can be made free of withholding or deduction for any taxes imposed, levied, withheld or assessed by The Netherlands or any political subdivision or taxing authority thereof or therein.

The issuance or transfer of our ordinary shares, and payments made with respect to our ordinary shares, will not be subject to value added tax in The Netherlands.

The subscription, issue, placement, allotment, delivery, transfer or execution of ordinary shares will not be subject to registration tax, capital tax, customs duty, transfer tax, stamp duty, or any other similar tax or duty in The Netherlands.

Performance Graph

The graph below shows the relative investment performance of LyondellBasell Industries N.V. shares, the S&P 500 Index and the S&P 500 Chemicals Index since April 30, 2010, the first date on which we had issued capital as a publicly traded company. The graph assumes that $100 was invested on April 30, 2010 and any dividends paid were reinvested at the date of payment. The graph is presented pursuant to SEC rules and is not meant to be an indication of our future performance.



		Quarter Ending						
Company / Index	**4/30/10**	**6/30/10**	**9/30/10**	**12/31/10**	**3/31/11**	**6/30/11**	**9/30/11**	**12/31/11**
LyondellBasell Industries N.V.	100	72.42	107.17	154.26	177.35	173.13	110.44	168.22
S&P 500 Index	100	87.20	97.05	107.49	113.85	113.96	98.16	109.76
S&P 500 Chemicals Index	100	83.42	99.91	117.58	125.93	128.20	99.73	116.10

Item 6. SELECTED FINANCIAL DATA

See Management’s Discussion and Analysis of Financial Condition and Results of Operations for a discussion of factors that will enhance an understanding of this data.

The following selected financial data of the Company and its predecessor, LyondellBasell AF, should be read in conjunction with the Consolidated Financial Statements and related notes thereto and “— Management’s Discussion and Analysis of Financial Condition and Results of Operations,” below. The selected financial data of the Company and the Predecessor were derived from their consolidated financial statements. Those financial statements were prepared from the books and records of LyondellBasell AF for periods through April 30, 2010 and of the Company upon emergence from bankruptcy after that date. As discussed elsewhere in this annual report on Form 10-K, we became the successor parent holding company of the subsidiaries of LyondellBasell AF and the reporting entity upon completion of the bankruptcy proceedings. Financial information is reported for the Company as the successor on a basis different from financial information of the predecessor, LyondellBasell AF. As a result of the application of fresh-start accounting and restructuring activities pursuant to the Plan of Reorganization, the Successor period is not comparable to the Predecessor period.

	Successor		Predecessor			
	For the Year Ended December 31,	May 1 through December 31,	January 1 through April 30,	For the Year Ended December 31,		
In millions of dollars	2011	2010	2010	2009	2008	2007 (a)
Results of Operations Data:						
Sales and other operating revenues	$ 51,035	$ 27,684	$13,467	$30,828	$50,706	$ 17,120
Operating income (loss)[b]	3,998	2,254	690	317	(5,928)	934
Interest expense	(1,044)	(545)	(713)	(1,795)	(2,476)	(353)
Income (loss) from equity investments[c]	216	86	84	(181)	38	162
Income (loss) from continuing operations[d]	2,140	1,516	8,504	(2,871)	(7,343)	661
Earnings per share from continuing operations:						
Basic	3.76	2.68				
Diluted	3.74	2.67				
Income from discontinued operations, net of tax	—	64	—	—	15	—
Earnings per share from discontinued operations:						
Basic	—	0.11				
Diluted	—	0.11				
Balance Sheet Data:						
Total assets	22,839	25,302		27,761	28,651	39,728
Short-term debt	48	42		6,182	774	2,415
Long-term debt[e]	3,984	6,040		802	23,195	22,000
Cash and cash equivalents	1,065	4,222		558	858	560
Accounts receivable	3,778	3,747		3,287	2,585	4,165
Inventories	5,499	4,824		3,277	3,314	5,178
Working capital	5,863	5,810		4,436	3,237	5,019
Liabilities subject to compromise	—	—		22,494	—	—
Cash Flow Data:						
Cash provided by (used in):						
Operating activities	2,869	2,968	(925)	(787)	1,090	1,180
Investing activities	(1,021)	(323)	(224)	(611)	(1,884)	(11,899)
Expenditures for property, plant and equipment	(1,050)	(466)	(226)	(779)	(1,000)	(411)
Financing activities	(4,964)	(1,194)	3,315	1,101	1,083	10,416

(a) Results of operations and cash flow data reflect the acquisition of Lyondell Chemical from December 21, 2007. Balance sheet data include Lyondell Chemical balances as of December 31, 2007.

(b) Operating income for the year ended December 31, 2011 includes charges of $136 million primarily reflecting the estimated cost related to the cessation of operations at the Berre refinery. Operating income for 2011 also includes corporate restructuring charges of $93 million and impairment charges of $52 million relating to capital expenditures at the Berre refinery and certain in-process research and design projects. Operating income for the eight months ended 2010 includes lower of cost or market charges of $42 million to adjust the value of inventory to market value, a charge of $64 million related to a dispute over an environmental liability and impairments of $28 million primarily related to impairment of capital expenditures at the Berre refinery. Operating income for the year ended December 31, 2009 includes charges of $56 million primarily for impairment of the carrying value of surplus emission allowances related to highly-reactive volatile organic compounds and non-U.S. emission rights, lower of cost or market charges of $127 million to adjust the value of inventory to market value and an adjustment that increased operating income by $65 million related to overstatement of goodwill impairment in 2008. The operating loss for the year ended December 31, 2008 includes charges of $4,982 million for the impairment of goodwill, a charge of $218 million for impairment of the full carrying value of the Berre refinery and lower of cost or market charges of $1,256 million to adjust the value of inventory to market value. Operating income for the year ended December 31, 2007 includes charges of $95 million related to the in-process research and development acquired in the acquisition of Lyondell Chemical, and $20 million related to asset impairments of the carrying value of a plant in Canada and capitalized engineering costs for a new polymers plant in Germany.

(c) Loss from equity investments for the year ended December 31, 2009 includes pre-tax charges of $228 million for impairment of the carrying value of our investments in certain joint ventures.

(d) Income from continuing operations for the year ended December 31, 2011 includes after-tax premiums and charges on early repayment of debt of $279 million and after-tax charges of $136 million primarily reflecting the estimated cost related to the cessation of operations at the Berre refinery. In addition, income from continuing operations in 2011 includes after-tax corporate restructuring charges of $77 million, after-tax impairment charges of $46 million relating to capital expenditures at the Berre refinery and certain in-process research and design projects, after-tax fair value adjustments related to our warrants of a negative $37 million, partially offset by a $26 million after-tax gain on the sale of surplus precious metals. Income from continuing operations for the eight months ended December 31, 2010 included an after-tax charge of $15 million related to reorganization items and after-tax fair value adjustments related to our warrants of a negative $114 million. The four months ended April 30, 2010 included after-tax income of $8,640 million related to reorganization items. Loss from continuing operations for the year ended December 31, 2009 included after-tax charges of $1,925 million related to reorganization items, $11 million for impairments of goodwill and other assets and $228 million for the impairment of the carrying value of our investments in certain joint ventures, partially offset by $78 million of involuntary conversion gains related to insurance proceeds for damages sustained in 2005 at a polymers plant in Münchsmünster, Germany. Loss from continuing operations for the year ended December 31, 2008 included after-tax charges of $4,982 million related to the impairment of goodwill, $816 million to adjust the value of inventory to market value and $146 million, primarily for impairment of the carrying value of the Berre Refinery, all of which were partially offset by $51 million of involuntary conversion gains related to insurance proceeds for damages sustained at the Münchsmünster polymers plant. Income from continuing operations for the year ended December 31, 2007 included after-tax benefits of $130 million from the $200 million break-up fee related to a proposed merger with the Huntsman group, partially offset by after tax-charges of $95 million related to the in-process research and development acquired in the acquisition of Lyondell Chemical, and $13 million related to asset impairments of the carrying value of a plant in Canada and capitalized engineering costs for a new polymers plant in Germany.

(e) Includes current maturities of long-term debt.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GENERAL

This discussion should be read in conjunction with the information contained in our Consolidated Financial Statements, and the notes thereto contained elsewhere in this report. When we use the terms "we," "us," "our" or similar words in this discussion, unless the context otherwise requires, we are referring to LyondellBasell Industries N.V. and its consolidated subsidiaries. We also refer to the Company as "LyondellBasell N.V.," the "Successor Company" and the "Successor."

In addition to comparisons of current operating results with the same period in the prior year, we have included, as additional disclosure, certain "trailing quarter" comparisons of fourth quarter 2011 operating results to third quarter 2011 operating results. Our businesses are highly cyclical, in addition to experiencing some less significant seasonal effects. Trailing quarter comparisons may offer important insight into current business direction.

References to industry benchmark prices or costs, including the weighted average cost of ethylene production, are generally to industry prices and costs reported by CMAI, except that references to industry benchmarks for refining and oxyfuels market margins are to industry prices reported by Platts, a reporting service of The McGraw-Hill Companies and crude oil and natural gas benchmark price references are to Bloomberg.

OVERVIEW

Our performance is driven by, among other things, global economic conditions generally and their impact on demand for our products, raw material and energy prices, and industry-specific issues, such as production capacity. Our businesses are subject to the cyclicality and volatility seen in the chemicals and refining industries generally.

LyondellBasell N.V., the successor holding company, owns and operates, directly and indirectly, substantially the same business owned and operated by LyondellBasell AF prior to the Company's emergence from bankruptcy. For accounting purposes, the operations of LyondellBasell AF are deemed to have ceased on April 30, 2010 and LyondellBasell N.V. is deemed to have begun operations on that date. Effective May 1, 2010, we adopted fresh-start accounting. References in the following discussions to the "Company" for periods prior to April 30, 2010, the Emergence Date, are to the Predecessor Company and, for periods after the Emergence Date, to the Successor Company.

To ensure a proper analysis of the year over year results, the effects of fresh-start accounting on the Successor period are specifically addressed throughout this discussion. The primary impacts of our reorganization pursuant to the Plan of Reorganization and the adoption of fresh-start accounting on our results of operations are as follows:

Tax Impact of Reorganization—The application of the tax provisions of the Internal Revenue Code to the Plan of Reorganization resulted in the reduction or elimination of the majority of our tax attributes that otherwise would have carried forward into 2011 and later years. As a result, we did not retain any U.S. net operating loss carryforwards, alternative minimum tax credits or capital loss carryforwards after 2010. In addition, a significant portion of our tax basis in depreciable assets was eliminated. Accordingly we estimate our cash tax liabilities for the years following 2010 will be relatively higher than in 2009 or 2010. As a result of certain prior year limitations on the deductibility of our interest expense in the U.S., we retained approximately $2,500 million of interest carryforwards which are available to offset future taxable income, subject to certain limitations.

Inventory—We adopted the last in, first out ("LIFO") method of accounting for inventory upon implementation of fresh-start accounting. Prior to the emergence from bankruptcy, LyondellBasell AF used both the first in, first out ("FIFO") and LIFO methods of accounting to determine inventory cost. For purposes of evaluating segment results, management reviewed operating results for LyondellBasell AF that were determined using current cost, which approximates results using the LIFO method of accounting for inventory. Subsequent to the Emergence Date, our operating results are reviewed using the LIFO method of accounting for inventory. While determining the impact of the adoption of LIFO on predecessor periods is not practicable, we believe that the current cost method used by the Predecessor for segment reporting is similar to LIFO and the current cost method would have resulted in a decrease of cost of sales of $29 million and $199 million for the twelve months ended December 31, 2009 and four months ended April 30, 2010, respectively.

In addition, on April 30, 2010, pursuant to ASC Topic 852, *Reorganizations*, we recorded inventory at fair value. The increase in inventory of $1,297 million was primarily in the U.S. and was largely driven by the price of crude oil. In the 2010 Successor period, lower market prices, primarily for polypropylene, resulted in a $42 million lower of cost or market charge to adjust the value of our finished goods inventory to market. The effect of this adjustment to the value of our inventory is reflected in cost of sales for the 2010 Successor period.

Depreciation and amortization expense—Depreciation and amortization expense is lower in the Successor periods as a result of our revaluation of assets for fresh-start accounting. For additional information on the revaluation of assets, see Note 23 to the Consolidated Financial Statements. Depreciation and amortization as reported for all periods presented is as follows:

	Successor		Predecessor	
Millions of dollars	**For the Year Ended December 31, 2011**	**May 1 through December 31, 2010**	**January 1 through April 30, 2010**	**For the Year Ended December 31, 2009**
Cost of sales:				
Depreciation	$ 718	$ 394	$ 464	$ 1,412
Amortization	170	142	75	293
Research and development expenses:				
Depreciation	21	11	8	24
Selling, general and administrative expenses:				
Depreciation	22	11	18	45
	$ 931	$ 558	$ 565	$ 1,774

Interest expense—Lower interest expense in the 2010 Successor period was largely driven by the discharge or repayment of debt, upon which interest was accruing during the bankruptcy, through the Company's reorganization on April 30, 2010 pursuant to the Plan of Reorganization, partially offset by interest expense on the new debt incurred as part of the emergence from bankruptcy. Interest expense in 2011, which was lower compared to the combined 2010 Successor and Predecessor periods, reflects the repayment of $4,288 million principal amount of debt since the beginning of the fourth quarter 2010. This benefit was partially offset by the premiums and other costs associated with the prepayments as well as interest expense on the Senior 6% Notes issued in November 2011.

	Successor		Predecessor	
Millions of dollars	**For the Year Ended December 31, 2011**	**May 1 through December 31, 2010**	**January 1 through April 30, 2010**	**For the Year Ended December 31, 2009**
Interest expense	$ 1,044	$ 545	$ 713	$ 1,795

Foreign Currency Translations of Non-U.S. Denominated Financial Statements—In countries outside of the United States, we generally generate revenues and incur operating expenses denominated in local currencies. The predominant local currency of our operations outside of the United States is the Euro. The gains and losses that result from the process of translating foreign functional currency financial statements to U.S. dollars are included in Other Comprehensive Income (loss) in Stockholders' Equity. These translation adjustments may be significant in any given period, based on the fluctuations of the Euro relative to the U.S. Dollar. A decrease in the value of the U.S. dollar relative to the euro in 2011 resulted in a loss of $237 million. The net loss, which is reflected in the $237 million loss in Other Comprehensive Income on the Consolidated Statement of Stockholders' Equity at December 31, 2011, represents a net decrease in Comprehensive Income during 2011.

Overview of Results of Operations

2011 Versus 2010—Business conditions in 2011 were improved over 2010 despite a significant economic slowdown, particularly in Europe, in the fourth quarter 2011. Underlying business fundamentals in 2011 were similar to those experienced in 2010, including the low price of natural gas in North America relative to the global price of crude oil. In 2011, lower prices for natural gas-based liquid feedstocks, particularly ethane, relative to the prices of crude-oil based feedstocks, provided an advantage for producers with the capability to shift the raw material ratio between these raw material groups. Also in 2011, in an otherwise weak market, Gulf Coast refiners of heavy crude oil benefited from discounts on the price of heavy crude oil.

Although results were impacted by an economic slowdown in the fourth quarter, overall results for 2011 were strong in most of our businesses. The O&P—Americas segment benefited from strong margins for ethylene and ethylene co-products. Amid growing economic uncertainty in Europe, continued strong results for our differentiated PP compounding products coupled with earnings from our joint ventures enabled our O&P—EAI segment to maintain results at the 2010 level. I&D segment results were bolstered by strong product margins across most businesses, particularly BDO, EO and derivatives and acetyls, reflecting improved automotive and durable goods demand. The Refining and Oxyfuels segment results were higher primarily due to higher refining margins and higher crude processing rates at the Houston refinery and higher oxyfuels margins, which more than offset fourth quarter 2011 charges related to the suspension of operations at the Berre refinery and significantly lower fourth quarter refining margins. Results for our Technology segment were comparable in 2011 and 2010 as lower revenue recognized in 2011 from process licenses issued in prior years and higher R&D costs offset the effects of higher operating results for catalysts.

2010 Versus 2009—Global market conditions in 2010 improved from the weak conditions experienced throughout most of 2009 as demand in the durable goods sector, particularly the automotive markets, was higher than in 2009. As a result, demand and operating rates were higher in 2010 than in 2009. In addition, certain of our business segments benefited from planned and unplanned competitor operating disruptions, particularly during the second quarter 2010.

Excluding the impacts of fresh-start accounting discussed above, operating results in 2010 generally reflected higher product margins and higher sales volumes compared to 2009. Reliable operations and the effect of industry supply disruptions resulted in higher product margins and higher sales volumes in the O&P-Americas segment. Higher operating results in the O&P-EAI and the I&D businesses were primarily a reflection of higher sales volumes and higher product margins due to improvement in the durable goods markets, especially the automotive market. The Refining and Oxyfuels segment results were higher in 2010 primarily due to higher refining margins at the Houston refinery. Lower licensing revenue contributed to lower results in the Technology segment.

Results of operations for the Successor and Predecessor periods discussed in these “Results of Operations” are presented in the table below.

	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Sales and other operating revenues	$ 51,035	$ 27,684	$13,467	$ 30,828
Cost of sales	45,913	24,767	12,414	29,516
Selling, general and administrative expenses	928	564	308	850
Research and development expenses	196	99	55	145
Operating income	3,998	2,254	690	317
Interest expense	(1,044)	(545)	(713)	(1,795)
Interest income	38	17	5	18
Other income (expense), net	25	(103)	(265)	320
Income (loss) from equity investments	216	86	84	(181)
Reorganization items	(45)	(23)	7,388	(2,961)
Provision for (benefit from) income taxes	1,048	170	(1,315)	(1,411)
Income from discontinued operations, net of tax	—	64	—	—
Net income (loss)	$ 2,140	$ 1,580	$ 8,504	$ (2,871)

Segment operating results discussed below are reviewed for the Successor period using the LIFO method of accounting for inventory and were reviewed for the Predecessor periods on a current cost basis.

RESULTS OF OPERATIONS

Revenues—We had revenues of $51,035 million in 2011, $41,151 million in 2010 and $30,828 million in 2009. Revenues increased $9,884 million, or 24%, in 2011 compared to 2010. Higher average sales prices, which reflect higher raw material costs, improved supply/demand fundamentals in the O&P-Americas and I&D segments and higher refining margins at our Houston refinery were responsible for a 20% increase in revenues. The effect of higher sales volumes, primarily at the Houston refinery, was responsible for a 4% increase in revenues.

Revenues in 2010 increased $10,323, or 33%, compared to 2009. Higher average product sales prices were responsible for nearly all of the 33% revenue increase in 2010. A slight 1% increase in revenues resulting from the effect of higher sales volumes in 2010 compared to 2009 was mostly offset by lower licensing revenue in the Technology segment. Higher crude-oil and natural gas prices also contributed to the increase in average sales prices in 2010.

Cost of Sales—Cost of sales were $45,913 million in 2011, $37,181 million in 2010 and $29,516 million in 2009. The $8,732 million increase in cost of sales in 2011 was primarily due to higher raw material costs, which reflect the effects of higher prices for crude oil and other hydrocarbons compared to 2010. Cost of sales for 2011 includes charges totaling $191 million, primarily relating to the estimated cost of a social plan associated with the suspension of operations at our Berre refinery, impairments of assets, and increases in environmental liabilities and asset retirement obligations. These charges were partially offset by a benefit from $187 million of lower depreciation and amortization in 2011 compared to 2010, primarily due to the $7,474 million write-down of Property, Plant and Equipment associated with the April 2010 revaluation of our assets in fresh-start accounting. The 2010 Successor period included a $64 million non-cash charge as a change in estimate related to a dispute that arose during the third quarter 2010 over an environmental liability.

The $7,665 million increase in cost of sales in 2010, compared to 2009, was primarily due to higher raw material costs, which reflect the effects of higher crude oil and natural gas liquids-based raw material prices, as well as the effect of higher sales volumes. Cost of sales in the Successor period also included the $64 million change in estimate described above. Lower depreciation and amortization expense of $630 million due to the write-down of Property, plant, and equipment associated with the revaluation of our assets in fresh-start accounting partially offset the higher costs in the Successor Period. The Predecessor period in 2010 included a charge of $23 million for plant closure and other costs related to a polypropylene plant in Terni, Italy.

SG&A Expenses—Selling, general and administrative ("SG&A") expenses were $928 million in 2011, $872 million in 2010 and $850 million in 2009. The $56 million increase in 2011 reflects charges associated with activities to reorganize certain functional organizations and incentive compensation related to the special dividend paid in December 2011. These increases were partially offset by lower employee-related expense associated with the lower headcount in 2011.

Operating Income—The Company had operating income of $3,998 million, $2,944 million and $317 million in 2011, 2010 and 2009, respectively. Results for the underlying operations of the Company increased in 2011 compared to 2010 despite a significant decrease in operating results in the fourth quarter 2011. The increase primarily reflects higher product margins for ethylene, butanediol, EO and derivatives and acetyls as well as higher refining margins at our Houston refinery. Operating results for 2011 include charges totaling $307 million primarily related to the estimated cost of a social plan associated with the suspension of operations at our Berre refinery, activities to reorganize certain functional organizations, impairments of assets, and increases in environmental liabilities and asset retirement obligations. These charges were partially offset by benefits of $90 million related to the sale of excess precious metals and proceeds from insurance and other settlements.

The results of our underlying operations improved in 2010, compared to 2009, reflecting higher product margins and the effect of higher sales volumes as demand increased due to improved global market conditions, particularly in the first half of the year compared to the same periods in 2009 when demand was very weak. Operating results in the 2010 Successor period were negatively impacted by non-cash charges described above of $64 million and $42 million, respectively, related to a change in estimate associated with a dispute over an environmental liability and the adjustment of inventory to the lower of cost or market.

Operating results in 2011 and in the 2010 Successor period also benefited from lower depreciation and amortization expense of $192 million and $651 million, respectively, primarily due to the write-down of Property, plant, and equipment associated with the revaluation of our assets in fresh-start accounting in April 2010. Operating results for each of our business segments are reviewed further in the "Segment Analysis" section below.

Interest Expense—Interest expense was $1,044 million in 2011, $1,258 million in 2010 and $1,795 million in 2009. The $214 million decrease in interest expense in 2011 reflects the repayment of $4,288 million principal amount of debt since the beginning of the fourth quarter 2010, partially offset by $443 million of prepayment premiums and unamortized debt issuance cost write-offs related to the 2011 repayments. The prepayment of debt in 2011 included $1,731 million of our 8% senior notes, $1,319 million of our 11% senior notes and the remaining $5 million outstanding under our Senior Term Loan Facility. Interest expense for 2011 also includes interest on our newly issued 6% senior notes due 2021.

Interest expense was $537 million lower in 2010 compared to 2009, primarily due to the repayment or discharge of debt on the Emergence Date in accordance with the Plan of Reorganization, upon which interest was accruing during the bankruptcy, and the repayment of $1,233 million of debt in the fourth quarter 2010. This decrease in interest expense was partially offset by interest expense on the debt incurred as part of the emergence financing (see Note 12 to the Consolidated Financial Statements) and $26 million of charges related to the prepayment of $769 million of debt in December 2010. The prepayment of debt included $275 million of our 8% senior secured notes and $494 million of the senior secured term loan facility in December 2010. We also repaid $464 million under the accounts receivable securitization facility and accounts receivable factoring agreement during October and November of 2010.

Other Income (Expense), net—The Company had other income, net, of $25 million in 2011, other expense, net, of $368 million in 2010 and other income, net, of $320 million in 2009. Other income, net, in 2011 included gains of $41 million related to the sale of excess precious metals, $15 million related to the sale of scrap at one of our plants and $15 million related to a settlement associated with the July 2008 crane incident at our Houston refinery. These gains were partially offset by the negative effect of the $37 million fair value adjustment of the warrants to purchase our shares and $17 million of foreign exchange losses.

Other expense, net, in 2010 included the negative effect of the fair value adjustment of the warrants to purchase our shares of $114 million and foreign exchange losses of $240 million. In 2009 the Company recognized involuntary conversion gains of $120 million, representing partial insurance settlements of claims related to damages sustained in 2005 at the polymers plant in Münchsmünster, Germany, and foreign exchange gains of $123 million as a result of changes in currency exchange rates. Other income, net, in 2009 also included benefits totaling $72 million resulting from indemnification payments received from previous plant owners for employee benefit and environmental remediation costs related to plant closures and a $15 million gain related to settlement of a U.K. pension claim.

The foreign exchange loss of $240 million in 2010 and gain of $123 million in 2009 were primarily the result of the revaluation of third party debt of certain of the Company's subsidiaries due to changes in the foreign exchange rates in effect during those periods. Such debt was denominated in currencies other than the functional currencies of the subsidiaries and was refinanced upon emergence from bankruptcy.

Income (Loss) from Equity Investments—The Company had income from equity investments totaling $216 million in 2011, $170 million in 2010 and a loss from equity investments of $181 million in 2009. The increase of $46 million in 2011 primarily reflects the addition of capacity at our HMC joint venture in late 2010 and the operations of our joint venture in Ningbo, China, which commenced operations in June 2010. The benefit of these joint ventures was partially offset by lower results of our joint venture located in Poland.

Income from equity investments in 2010 benefited from the operations of our SEPC joint venture, which commenced operations in June 2009, and from a new polypropylene plant operated by our HMC Polymers Company Ltd. joint venture that commenced operations in October 2010. The loss from equity investments in 2009 included a $228 million charge for impairment of the carrying value of the Company's investments in certain joint ventures.

Reorganization Items—The Company had reorganization expense of $45 million in 2011, income from reorganization items totaling $7,365 million in 2010 and reorganization expense of $2,961 million in 2009. Reorganization items in 2011 include charges totaling $32 million related to an estimated claim associated with a lawsuit filed by BASF. For additional information related to this claim, see Note 18 to the Consolidated Financial Statements.

Gains from reorganization items in the 2010 Predecessor period included gains totaling $13,617 million related to settlement of liabilities subject to compromise, deconsolidation of entities upon emergence, adjustments related to rejected contracts, and a reduction of environmental remediation liabilities. These gains were partially offset by a charge of $6,278 million related to the changes in net assets resulting from the application of fresh-start accounting and by several one-time emergence costs, including the success and other fees earned by certain professionals upon the Company's emergence from bankruptcy, damages related to the rejection of executory contracts and plant closure costs. Reorganization items expense in the 2010 Successor period is primarily related to professional fees.

The 2009 period included charges for the write off of assets associated with a lease rejection; damage claims related to certain executory contracts; the net write off of unamortized debt issuance costs, premiums and discounts; environmental liabilities; professional fees associated with the chapter 11 proceedings; shutdown costs related primarily to the shutdown of its olefins plant at Chocolate Bayou, Texas and the long-term idling of its ethylene glycol facility in Beaumont, Texas; as well as employee severance and other costs. For additional information on reorganization items, see Note 22 to the Consolidated Financial Statements.

Income Tax—Our effective income tax rate of 32.9% in 2011 resulted in a tax provision of $1,048 million on pre-tax income of $3,188 million. In the eight months ended December 31, 2010, the Successor recorded a tax provision of $170 million, representing an effective tax rate of 10.1% on pre-tax income of $1,686 million. In the four months ended April 30, 2010, the Predecessor recorded a tax benefit of $1,315 million, representing a negative effective tax rate of 18.3% on pre-tax income of $7,189 million. During 2009, the Predecessor recorded a tax benefit of $1,411 million, representing an effective tax rate of 32.9% on a pre-tax loss of $4,282 million.

The effective income tax rate for the twelve months ended December 31, 2011 was lower than the U.S. statutory tax rate of 35% primarily due to the effect of income being taxed in countries with lower statutory income tax rates and favorable permanent deductions related to certain or our notional royalties, equity earnings and the U.S. domestic production activity deduction. The provision for the 2010 Successor period differs from the U.S. statutory income tax rate of 35% primarily due to the fact that in several countries the Company generated either income with no tax expense or losses where we recorded no tax benefit due to valuation allowances on our deferred tax assets in those countries. The tax provision for the 2010 Predecessor period was significantly lower than the U.S. statutory income tax rate primarily because a substantial portion of the pre-tax gain from the discharge of pre-petition liabilities was not subject to income tax. This benefit was partially offset by restructuring charges for which no tax benefit was provided. The tax benefit recorded for 2009 was lower than the U.S. statutory income tax rate of 35% primarily due to operations in non-US jurisdictions with rates lower than the U.S. statutory rate. This benefit was partially offset by restructuring costs for which no tax benefit was provided.

Income (Loss) from Continuing Operations—Income from continuing operations was $2,140 million in 2011 and $10,020 million in 2010 and losses from continuing operations were $2,871 million in 2009. The following table summarizes the major components contributing to the income (loss) from continuing operations:

	Successor		Predecessor	
Millions of dollars	**For the Year Ended December 31, 2011**	**May 1 through December 31, 2010**	**January 1 through April 30, 2010**	**For the Year Ended December 31, 2009**
Operating income	$ 3,998	$ 2,254	$ 690	$ 317
Interest expense, net	(1,006)	(528)	(708)	(1,777)
Other income (expense), net	25	(103)	(265)	320
Income (loss) from equity investments	216	86	84	(181)
Reorganization items	(45)	(23)	7,388	(2,961)
Provision for (benefit from) income taxes	1,048	170	(1,315)	(1,411)
Net income (loss) from continuing operations	$ 2,140	$ 1,516	$ 8,504	$ (2,871)

In 2009, the loss from equity investments for the O&P—EAI segment included charges of $228 million for impairment of the carrying value of the Company's equity investments in certain joint ventures (see Note 9 to the Consolidated Financial Statements).

The table below summarizes items of special note with regards to our income (loss) from continuing operations for the periods shown:

Millions of dollars	Successor: For the Year Ended December 31, 2011	Successor: May 1 through December 31, 2010	Predecessor: January 1 through April 30, 2010	Predecessor: For the Year Ended December 31, 2009
Pretax charges (benefits):				
Charges and premiums related to prepayment of debt	$ 443	$ 26	$ —	$ —
Berre refinery closure costs consisting primarily of the social plan	136	—	—	—
Reorganization items	45	23	(7,388)	2,961
Corporate restructurings	93	—	—	—
Impairments	52	28	9	245
Sale of precious metals	(41)	—	—	—
Warrants – fair value adjustment	37	114	—	—
Gain related to insurance settlements	(34)	—	—	(120)
Environmental accruals	16	—	—	—
Settlement related to Houston refinery crane incident	(15)	—	—	—
Asset retirement obligation	10	—	—	—
Charge related to dispute over environmental liability	—	64	—	—
Gain on sale of Flavors and Fragrance business	—	(64)	—	—
Inventory valuation adjustments	—	42	—	127
Total pretax income effect	742	233	(7,379)	3,213
Tax effect of above items	(175)	(48)	(1,260)	(1,133)
Total	$ 567	$ 185	$ (8,639)	$ 2,080

Impairments in 2009 include an immaterial adjustment related to prior periods which increased income from operations and net income for the three-month period ended December 31, 2009, by $65 million. The adjustment related to an overstatement of goodwill impairment in 2008.

Income from Discontinued Operations, Net of Tax—The Company had income from discontinued operations of $64 million in the 2010 Successor period related to the sale of its Flavor and Fragrance chemicals business.

Fourth Quarter 2011 versus Third Quarter 2011—The Company had a net loss of $218 million in the fourth quarter compared to net income of $895 million in the third quarter. The fourth quarter net loss reflected pretax charges totaling $614 million related to the early repayment of debt, reorganization items, the anticipated cost of the social plan related to the suspension of operations at the Berre refinery, corporate restructurings, environmental charges and fair value adjustment of our outstanding warrants. These fourth quarter charges were partially offset by a $15 million pretax settlement related to the 2008 crane collapse at our Houston refinery. Net income in the third quarter reflected pretax charges totaling $81 million related to compensation expense, impairment of an R&D project in Europe, an asset retirement obligation associated with our Berre refinery and activities to reorganize certain functional organizations in Europe. These charges were partially offset by benefits totaling $44 million, including the fair value adjustment of our outstanding warrants.

Apart from these items, the net loss in the fourth quarter reflected a decline in operating results in all but our Technology segment, which experienced comparable results to the third quarter. The Refining and Oxyfuels segment reflected the effect of significantly lower refining margins, especially at the Houston refinery. Results for our O&P—EAI and I&D segments reflected the effect of poor European economic conditions and a yearend slowdown as margins and volumes for most products declined. The O&P—Americas segment primarily reflected the decline in the average sales prices for ethylene co-products and ethylene. The effect of the decline in operating results was partially offset by a $92 million tax benefit in the fourth quarter compared to a $489 million provision for income taxes in the third quarter. The $581 million decrease in tax expense was primarily attributable to lower actual earnings coupled with an increase in the favorable permanent deductions related to notional royalties, equity earnings and the U.S. domestic production activity deduction (Section 199) offset with a reduction in the release of foreign valuation allowances.

Segment Analysis

Our operations are in five reportable segments: O&P—Americas; O&P—EAI; I&D; Refining and Oxyfuels; and Technology. These operations comprise substantially the same businesses owned and operated by LyondellBasell AF prior to the Company's emergence from bankruptcy. However, for accounting purposes, the operations of LyondellBasell AF are deemed to have ceased on April 30, 2010 and LyondellBasell N.V. is deemed to have begun operations on that date. The results of operations for the Successor are not comparable to the Predecessor due to adjustments made under fresh-start accounting as described in "Overview." The impact of these items is addressed in the discussion of each segment's results below.

The following tables reflect selected financial information for our reportable segments. Operating income (loss) for segment reporting is on a LIFO basis for the Successor and on a current cost basis for the Predecessor.

Millions of dollars	Successor		Predecessor	
	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Twelve Months Ended December 31, 2009
Sales and other operating revenues:				
O&P – Americas segment	$ 14,880	$ 8,406	$ 4,183	$ 8,614
O&P – EAI segment	15,460	8,729	4,105	9,401
I&D segment	6,487	3,754	1,820	3,778
Refining and Oxyfuels segment	20,733	10,321	4,748	12,078
Technology segment	506	365	145	543
Other, including intersegment eliminations	(7,031)	(3,891)	(1,534)	(3,586)
Total	$ 51,035	$ 27,684	$13,467	$ 30,828
Operating income (loss):				
O&P – Americas segment	$ 1,857	$ 1,043	$ 320	$ 169
O&P – EAI segment	475	411	115	(2)
I&D segment	862	512	157	250
Refining and Oxyfuels segment	718	241	(99)	(357)
Technology segment	107	69	39	210
Other, including intersegment eliminations	(21)	(22)	(41)	18
Current cost adjustment	—	—	199	29
Total	$ 3,998	$ 2,254	$ 690	$ 317
Income (loss) from equity investments:				
O&P – Americas segment	$ 21	$ 16	$ 5	$ 7
O&P – EAI segment	168	68	80	(172)
I&D segment	27	2	(1)	(16)
Total	$ 216	$ 86	$ 84	$ (181)

Olefins and Polyolefins—Americas Segment

2011 Versus 2010—The U.S. ethylene industry continued to benefit from processing natural gas liquids in 2011. The cost of ethylene produced from natural gas liquids continues to be lower compared to that produced from crude oil-based liquids, which is the predominant feedstock used in the rest of the world. Ethylene margins remained strong in 2011 primarily due to advantaged prices for ethane, which was the favored feedstock. Co-product sales prices, which remained high in 2011 despite a fourth quarter decline, also contributed to the strength of ethylene margins. Market demand for polyethylene was relatively unchanged in 2011, but higher prices driven by increased raw material costs dampened demand for U.S. polypropylene.

Operating results for 2011 and the 2010 Successor period include the impacts of fresh-start accounting, including the benefit of lower depreciation and amortization expense related to the write-down of segment assets. The 2010 Successor period also includes the negative impact of a non-cash charge to adjust inventory to market value (see “Results of Operations-Cost of Sales”).

2010 Versus 2009—Market demand in the U.S. for ethylene was higher in 2010 compared to 2009. As a result of higher industry operating rates compared to rates experienced during 2009, ethylene margins were higher as benchmark sales prices increased significantly more than the benchmark weighted average costs of ethylene production. Sales of polyolefins in 2010 were comparable to 2009 although producers favored domestic market sales over exports due to improved domestic demand.

Operating results for 2010 primarily reflected strong demand and higher margins for ethylene due to improved economic conditions in 2010 and unplanned operating issues and turnarounds at competitor facilities in the first half of the year. Polypropylene results were also higher in 2010 compared to 2009 as U.S. economic conditions improved. Demand for polyethylene in 2010 was comparable to 2009. Operating results for the Successor period reflect the impacts of the Company's reorganization and fresh-start accounting, including a non-cash charge to adjust inventory to market value and the benefit of lower depreciation and amortization expense related to the write-down of segment assets (see "Results of Operations—Cost of Sales"). The net effect of these items contributed to the significantly improved results of operations in the 2010 Successor periods compared to the twelve months of 2009.

Ethylene Raw Materials—Benchmark crude oil and natural gas prices generally have been indicators of the level and direction of the movement of raw material and energy costs for ethylene and its co-products in the O&P—Americas segment. Ethylene and its co-products are produced from two major raw material groups:

- crude oil-based liquids ("liquids" or "heavy liquids"), including naphtha, condensates, and gas oils, the prices of which are generally related to crude oil prices; and
- natural gas liquids ("NGLs"), principally ethane and propane, the prices of which are generally affected by natural gas prices.

Although the prices of these raw materials are generally related to crude oil and natural gas prices, during specific periods the relationships among these materials and benchmarks may vary significantly.

In the U.S., we have a significant capability to shift the ratio of raw materials used in the production of ethylene and its co-products to take advantage of the relative costs of heavy liquids and NGLs.

Production economics for the industry continued to favor NGLs in 2011. As a result, we further increased our use of NGLs and reduced liquids consumption at our U.S. plants. During 2011, approximately 75% of our U.S. ethylene production was produced from NGLs compared to 70% in 2010.

The following table shows the average U.S. benchmark prices for crude oil and natural gas for the applicable periods, as well as benchmark U.S. sales prices for ethylene and propylene, which we produce and sell or consume internally, and certain polyethylene and polypropylene products. The benchmark weighted average cost of ethylene production, which is reduced by co-product revenues, is based on CMAI's estimated ratio of heavy liquid raw materials and NGLs used in U.S. ethylene production.

	Average Benchmark Price and Percent Change Versus Prior Year Period Average					
	Year Ended December 31,			Year Ended December 31,		
	2011	2010	Change	2010	2009	Change
Crude oil (WTI)—dollars per barrel	95.1	79.6	20%	79.6	62.1	28%
Natural gas (Henry Hub) dollars per million BTUs	4.1	4.5	(8)%	4.5	3.8	19%
United States—cents per pound:						
Weighted average U.S. cost of ethylene production	35.6	30.0	19%	30.0	26.2	14%
Ethylene	54.3	45.9	18%	45.9	33.9	35%
Polyethylene (HD)	89.4	82.2	9%	82.2	66.5	24%
Propylene - polymer grade	73.3	59.6	23%	59.6	37.9	57%
Polypropylene	100.5	86.0	17%	86.0	64.4	34%

The following table sets forth the O&P—Americas segment's sales and other operating revenues, operating income, income from equity investments and selected product sales volumes.

	Successor		Predecessor	
Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	Year Ended December 31, 2009
Sales and other operating revenues	$ 14,880	$ 8,406	$ 4,183	$ 8,614
Operating income	1,857	1,043	320	169
Income from equity investments	21	16	5	7
Production Volumes, in millions of pounds				
Ethylene	8,353	5,585	2,768	8,129
Propylene	2,907	1,998	1,019	2,913
Sales Volumes, in millions of pounds				
Polyethylene	5,493	3,704	1,765	5,472
Polypropylene	2,471	1,735	836	2,416

Revenues—Revenues increased by $2,291 million, or 18%, in 2011 compared to 2010. Higher average sales prices for most products in 2011 were responsible for revenue increases of 22% while lower sales volumes reduced revenues by 4% in 2011 compared to 2010. An improved supply/demand balance and higher crude-oil based raw material costs were reflected in the higher average sales prices in 2011.

Revenues in 2010 increased by $3,975 million, or 46%, compared to 2009, primarily as a result of significantly higher average sales prices. The increased sales prices in the 2010 periods reflect an increase in demand resulting from improved economic conditions and the effect of constrained supply due to operating issues and turnarounds at competitor plants.

Operating Income—Operating results reflected an increase of $494 million in 2011 compared to 2010 and an increase of $1,194 million in 2010 compared to 2009.

The $494 million increase in operating results for 2011 was primarily due to higher ethylene product margins, which were partially offset by lower product margins for polyethylene and polypropylene and the effect of lower ethylene and polypropylene sales volumes. The higher ethylene margins reflected increases in the average sales prices of ethylene and ethylene co-products during 2011, which more than offset increases in raw material prices. Polyethylene and polypropylene product margins were lower in 2011 compared to 2010 as increases in raw material costs outpaced the increases in average sales prices. Operating results for 2011 were negatively impacted by a major turnaround at our Channelview plant and a utility supplier outage at our Morris, Illinois facility as well as planned and unplanned outages at our polypropylene plants. Operating results for 2011 benefited from $64 million of lower depreciation expense compared to 2010 as a result of the application of fresh-start accounting and the revaluation of our assets, while the 2010 Successor period results were negatively impacted by a $34 million non-cash charge to adjust inventory to market value.

The underlying operations increased in 2010 compared to 2009, primarily due to higher product margins for ethylene as higher average sales prices for ethylene and its co-products more than offset higher raw material costs. In addition, the effect of higher polypropylene sales volumes during 2010 partially offset the effect of higher utility, planned maintenance and other costs. Operating results for the 2010 Successor period were impacted by the non-cash inventory charge described above. Lower depreciation and amortization expense of $204 million in 2010 compared to 2009, was primarily the result of the write-down of Property, plant, and equipment associated with the revaluation of our assets in fresh-start accounting.

Fourth Quarter 2011 versus Third Quarter 2011—Operating income decreased from $599 million in the third quarter to $328 million in the fourth quarter. The decrease in fourth quarter operating results reflects lower product margins across all businesses, primarily ethylene, and the effect of lower ethylene sales volumes. The lower ethylene margins are primarily the result of a decline in the average sales prices for ethylene co-products and ethylene from those experienced in the third quarter. An economic slowdown during the fourth quarter led to lower demand resulting in a decrease in ethylene sales volumes. The lower product margins for polyethylene and polypropylene reflect the effect of lower prices of ethylene and propylene, respectively, which were both outpaced by the decrease in average sales prices. Polyolefins sales volumes were relatively unchanged in the fourth quarter, compared to the third quarter.

Olefins and Polyolefins—Europe, Asia and International Segment

2011 Versus 2010—Market conditions, which were strong in the first half of 2011, began to deteriorate in the third quarter and continued to decline rapidly in the fourth quarter of 2011. The decline was most evident in the slowdown experienced in Europe amid uncertainty and poor economic conditions. An industry wide inventory adjustment that occurred during the fourth quarter 2011 as producers drew down existing inventories led to a decline in prices from the high levels experienced earlier in the year. Despite lower market demand for ethylene in 2011, industry margins for ethylene expanded as benchmark average sales prices increased more than the benchmark weighted average cost of ethylene production. Market demand for polyolefins was lower in 2011 compared to 2010.

Despite a lower second half of 2011, operating results in 2011 for the O&P—EAI segment reflected higher product margins for ethylene and especially butadiene, and higher sales volumes across most products compared to 2010. Segment results in 2011 also benefited from the continued strong performance of our joint ventures and our PP compounding business. Results for the 2010 Successor period include the negative impact of a charge related to a change in estimate associated with a dispute over environmental indemnity, while 2011 results include charges associated with activities to reorganize certain functional organizations and for increased environmental liabilities at our Wesseling, Germany site (see “Results of Operations-Cost of Sales”).

2010 Versus 2009—Market demand in Europe was generally higher in 2010 compared to 2009 as planned and unplanned outages resulted in reduced supply and higher operating results in the second and third quarters of 2010. Ethylene margins expanded as benchmark average sales prices increased more than the benchmark weighted average cost of ethylene production. Global polyolefin markets also improved in 2010 compared to 2009. The improvement in polypropylene and LDPE reflected tight supply conditions amid planned and unplanned industry outages throughout 2010.

Operating results for the 2010 periods reflected higher product margins for both olefins and polyolefins. Higher sales volumes for PP Compounds and polypropylene in 2010 compared to 2009 reflect higher demand, primarily from the automotive industry. Operating results for the Successor period also reflected the impacts of fresh-start accounting, including the benefit of lower depreciation and amortization expense related to the write-down of segment assets (see "Results of Operations – Cost of Sales").

Ethylene Raw Materials—In Europe, heavy liquids are the primary raw materials for our ethylene production.

The following table shows the average West Europe benchmark prices for Brent crude oil for the applicable periods, as well as benchmark Western Europe prices for ethylene and propylene, which we produce and consume internally or purchase from unrelated suppliers, and certain polyethylene and polypropylene products.

	Average Benchmark Price and Percent Change Versus Prior Year Period Average					
	Year Ended December 31,			Year Ended December 31,		
	2011	2010	Change	2010	2009	Change
Brent crude oil—dollars per barrel	110.7	80.8	37%	80.8	68.3	18%
Western Europe benchmark prices weighted average cost of ethylene production - €0.01 per pound	36.5	29.5	24%	29.5	23.8	24%
Ethylene	51.7	43.2	20%	43.2	33.4	29%
Polyethylene (high density)	61.6	52.5	17%	52.5	42.9	22%
Propylene	50.7	42.4	20%	42.4	27.7	53%
Polypropylene (homopolymer)	63.9	57.7	11%	57.7	39.9	45%
Average Exchange Rate—$US per €	1.3992	1.3205	6%	1.3205	1.3972	(5)%

The following table sets forth the O&P—EAI segment's sales and other operating revenues, operating income, income from equity investments and selected product production and sales volumes.

	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Sales and other operating revenues	$ 15,460	$ 8,729	$ 4,105	$ 9,401
Operating income (loss)	475	411	115	(2)
Income (loss) from equity investments	168	68	80	(172)
Production volumes, in millions of pounds				
Ethylene	3,729	2,502	1,108	3,503
Propylene	2,286	1,584	661	2,149
Sales volumes, in millions of pounds				
Polyethylene	5,143	3,402	1,658	4,815
Polypropylene	6,624	4,906	2,117	6,156

Revenues—Revenues for 2011 increased by $2,626 million, or 20%, compared to revenues for 2010, and revenues for 2010 increased by $3,433 million, or 37%, compared to revenues for 2009.

The increase in 2011 revenues, compared to 2010, was due to higher average product sales prices, which were mainly driven by higher raw material costs. Sales volumes in 2011 decreased slightly as a decline in polypropylene sales was offset by increases in other product areas, but sales volumes in the second half of 2011 were significantly lower than in the first half of the year. Overall, the change in 2011 sales volumes did not have a material impact on revenues. Higher average product sales prices across most products, particularly ethylene, butadiene, polyethylene and polypropylene, were responsible for a 25% increase in 2010 revenues compared to 2009. The remaining 12% increase was due to the effect of higher sales volumes, particularly polypropylene, including Catalloy and PP Compounds.

Operating Income—Operating results decreased $51 million in 2011, compared to 2010. Operating results for 2011 include the impact of charges associated with activities to reorganize certain functional organizations and for increased environmental liabilities at our Wesseling, Germany site. Operating results for the Successor period in 2010 were negatively impacted by a charge associated with a change in estimate that arose during the third quarter 2010 over an environmental indemnity. Apart from the items discussed above, results for the underlying operations in 2011 and 2010 were comparable.

Business results in 2011 primarily reflected higher product margins for butadiene, ethylene, and to a lesser extent, PP compounds, and the effect of slightly higher ethylene sales volumes. These improvements were substantially offset by lower product margins for polypropylene and polyethylene reflecting higher monomer prices compared to those experienced in 2010 and higher freight and distribution and other costs. The strength in butadiene margins reflects strong global demand coupled with constrained supply as a result of a preference for NGL olefins feedstocks, which produce less butadiene than liquid feedstocks, in North America.

Operating results increased $528 million in 2010 compared to 2009. Underlying operating results were higher in 2010, compared to 2009, primarily as a result of higher product margins for ethylene, butadiene, polypropylene and polyethylene, mainly LDPE. Fixed costs were also higher in 2010 compared to 2009, reflecting costs related to our maintenance program and the start-up of the polymers plant in Münchmünster, Germany. Operating results for 2010 were negatively impacted by a $35 million charge associated with the change in estimate described above. Lower depreciation and amortization expense of $62 million in 2010 compared to 2009 was primarily a result of our write-down of Property, plant and equipment associated with the revaluation of our assets in fresh-start accounting.

Income (loss) from equity investments—Income from equity investments increased $20 million in 2011 compared to 2010 and increased $320 million from 2010 to 2009. The increase in equity income in 2011 primarily reflects the addition of capacity at our HMC joint venture in late 2010, partially offset by lower results for our joint venture located in Poland. We received dividends of $181 million and $40 million from our equity investments in 2011 and 2010, respectively. Income in 2009 reflected after-tax impairments of $228 million related to certain joint ventures and was as a result of weak current and projected market conditions at the time.

Fourth Quarter 2011 versus Third Quarter 2011—An operating loss of $55 million was incurred in the fourth quarter compared to operating income of $144 million in the third quarter. The $199 million decrease in operating results in the fourth quarter is primarily attributable to lower product margins and the effect of lower sales volumes across all businesses except for PP compounding. Softness in the European market during the fourth quarter 2011 was reflected in a decrease in product margins for olefins and in some reduction of the strong margins previously realized for butadiene. Fourth quarter operating results for the polyolefins businesses primarily reflected lower polyethylene margins. The overall performance of the PP compounding and Catalloy businesses remain strong despite a slight decrease in fourth quarter results compared to the third quarter.

Intermediates and Derivatives Segment

2011 Versus 2010—The demand for Intermediates & Derivatives products remained strong in the first nine months of 2011. Significant scheduled maintenance turnarounds at two facilities commenced at the end of the third quarter 2011 and continued into the fourth quarter. As the facilities returned to full operations in the fourth quarter, demand eroded, particularly in Europe. The decrease in demand reflected typical seasonal declines as well as a weak start to the winter aircraft deicing season. I&D segment results for 2011 reflected higher margins in most product areas, especially in butanediol ("BDO"), acetyls, isobutylenes and in EO and derivatives. Operating results for 2011 reflected the impacts of fresh-start accounting, including the benefit of lower depreciation and amortization expense for 2011 related to the write-down of segment assets. The 2010 Successor period includes the negative impact of a non-cash charge to adjust inventory to market value. See "Results of Operations—Cost of Sales." Operating results for 2010 also included the operations of our Flavors and Fragrances business that was sold in December 2010.

2010 Versus 2009—Market demand for I&D products improved in 2010 primarily due to the recovery of the automotive industry and planned and unplanned industry outages during 2010 which tightened industry supply. Demand in the Intermediates market returned to at or above pre-recession levels in 2010.

Operating results for 2010 primarily reflected higher sales volumes across most products compared to 2009. The propylene oxide business benefited from planned and unplanned competitor downtime in the first half of 2010 as the market for durable goods end-uses strengthened. Operating results for the Successor periods reflected the impacts of fresh-start accounting, including a non-cash charge, in the second quarter 2010, to adjust inventory to market value that was offset by the benefit of lower depreciation and amortization expense related to the write-down of segment assets (see "Results of Operations—Cost of Sales").

The following table sets forth the I&D segment's sales and other operating revenues, operating income, income from equity investments and selected product sales volumes.

	Successor		Predecessor	
Millions of dollars	**For the Year Ended December 31, 2011**	**May 1 through December 31, 2010**	**January 1 through April 30, 2010**	**For the Year Ended December 31, 2009**
Sales and other operating revenues	$ 6,487	$ 3,754	$ 1,820	$ 3,778
Operating income	862	512	157	250
Income (loss) from equity investments	27	2	(1)	(16)
Sales Volumes, in millions of pounds				
PO and derivatives	3,103	2,248	1,134	2,695
EO and derivatives	1,100	614	358	1,063
Styrene	3,065	2,023	858	2,291
Acetyls	1,637	1,189	518	1,682
TBA intermediates	1,795	1,208	613	1,381

Revenues—Revenues for 2011 increased $913 million, or 16%, compared to 2010, reflecting higher average sales prices across all businesses and the effect of higher sales volumes for EO, EG and styrene, which more than offset declines in volumes for PO & derivatives, acetyls and isobutylenes. Increased demand in the Asian automotive and polyester markets and the effect of competitor outages on supply were partially responsible for the higher average sales prices in 2011. The sales volumes changes reflected the effects of the scheduled maintenance turnarounds at two of our facilities in the fourth quarter 2011, higher production from the EO/EG facility in a strong global market for most of the year, and the year end slowdown experienced primarily in Europe. The higher average sales prices resulted in a revenue increase in 2011 of 16%, while higher sales volumes resulted in a revenue increase of 3%. Revenues of our Flavors and Fragrance chemicals business, which was sold in December 2010, comprised 3% of total revenues in 2010.

Revenues for 2010 increased $1,796 million, or 48%, compared to revenues for 2009. The increase in revenue in 2010 compared to 2009 reflected increased demand in 2010 leading to higher sales volumes and higher average sales prices across most products, particularly PO, BDO, PG, TBA, and styrene. The higher average product sales prices were responsible for a 28% revenue increase. Higher sales volumes for all but EO and EG, were responsible for the remaining 20% increase in revenues. EO and EG sales volumes were lower in 2010 due to planned and unplanned maintenance activities during the latter half of 2010.

Operating Income—Operating results increased $193 million in 2011, compared to 2010. The increase in operating results primarily reflected higher product margins across all business products, especially in PO derivatives. Improved automotive and other durable goods demand and competitor outages contributed to favorable supply/demand fundamentals as prices outpaced increased raw material costs. Operating results in 2011 benefited from lower depreciation and amortization expense of $30 million compared to 2010, primarily due to the write-down of Property, plant and equipment associated with the revaluation of our assets in fresh-start accounting. Operating results for 2010 also included the results of the Flavors & Fragrance chemicals business which was sold in December 2010. The operating results for the 2010 Successor period were negatively impacted by an $8 million non-cash charge to adjust inventory at December 31, 2010 to market, which was lower than the value at April 30, 2010 applied during fresh-start accounting.

Operating results, which increased $419 million in 2010, compared to 2009, include the non-cash charge to adjust inventory described above. Lower depreciation and amortization expense of $104 million in 2010 compared to 2009 was primarily the result of our write-down of Property, plant and equipment associated with the revaluation of our assets in fresh-start accounting. The remaining increases in 2010 primarily reflected the favorable effect of significantly higher sales volumes for PO and PO derivatives, TBA and styrene. Lower product margins for styrene and TBA and derivatives more than offset higher product margins for acetyls, EO and EG.

Fourth Quarter 2011 versus Third Quarter 2011—Operating income was $134 million in the fourth quarter compared to $259 million in the third quarter. Fourth quarter results reflect a decrease in demand as economic conditions in Europe weakened and unseasonably warm weather conditions reduced demand for aircraft deicing products. These fundamentals combined with scheduled maintenance turnarounds contributed to the lower fourth quarter 2011 volumes for the PO, acetyls and TBA and intermediates businesses.

Refining and Oxyfuels Segment

2011 Versus 2010—Benchmark U.S. heavy crude refining margins, despite declining significantly in the fourth quarter, were higher in 2011 as a result of significant discounts for heavy crude oil and increased gasoline and distillate spreads over crude oil for much of the year. European refining margins were challenged by industry overcapacity and the loss of Libyan crude oil supply. Oxyfuels margins in 2011 improved compared to 2010 due to higher gasoline prices relative to the cost of natural gas-based raw material costs.

Segment operating results were higher in 2011 compared to 2010, even with charges of $136 million primarily related to the anticipated cost of the social plan related to the suspension of operations at our Berre refinery and significantly lower refining margins in the fourth quarter. The higher 2011 results primarily reflected the effect of higher crude oil refining margins, higher oxyfuels margins, and increased crude runs at the Houston refinery compared to 2010. Crude processing rates at the Houston refinery were higher in 2011, compared to the same periods in 2010, as a result of unplanned outages during 2010, including the crude unit fire in May 2010. Crude processing rates remained reduced at the Berre in response to continued poor market conditions and margins. Oxyfuels results in 2011 were higher compared to 2010. Operating results for 2011 and the Successor period in 2010 reflect the impacts of fresh-start accounting, including the benefit of lower depreciation and amortization expense related to the write-down of segment assets.

2010 Versus 2009—In 2010 compared to 2009, benchmark heavy crude refining margins averaged higher, primarily due to an increase in the differential between the cost of heavy and light crude oil.

Operating results in 2010 compared to 2009 primarily reflected higher benchmark refining margins and lower crude processing rates at the Houston refinery. Crude processing rates for the Houston refinery reflected the effects of a crude unit fire, sulfur recovery constraints and unplanned outages, while the Berre refinery crude processing rates were negatively affected by national strikes in France during the fourth quarter 2010. Oxyfuels results were lower in 2010. Operating results for the Successor period reflected the impacts of fresh-start accounting, including non-cash charges in the second and third quarters of 2010 to adjust inventory to market value, all of which was recovered in the fourth quarter 2010, and the benefit of lower depreciation and amortization expense related to the write-down of segment assets (see “Results of Operations—Cost of Sales”).

The following table sets forth the Refining and Oxyfuels segment’s sales and other operating revenues, operating income and sales volumes for certain gasoline blending components for the applicable periods. In addition, the table shows market refining margins for the U.S. and Europe and MTBE margins in Northwest Europe (“NWE”). In the U.S., “LLS,” or Light Louisiana Sweet and “WTI,” or West Texas Intermediate, are light crude oils, while “Maya” is a heavy crude oil. In Europe, “Urals – 4-1-2-1” is a measure of West European refining margins.

	Successor		Predecessor	
Millions of dollars	**Year Ended December 31, 2011**	**May 1 through December 31, 2010**	**January 1 through April 30, 2010**	**Year Ended December 31, 2009**
Sales and other operating revenues	$ 20,733	$ 10,321	$ 4,748	$ 12,078
Operating income (loss)	718	241	(99)	(357)
Sales Volumes, in millions				
Gasoline blending components— MTBE/ETBE (gallons)	868	625	266	831
Crude processing rates (thousands of barrels per day)				
Houston Refinery	263	223	263	244
Berre Refinery	82	94	75	86
Market margins—$ per barrel				
Light crude oil—2-1-1 *	7.80	8.98	7.50	6.98
Light crude oil—Maya differential *	13.76	8.99	9.46	5.18
Total Maya 2-1-1	21.56	17.97	16.96	12.16
Urals – 4-1-2-1	8.08	6.59	6.17	5.57
Market margins—cents per gallon				
MTBE – NWE	83.1	33.9	58.5	67.9

* WTI crude oil was used as the Light crude reference for periods prior to 2011. As of January 1, 2011 Light Louisiana Sweet (“LLS”) crude oil is used as the Light crude oil reference. Beginning in early 2011, the WTI crude oil reference has not been an effective indicator of light crude oil pricing given the large location differential compared to other light crude oils.

Revenues—Revenues increased $5,664 million, or 38%, in 2011 compared to 2010 and increased $2,991 million, or 25%, from 2009 to 2010. The increase in revenues in 2011 was primarily due to higher average sales prices and the effect of higher refining sales volumes at our Houston refinery, as well as higher oxyfuels margins. These increases were partially offset by lower oxyfuels sales volumes. Higher average sales prices and higher sales volumes were responsible for revenue increases of 29% and 9%, respectively. Houston refinery crude processing rates were 11% higher compared to 2010, which was negatively impacted by a crude unit fire during the second quarter, sulfur constraints, unplanned coker unit outages and a supply disruption from a third party utility supplier. Crude processing rates for the Berre refinery were 7% lower in 2011, primarily as a result of management’s decision to reduce crude processing rates in response to poor market conditions and labor actions associated with the Berre refinery.

Higher average sales prices at the Houston and Berre refineries in 2010 were responsible for a 30% increase in revenues compared to 2009. Lower crude processing rates in 2010 decreased revenues by 5%, compared to 2009. Crude processing rates for the Houston refinery were 3% lower, compared to 2009, as a result of a May 2010 crude unit fire and other planned and unplanned outages during 2010. Crude processing rates for the Berre refinery were 2% higher in 2010, compared to 2009, despite several planned and unplanned outages.

Operating Income (Loss)—Operating results increased $576 million in 2011, compared to 2010. The improvement in the underlying operations primarily reflects higher refining margins at the Houston refinery as indicated by the increase in the Maya 2-1-1 benchmark margin, and higher oxyfuels margins. Financial performance of the Houston refining business was favorably impacted by purchasing crude oils at discounts versus the Maya reference price for heavy crude oil. Margins for oxyfuels products reflect the effect of higher spreads between the prices of gasoline and butane, a key raw material. Operating results for 2011 include charges of $136 million associated with the estimated cost of the social plan related to suspension of operations at our Berre refinery and $31 million of charges primarily associated with the impairment of assets at the Berre refinery. The effect of these charges in 2011 was partially offset by benefits totaling $49 million, including an insurance recovery associated with the misconduct of a former employee and a settlement related to the 2008 crane incident at our Houston refinery. Operating results for 2011 also benefited from lower depreciation expense of $90 million, compared to the same 2010 period as a result of the application of fresh-start accounting and the revaluation of our assets. Operating results for 2010 were negatively impacted by a $21 million charge associated with a change in estimate related to a dispute over environmental indemnity, the impairment of assets related to the Berre refinery and a crude unit fire at the Houston refinery in May 2010, resulting in lost production and $14 million of cash costs.

Operating results, which increased $499 million in 2010, compared to 2009, were negatively impacted by the $21 million charge associated with the change in estimate described above, charges of $25 million for impairment of assets related to the Berre refinery, and by a crude unit fire at the Houston refinery in May 2010 resulting in lost production and $14 million in cash costs. Operating results for 2009 included the benefit of $50 million from the settlement of hedging activity at the Houston refinery related to distillates. Lower depreciation and amortization expense of $269 million in 2010 compared to 2009 was primarily the result of the write-down of Property, plant and equipment associated with the revaluation of our assets in fresh-start accounting. Apart from the effects of the items listed above, increases in operating results for 2010 were primarily due to higher refining margins, especially at the Houston refinery, partially offset by lower product margins for oxyfuels. The decreased oxyfuels margins seen in 2010 were primarily due to the normalization of margins in 2010 compared to the exceptional margins achieved in 2009.

Fourth Quarter 2011 versus Third Quarter 2011—An operating loss of $196 million was incurred in the fourth quarter compared to operating income of $454 million in the third quarter. Operating results in the fourth quarter 2011 included $136 million of charges primarily related to the suspension of operations at our Berre refinery as described above. Refining margins in the third quarter included the benefit of purchasing crude oils at discounts versus the Maya reference price for heavy crude oil. Apart from these items, the remaining decrease in fourth quarter operating results reflects significantly lower refining margins, particularly at the Houston refinery, and to a lesser extent, lower volumes across all businesses. The lower refining margins at the Houston refinery are reflective of the significant decrease in the Maya 2-1-1 benchmark margin during the fourth quarter. Oxyfuels margins were lower in the fourth quarter due to a decrease in the spread between butane and gasoline as demand for high octane, clean gasoline components followed seasonal demand patterns. This decrease in oxyfuels margins was less severe than the seasonal winter decline usually experienced in the fourth quarter. Crude processing rates for the Houston refinery, which were impacted by planned maintenance outages during the fourth quarter were 3% lower compared to the third quarter. Crude processing rates in the fourth quarter for the Berre refinery were 23% lower compared to the third quarter as a result of management's decision to reduce rates in response to poor market conditions and margins and a disruption related to a strike following the announcement of the contemplated closing of the refinery.

Technology Segment

2011 Versus 2010—Results reflected higher research and development costs primarily related to charges for the impairment of an R&D project in Europe and the relocation of an R&D facility, and lower licensing and services revenue in 2011 compared to 2010. Operating results for the catalyst business were higher in 2011 compared to 2010.

2010 Versus 2009—Results in 2010 were negatively impacted by lower licensing revenue, reflecting a slowdown in new polyolefin projects as a consequence of the economic crisis beginning late in the fourth quarter 2008. Higher sales volumes for catalysts partially offset the results for process licenses.

The following table sets forth the Technology segment's sales and other operating revenues and operating income.

	Successor		Predecessor	
Millions of dollars	**For the Year Ended December 31, 2011**	**May 1 through December 31, 2010**	**January 1 through April 30, 2010**	**For the Year Ended December 31, 2009**
Sales and other operating revenues	$ 506	$ 365	$ 145	$ 543
Operating income	107	69	39	210

Revenues—Revenues were comparable in 2011 and 2010. Catalyst sales volumes and prices were essentially the same in both years. The recognition of revenue on process licenses issued in prior periods was lower in 2011 and resulted in a 2% decrease in revenues.

Revenues decreased $33 million, or 6%, from 2009 to 2010. The recognition of revenue on process licenses issued in prior periods decreased in 2010 and was responsible for decreases in revenues of 15%. Catalyst sales volumes increased revenues by 9%.

Operating Income—Operating income was comparable in 2011 and 2010. In 2011, lower revenue recognized from process licenses issued in prior years and higher R&D costs in 2011 offset the effects of higher operating results for catalysts. Operating income in both periods reflected the impact of a slowdown in new polyolefin projects that stemmed from the economic crisis in late 2008. Higher R&D costs include $19 million of charges, primarily related to the impairment of an R&D project in Europe, and charges totaling $16 million for employee severance and asset retirement obligations related to an R&D facility that is being relocated.

Operating income decreased $102 million from 2009 to 2010. Results in 2010 were negatively affected by an $8 million charge associated with a change in estimate related to a dispute that arose during the third quarter 2010 over an environmental indemnity and by a $17 million charge related to the sale, in 2010, of higher cost inventory. The remaining decrease in operating income in 2010 compared to 2009 was primarily the result of lower licensing revenue, compared to 2009. These decreases in 2010 operating results were only partly offset by the effect of increased catalyst sales volumes in 2010. Operating income in 2009 also included the benefit of a government subsidy recognized as a reduction of R&D expense.

Fourth Quarter 2011 versus Third Quarter 2011—Operating income was $11 million in the fourth quarter compared to $7 million in the third quarter. The increase in fourth quarter operating results was primarily due to higher revenue recognized from process licenses issued in prior years and lower R&D costs, partially offset by the effect of lower operating results for catalysts in the fourth quarter. Operating results for the third quarter included $19 million of charges related to the impairment of an R&D project in Europe.

FINANCIAL CONDITION

Operating, investing and financing activities of continuing operations, which are discussed below, are presented in the following table:

Millions of dollars	Successor: Year Ended December 31, 2011	Successor: May 1 through December 31, 2010	Predecessor: January 1 through April 30, 2010	Predecessor: Year Ended December 31, 2009
Source (use) of cash:				
Operating activities	$ 2,869	$ 2,968	$ (925)	$ (787)
Investing activities	(1,021)	(323)	(224)	(611)
Financing activities	(4,964)	(1,194)	3,315	1,101

Operating Activities—Cash of $2,869 million provided in 2011 primarily reflected an increase in earnings and higher distributions from our joint ventures, partially offset by an increase in cash used by the main components of working capital and payments totaling $1,699 million related to company contributions to our pension plans, tax payments, premiums and other fees related to prepayments of debt and a litigation settlement.

The main components of working capital used cash of $118 million in 2011 compared to $456 million in 2010. The increase in these working capital components during 2011 reflects increases of $89 million and $732 million, respectively, in accounts receivable and inventories, partially offset by a $703 million increase in accounts payable. The increases in both accounts receivable and accounts payable reflect the effect of increasing prices over the period. The increase in inventories reflects the effect of higher prices and increased volumes, especially in the O&P—Americas business segment as we built inventory in preparation for a major first quarter 2012 turnaround.

Cash provided by operating activities in the fourth quarter 2011 decreased significantly from the cash provided in the second and third quarters of 2011. The $91 million of cash provided in the fourth quarter reflects $476 million of cash provided by the main components of working capital and higher distributions from our joint ventures, all of which was substantially offset by the fourth quarter operating loss and payments totaling $1,118 million related to company contributions to our pension plans, tax payments, premiums and other fees related to prepayment of debt and a litigation settlement. Our fourth quarter operating loss included after tax charges totaling $448 million, including $279 million related to the premiums and other charges associated with our prepayment of debt and $136 million primarily associated with the suspension of operations at the Berre refinery.

The main components of working capital, which provided cash of $476 million in the fourth quarter 2011, reflects decreases of $193 million in accounts receivable, $132 million in inventories and $151 million in accounts payable. The decrease in accounts receivable reflects the effect of lower sales, particularly in our olefins and polyolefins businesses. The decrease in inventories in the fourth quarter, primarily reflected reductions in crude inventories at our Berre refinery, which ceased operations in early January 2012, and lower inventories for our I&D business segment as the inventory build in the third quarter in preparation for fourth quarter turnarounds was consumed. The decrease in accounts payable primarily reflected the reduction in crude purchases associated with the suspension of operations at the Berre refinery.

Cash provided in the combined Successor and Predecessor periods of 2010 primarily reflected an increase in earnings offset by payments for reorganization items, claims under the Plan of Reorganization, and certain annual payments relating to sales rebates, employee bonuses, property taxes and insurance premiums. The use of cash in 2009 primarily reflected a $573 million increase in cash used by the main components of working capital – accounts receivable and inventory, net of accounts payable – and $329 million of vendor prepayments that were required by certain third parties as a result of LyondellBasell AF's chapter 11 filing.

In 2010, the main components of working capital – accounts receivable and inventory, net of accounts payable, used cash of $456 million compared to $573 million in 2009. The increase in these components of working capital during 2010 reflected a $702 million increase in accounts receivable due to higher average sales prices and higher sales volumes and a $395 million increase in inventory, partially offset by a $641 million increase in accounts payable due to the higher costs and volumes of feedstocks, and more favorable payment terms.

The increase in cash used by the main components of working capital in 2009 primarily reflected a $503 million repayment that was required in connection with the termination of an accounts receivable securitization program in early 2009.

Investing Activities—Cash used in investing activities in 2011 primarily reflects capital expenditures of $1,050 million and a $42 million increase in restricted cash, partially offset by proceeds from the sale of assets. Capital expenditures in 2011 include the July 2011 purchase of a pipeline for $73 million. The $71 million of proceeds include $57 million related to the sale of surplus precious metals associated with a catalyst for our EO and derivatives business. The increase in restricted cash is primarily related to the issuance of letters of credit, which are collateralized by cash.

Cash used in investing activities in 2010 included $692 million of capital expenditures, partially offset by proceeds of $154 million from the sale of our Flavors & Fragrance chemicals business in December 2010 and $12 million in proceeds from a money market fund that had suspended rights to redemption in 2008.

The cash used in 2009 primarily included $779 million of capital expenditures, partially offset by proceeds of $120 million from insurance claims, $20 million from sales of assets, and $23 million from a net reduction of short-term investments. The cash provided by insurance claims related to damages sustained in 2005 at the polymers plant in Münchsmünster, Germany.

The following table summarizes capital expenditures anticipated for 2012 and actual capital expenditures for the periods from 2009 through 2011:

		Successor		Predecessor	
Millions of dollars	Plan 2012	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	Year Ended December 31, 2009
Capital expenditures by segment:					
O&P–Americas	$ 594	$ 425	$ 146	$ 52	$ 142
O&P–EAI	339	235	105	102	411
I&D	195	107	77	8	23
Refining and Oxyfuels	265	255	108	49	167
Technology	60	26	19	12	32
Other	5	10	12	3	6
Total capital expenditures by segment	1,458	1,058	467	226	781
Less:					
Contributions to PO Joint Ventures	37	8	1	—	2
Consolidated capital expenditures of continuing operations	$1,421	$ 1,050	$ 466	$ 226	$ 779

The capital expenditures presented in the table above exclude costs of major periodic maintenance and repair activities, including turnarounds and catalyst recharges of $71 million and $39 million in the Predecessor periods of 2010 and 2009, respectively.

Financing Activities—Financing activities used cash of $4,964 million during 2011. In November 2011, we redeemed $1,204 million and €200 million ($274 million) of our 8% senior dollar notes due 2017 and $1,319 million of our 11% senior notes, comprising 66% of the then outstanding senior dollar notes and senior euro notes and 41% of the 11% senior notes at October 20, 2011. In May 2011, we redeemed $203 million and €34 million ($50 million) of our 8% senior secured notes due 2017, comprising 10% of the then outstanding senior secured notes, respectively at March 31, 2011. We paid premiums totaling $404 million and bank fees of $7 million in conjunction with these redemptions. We also repaid the remaining $5 million outstanding under our Senior Term Loan Facility in November 2011.

Also in November 2011, we issued $1,000 million of 6% senior notes due 2021 and received proceeds of $985 million. In December 2011, we paid a special dividend totaling $2,580 million, or $4.50 per share, to shareholders of record on November 25, 2011. In addition to the special dividend, we paid a final 2010 dividend and interim dividends totaling $313 million, including dividends of $0.25, $0.20 and $0.10 per share of common stock, respectively, to shareholders of record on November 25, 2011, August 17, 2011 and May 5, 2011. In June 2011, we paid $15 million of fees related to the amendment of our U.S. ABL facility. In the first quarter of 2011, we received proceeds of $37 million upon conversion of outstanding warrants to common stock.

The cash used in the Successor period of 2010 primarily reflects the repayment of debt in the fourth quarter of 2010. In December 2010, we redeemed $225 million and €37.5 million ($50 million) of our 8% senior secured notes due 2017, comprising 10% of the then outstanding senior secured dollar notes and senior secured Euro notes, respectively. In conjunction with the redemption of the notes, we paid premiums totaling $8 million. Also in 2010, we repaid $495 million of the Senior Term Loan Facility, including a mandatory quarterly amortization payment of $1 million and a prepayment, at par, of $494 million in December 2010.

We made net payments totaling $398 million in the Successor period of 2010 under the European Securitization Facility, which included the entire outstanding balance in October 2010. We also made net payments of $14 million under our accounts receivable factoring facility during the Successor period of 2010.

As part of our emergence from bankruptcy, we received gross proceeds of $2,800 million on April 30, 2010 in connection with the issuance of shares in a rights offering and paid $86 million of fees, including $70 million of fees to equity backstop providers. On April 30, 2010, we also received net proceeds of $3,242 million from the issuance of new debt by our subsidiary, Lyondell Chemical, including Senior Secured Notes in the amounts of $2,250 million and €375 million ($497 million) and from proceeds of the Senior Term Loan facility of $495 million, and paid related fees of $72 million.

Proceeds from the rights offering and the senior notes, along with borrowings under the Senior Term Loan Facility and the amended and restated European Securitization Facility, were used to repay outstanding amounts of $3,152 million under our DIP financing arrangement and to pay a $195 million exit fee required under the arrangement. We also paid fees totaling $92 million in connection with our new U.S. ABL Facility and amended and restated European Securitization Facility. Predecessor debt classified as Liabilities subject to compromise immediately prior to emergence from bankruptcy was discharged pursuant to the Plan of Reorganization (see Note 23 to the Consolidated Financial Statements).

Apart from the payments reflected above, during the 2010 Predecessor period, we made payments totaling $25 million under other financing arrangements and had a net increase in borrowings of $47 million under the European Securitization Facility.

In 2009, LyondellBasell AF borrowed $2,167 million under a DIP financing arrangement, receiving net proceeds of $2,089 million and subsequently paid additional bank fees of $97 million. In addition, LyondellBasell AF paid fees of $93 million related to the issuance of the DIP ABL facility, and at December 31, 2009 had $325 million of net borrowings outstanding under this facility.

The chapter 11 filing in 2009 constituted a termination event under the asset-based credit facilities in the U.S., and LyondellBasell AF used $880 million of the net proceeds under the DIP financing arrangement to repay $766 million and $114 million outstanding under the previous inventory-based credit facility and the North American accounts receivable securitization program, respectively. As noted under Operating Activities, LyondellBasell AF also used $503 million to repurchase outstanding accounts receivable sold under its previous $1,150 million receivables securitization facility. In addition, LyondellBasell AF repaid a $100 million demand note related to emergency postpetition funding. In 2009, LyondellBasell AF made net repayments totaling $201 million under its European receivables securitization program, which was amended and restated in March 2009. LyondellBasell AF repaid $45 million (70 million Australian dollars) outstanding under an Australian term loan and $11 million of other loans.

Liquidity and Capital Resources—As of December 31, 2011, we had unrestricted cash of $1,065 million. In addition, we had total unused availability under our credit facilities of $2,183 million at December 31, 2011, which included the following:

- $1,738 million under our $2,000 million U.S. ABL facility, which is subject to a borrowing base, net of outstanding borrowings and outstanding letters of credit provided under the facility. At December 31, 2011, we had $262 million of outstanding letters of credit and no outstanding borrowings under the facility.
- €321 million and $14 million (totaling approximately $445 million) under our €450 million European receivables securitization facility. Availability under this facility is subject to a borrowing base, net of outstanding borrowings. There were no outstanding borrowings under this facility at December 31, 2011.

In December 2011, Lyondell Chemical settled a lawsuit in which BASF had obtained a judgment in 2007 of approximately $200 million. Lyondell appealed the judgment and posted an appeal bond, which is collateralized by a $200 million letter of credit and is included in the $262 million of letters of credit issued under our U.S. ABL facility. The settlement was approved by the Bankruptcy Court on January 18, 2012, and we expect the appeal bond to be dissolved sometime in the first quarter of 2012. Upon final dissolution of the bond and the return and cancellation of the original letter of credit, our liquidity will increase by $200 million.

We have receivables outstanding of €172 million ($223 million) related to value added tax ("VAT") in Italy. In the first quarter 2010, Italy implemented a reverse change rule, under which non-domestic companies may not collect VAT on sales to domestic companies but must submit VAT on purchases from domestic companies. As a result, the balance of VAT receivables due from Italy has increased during 2011. We fully expect to collect all amounts owed to us.

An offering to sell our Berre refinery in France, which commenced in May 2011, did not result in any offers to purchase. As a result, in September 2011, we announced our intention to initiate consultations with works councils regarding a contemplated closure of the refinery, which would affect approximately 370 employees. On January 4, 2012, refinery operations were suspended. The suspension of operations was in accordance with an agreement executed in the fourth quarter by our French entities and union representatives addressing the procedures by which suspension of refinery operations and the consultations would be governed. Consultations with the relevant works councils are in progress.

The Company has recorded a charge of $136 million in the fourth quarter of 2011 primarily related to the estimated cost of the social plan and as a result of inventory write-downs. Final costs to be incurred are contingent on completion of the consultations. The Company expects to incur additional costs in connection with the cessation of operations. The Company does not believe any such additional costs will be material to its results of operations.

In addition to the letters of credit issued under the U.S. ABL facility, we also have outstanding letters of credit and bank guarantees totaling $48 million, which are collateralized by cash. Such cash is included in the $53 million of Restricted cash reflected on the Consolidated Balance Sheets as of December 31, 2011.

At December 31, 2011, we had total debt, including current maturities, of $4,032 million.

We may use cash on hand, cash from operating activities and proceeds from asset divestitures to repay debt, which may include additional purchases of our outstanding bonds in the open market or otherwise. We also plan to finance our ongoing working capital, capital expenditures, debt service and other funding requirements through our future financial and operating performance, which could be affected by general economic, financial, competitive, legislative, regulatory, business and other factors, many of which are beyond our control. To the extent our cash balances and results of operations support the payment of dividends we also intend to declare and pay interim dividends. We believe that our cash, cash from operating activities and proceeds from our credit facilities provide us with sufficient financial resources to meet our anticipated capital requirements and obligations as they come due.

Amendments—In November 2011, we obtained amendments to the indentures governing our 8% senior secured notes and 11% senior secured notes. These amendments include the release of all collateral securing the Notes and modification of other provisions relating to restrictive covenants.

In November 2011, an amendment to our European receivables securitization program resulted in a reduced pricing structure.

In June 2011, we obtained an amendment to our U.S. ABL facility to, among other things: (i) increase the facility to $2 billion; (ii) extend the maturity date to June 2016; (iii) reduce the applicable margin and commitment fee and (iv) amend certain covenants and conditions to provide additional flexibility.

Contractual and Other Obligations—The following table summarizes, as of December 31, 2011, our minimum payments for long-term debt, including current maturities, short-term debt, and contractual and other obligations for the next five years and thereafter.

		Payments Due By Period					
Millions of dollars	**Total**	**2012**	**2013**	**2014**	**2015**	**2016**	**Thereafter**
Total debt	$ 4,032	$ 52	$ 1	$ 1	$ 1	$ 1	$ 3,976
Interest on total debt	2,820	372	368	367	367	361	985
Pension benefits:							
PBO	3,160	173	175	185	205	202	2,220
Assets	(2,081)						(2,081)
Funded status	1,079						
Other postretirement benefits	364	22	22	22	23	23	252
Advances from customers	146	53	22	17	12	12	30
Other	742	141	108	75	42	40	336
Deferred income taxes	917	137	140	138	134	76	292
Other obligations:							
Purchase obligations:							
Take-or-pay contracts	17,237	2,743	2,698	2,671	2,010	1,516	5,599
Other contracts	36,248	12,431	6,546	5,846	5,184	2,283	3,958
Operating leases	1,128	241	211	176	149	82	269
Total	$64,713	$16,365	$10,291	$9,498	$8,127	$4,596	$ 15,836

Total Debt—Total debt includes our 6% senior notes due 2021, 8% U.S. dollar and euro senior notes due 2017, 11% senior notes due 2018, 8.1% guaranteed notes due 2027 (the “2027 Notes”) and various non-U.S. loans. See Note 12 for a discussion of covenant requirements under the credit facilities and indentures and additional information regarding our debt facilities.

Interest—Our debt and related party debt agreements contain provisions for the payment of monthly, quarterly or semi-annual interest at a stated rate of interest over the term of the debt.

Pension Benefits—We maintain several defined benefit pension plans, as described in Note 15 to the Consolidated Financial Statements. At December 31, 2011, the projected benefit obligation for our pension plans exceeded the fair value of plan assets by $1,079 million. Subject to future actuarial gains and losses, as well as actual asset earnings, we, together with our consolidated subsidiaries, will be required to fund the $1,079 million, with interest, in future years. We contributed $526 million and $99 million to our pension plans in 2011 and 2010, respectively, and LyondellBasell AF made contributions to the plans of $52 million in 2009. Estimates of pension benefit payments through 2016 are included in the table above.

Other Postretirement Benefits—We provide other postretirement benefits, primarily medical benefits to eligible participants, as described in Note 15 to the Consolidated Financial Statements. We pay other unfunded postretirement benefits as incurred. Estimates of other postretirement benefit payments through 2016 are included in the table above.

Advances from Customers—We are obligated to deliver product, primarily at cost-based prices, in connection with long-term sales agreements under which our Predecessor received advances from customers in prior years. These advances are treated as deferred revenue and will be amortized to earnings as product is delivered over the remaining terms of the respective contracts, which primarily range from 4 to 8 years. The unamortized long-term portion of such advances totaled $146 million as of December 31, 2011.

Other—Other primarily consists of accruals for environmental remediation costs, obligations under deferred compensation arrangements, and anticipated asset retirement obligations. See "Critical Accounting Policies" below for a discussion of obligations for environmental remediation costs.

Deferred Income Taxes—The scheduled settlement of the deferred tax liabilities shown in the table is based on the scheduled reversal of the underlying temporary differences. Actual cash tax payments will vary depending upon future taxable income.

Purchase Obligations—We are party to various obligations to purchase products and services, principally for raw materials, utilities and industrial gases. These commitments are designed to assure sources of supply and are not expected to be in excess of normal requirements. The commitments are segregated into take-or-pay contracts and other contracts. Under the take-or-pay contracts, we are obligated to make minimum payments whether or not we take the product or service. Other contracts include contracts that specify minimum quantities; however, in the event that we do not take the contractual minimum, we are only obligated for any resulting economic loss suffered by the vendor. The payments shown for the other contracts assume that minimum quantities are purchased. For contracts with variable pricing terms, the minimum payments reflect the contract price at December 31, 2011.

Operating Leases—We lease various facilities and equipment under noncancelable lease arrangements for various periods. See Note 13 to the Consolidated Financial Statements for related lease disclosures.

RELATED PARTY TRANSACTIONS

We have related party transactions with certain of our major shareholders and their affiliates and our joint venture partners. We believe that such transactions are effected on terms substantially no more or less favorable than those that would have been agreed upon by unrelated parties on an arm's length basis.

LyondellBasell AF had related party transactions with its equity investees and its affiliates as well as a member of its Supervisory Board (see Note 4 to the Consolidated Financial Statements). In addition, prior to the Emergence Date, LyondellBasell AF had related party transactions with Access Industries.

CRITICAL ACCOUNTING POLICIES

Management applies those accounting policies that it believes best reflect the underlying business and economic events, consistent with accounting principles generally accepted in the U.S. (see Note 2 to the Consolidated Financial Statements). Our more critical accounting policies include those related to the valuation of inventory, long-lived assets, the valuation of goodwill, accruals for long-term employee benefit costs such as pension and other postretirement costs, liabilities for anticipated expenditures to comply with environmental regulations, and accruals for taxes based on income. Inherent in such policies are certain key assumptions and estimates made by management. Management periodically updates its estimates used in the preparation of the financial statements based on its latest assessment of the current and projected business and general economic environment.

Inventory—LyondellBasell N.V. adopted the LIFO method of accounting for inventory upon implementation of fresh-start accounting. The price of crude oil and natural gas is subject to many factors, including changes in economic conditions. The fluctuation in the price of crude oil and natural gas from period to period may result in the recognition of charges to adjust the value of inventory to the lower of cost or market in periods of falling prices and the reversal of those charges in subsequent periods as market prices recover. Accordingly, our cost of sales and results of operations may be affected by such fluctuations. In conjunction with the implementation of fresh-start accounting on April 30, 2010, the Company recorded its inventory, which was primarily crude-oil derived, at fair value.

Following the revaluation of our inventory to fair value on April 30, 2010, we recorded a net non-cash charge of $42 million to adjust the value of inventory to the lower of cost or market at December 31, 2010. No lower of cost or market charges were required in 2011.

Long-Lived Assets—With respect to long-lived assets, which primarily include property, plant and equipment and intangible assets, key assumptions included the estimates of the asset fair values and useful lives at the Emergence Date and the recoverability of carrying values of fixed assets and other intangible assets, as well as the existence of any obligations associated with the retirement of fixed assets. Such estimates could be significantly modified and/or the carrying values of the assets could be impaired by such factors as new technological developments, new chemical industry entrants with significant raw material or other cost advantages, uncertainties associated with the European, U.S. and world economies, the cyclical nature of the chemical and refining industries, and uncertainties associated with regulatory governmental actions.

Earnings in 2011 and the 2010 Successor period included pretax charges of $31 million and $28 million primarily related to impairment of the carrying value of capital additions at our Berre refinery following an analysis of its discounted cash flow projections. During the year ended December 31, 2011 and the eight months ended December 31, 2010, we recognized impairments of $19 million and $3 million, respectively, related to certain in-process research and development projects which were abandoned.

Predecessor earnings for 2009 included pretax impairment charges of $17 million, primarily related to the impairment of LyondellBasell AF's emissions allowances that are subject to reallocation to other industry participants under a proposed regulation by the Texas Commission on Environmental Quality. As part of its reorganization, LyondellBasell AF also recognized charges totaling $679 million, including $624 million for the write off of the carrying value and related assets of its Chocolate Bayou olefins facility near Alvin, Texas and $55 million for the write off of its ethylene glycol facility in Beaumont, Texas.

For purposes of recognition and measurement of the above-noted impairments, long-lived assets were grouped with other assets and liabilities at the lowest level for which identifiable cash flows were largely independent of the cash flows of other assets and liabilities.

The estimated useful lives of long-lived assets range from 3 to 30 years. Depreciation and amortization of these assets, including amortization of deferred turnaround costs, under the straight-line method over their estimated useful lives totaled $931 million in 2011. If the useful lives of the assets were found to be shorter than originally estimated, depreciation and amortization charges would be accelerated over the revised useful life.

Goodwill—Goodwill of $585 million at December 31, 2011 represents the tax effect of the differences between the tax and book bases of the Company's assets and liabilities resulting from the Company's revaluation of those assets and liabilities to fair value in connection with the Company's emergence from bankruptcy and adoption of fresh-start accounting. LyondellBasell N.V. evaluates the carrying value of goodwill annually or more frequently if events or changes in circumstances indicate that the carrying amount may exceed fair value.

In accordance with the recently issued ASU No. 2011-08, *Intangibles—Goodwill and Other (Topic 350)—Testing Goodwill for Impairment*, we used a qualitative approach to test goodwill for impairment. In December 2011, we chose to adopt this ASU early and performed a qualitative assessment and determined that is was more likely than not that the fair values of our reporting units were not less than their carrying values and it was not necessary to perform the currently prescribed two-step goodwill impairment test. The recoverability of our goodwill is dependent upon the discounted estimated future operating results associated with our reporting units, which could change significantly based upon business performance or other factors.

Long-Term Employee Benefit Costs—The costs to LyondellBasell N.V. of long-term employee benefits, particularly pension and other postretirement medical and life insurance benefits, are incurred over long periods of time, and involve many uncertainties over those periods. The net periodic benefit cost attributable to current periods is based on several assumptions about such future uncertainties, and is sensitive to changes in those assumptions. It is management's responsibility, often with the assistance of independent experts, to select assumptions that in its judgment represent its best estimates of the future effects of those uncertainties. It also is management's responsibility to review those assumptions periodically to reflect changes in economic or other factors that affect those assumptions.

The current benefit service costs, as well as the existing liabilities, for pensions and other postretirement benefits are measured on a discounted present value basis. The discount rate is a current rate, related to the rate at which the liabilities could be settled. LyondellBasell N.V.'s assumed discount rate is based on published average rates for high-quality (Aa rating) ten-year fixed income securities. For the purpose of measuring the benefit obligations at December 31, 2011, LyondellBasell N.V. used a weighted average discount rate of 4.07% for the U.S. plans which reflects the different terms of the related benefit obligations. The weighted average discount rate used to measure obligations for non-U.S. plans at December 31, 2011 was 4.83%, reflecting market interest rates. The discount rates in effect at December 31, 2011 will be used to measure net periodic benefit cost during 2012.

The benefit obligation and the periodic cost of other postretirement medical benefits also are measured based on assumed rates of future increase in the per capita cost of covered health care benefits. As of December 31, 2011, the assumed rate of increase for our U.S. plans was 8.2%, decreasing to 4.5% in 2027 and thereafter. A one percentage point change in the health care cost trend rate assumption would have no significant effect on either the benefit liability or the net periodic cost, due to limits on LyondellBasell N.V.'s maximum contribution level under the medical plan.

The net periodic cost of pension benefits included in expense also is affected by the expected long-term rate of return on plan assets assumption. Investment returns that are recognized currently in net income represent the expected long-term rate of return on plan assets applied to a market-related value of plan assets which, for LyondellBasell N.V., is defined as the market value of assets. The expected rate of return on plan assets is a longer term rate, and is expected to change less frequently than the current assumed discount rate, reflecting long-term market expectations, rather than current fluctuations in market conditions.

The weighted average expected long-term rate of return on U.S. and non-U.S. plan assets of 8.00% and 6.21%, respectively, is based on the average level of earnings that its independent pension investment advisor had advised could be expected to be earned over time. The expectation is based on an asset allocation that varies by region. The asset allocations are summarized in Note 15 to the Consolidated Financial Statements. The actual returns in 2011 were a loss of 0.76% for U.S. plan assets and a gain of 3.82% for non- U.S. plan assets.

The actual rate of return on plan assets may differ from the expected rate due to the volatility normally experienced in capital markets. Management's goal is to manage the investments over the long term to achieve optimal returns with an acceptable level of risk and volatility.

Net periodic pension cost recognized each year includes the expected asset earnings, rather than the actual earnings or loss. This unrecognized amount, to the extent it exceeds 10% of the projected benefit obligation for the respective plan, is recognized as additional net periodic benefit cost over the average remaining service period of the participants in each plan.

Additional information on the key assumptions underlying these benefit costs appears in Note 15 to the Consolidated Financial Statements.

Liabilities for Environmental Remediation Costs—Environmental remediation liabilities were recorded at fair value at emergence. Additional liabilities recorded subsequent to emergence for anticipated expenditures related to investigation and remediation of contaminated sites, which include current and former plant sites and other remediation sites, are accrued when it is probable a liability has been incurred and the amount of the liability can be reasonably estimated. Only ongoing operating and monitoring costs, the timing of which can be determined with reasonable certainty, are discounted to present value. Future legal costs associated with such matters, which generally are not estimable, are not included in these liabilities.

As of December 31, 2011, LyondellBasell N.V.'s accrued liability for future environmental remediation costs at current and former plant sites and other remediation sites totaled $120 million. The liabilities for individual sites range from less than $1 million to $23 million, and remediation expenditures are expected to occur over a number of years, and not to be concentrated in any single year. In the opinion of management, it is reasonably possible that losses in excess of the liabilities recorded for environmental remediation may have been incurred. However, we cannot estimate any amount or range of such possible additional losses. New information about sites, new technology or future developments such as involvement in investigations by regulatory agencies, could require LyondellBasell N.V. to reassess potential exposure related to environmental matters. See Note 18 to the Consolidated Financial Statements for further discussion of environmental remediation matters.

Accruals for Taxes Based on Income—The determination of our provision for income taxes and the calculation of our tax benefits and liabilities is subject to management's estimates and judgments due to the complexity of the tax laws and regulations in the tax jurisdictions in which we operate. Uncertainties exist with respect to interpretation of these complex laws and regulations.

Deferred tax assets and liabilities are determined based on temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to reverse.

We recognize future tax benefits to the extent that the realization of these benefits is more likely than not. Our current provision for income taxes was impacted significantly by the initial recognition of valuation allowances related to net deferred assets in certain non-U.S. jurisdictions. Further changes to these valuation allowances may impact our future provision for income taxes, which will include no tax benefit with respect to losses incurred and no tax expense with respect to income generated in these countries until the respective valuation allowance is eliminated.

For further information related to our income taxes, see Note 17 to the Consolidated Financial Statements of LyondellBasell N.V. for the year ended December 31, 2011.

ACCOUNTING AND REPORTING CHANGES

For a discussion of the potential impact of new accounting pronouncements on our consolidated financial statements, see Note 2 to the Consolidated Financial Statements.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See Note 14 to the Consolidated Financial Statements for discussion of LyondellBasell N.V.'s management of commodity price risk, foreign currency exposure and interest rate risk through its use of derivative instruments and hedging activities.

The Company's ability to engage in risk mitigation activities through the use of derivative transactions was limited from early 2009 to April 30, 2010 as a result of the voluntary filings in 2009 for relief under chapter 11 of the U.S. Bankruptcy Code and the associated perceived credit risk.

Commodity Price Risk

A substantial portion of our products and raw materials are commodities whose prices fluctuate as market supply and demand fundamentals change. Accordingly, product margins and the level of our profitability tend to fluctuate with changes in the business cycle. We try to protect against such instability through various business strategies. These include provisions in sales contracts allowing us to pass on higher raw material costs through timely price increases, formula price contracts to transfer or share commodity price risk, and increasing the depth and breadth of our product portfolio.

In addition, we selectively use commodity swap, option, and futures contracts with various terms to manage the volatility related to purchases of natural gas and raw materials, as well as product sales. Such contracts are generally limited to durations of one year or less. Cash-flow hedge accounting may be elected for these derivative transactions; however, in some cases, when the duration of a derivative is short, hedge accounting is not elected. When hedge accounting is not elected, the changes in fair value of these instruments will be recorded in earnings. When hedge accounting is elected, gains and losses on these instruments will be deferred in accumulated other comprehensive income ("AOCI"), to the extent that the hedge remains effective, until the underlying transaction is recognized in earnings. Market risks created by these derivative instruments and the mark-to-market valuations of open positions are monitored by management.

The estimated fair value and notional amounts of our open commodity futures contracts are shown in the table below:

	Open Commodity Contracts				
	December 31, 2011				
		Notional Amounts			
Millions of dollars	Fair Value	Value	Volumes	Volume Unit	Maturity Dates
Futures:					
Gasoline sales	$ 12	$ 34	12	million gallons	January 2012 - February 2012
Heating oil sales	1	54	19	million gallons	January 2012
Butane purchases	(1)	22	12	million gallons	January 2012 - February 2012
	$ 12	$ 110			

	December 31, 2010				
		Notional Amounts			
	Fair Value	Value	Volumes	Volume Unit	Maturity Dates
Futures:					
Gasoline sales	$ —	$ 16	7	million gallons	February 2011
Heating oil sales	(1)	54	21	million gallons	February 2011
	$ (1)	$ 70			

We use value at risk ("VAR"), stress testing and scenario analysis for risk measurement and control purposes. VAR estimates the maximum potential loss in fair market values, given a certain move in prices over a certain period of time, using specified confidence levels. Using sensitivity analysis and hypothetical changes in market prices ranging from 26% to 36%, which represents the one year volatility ranges of the underlying products, the effect would have been to increase LyondellBasell N.V.'s net income by less than $1 million. The quantitative information about market risk is necessarily limited because it does not take into account the effects of the underlying operating transactions.

Foreign Exchange Risk

We manufacture and market our products in a number of countries throughout the world and, as a result, are exposed to changes in foreign currency exchange rates. Transactions are entered into, in part, in currencies other than the applicable functional currency.

A significant portion of our reporting entities use the Euro as their functional currency. Our reporting currency is the U.S. Dollar. The translation gains or losses that result from the process of translating the Euro denominated financial statements to U.S. Dollars are deferred in AOCI until such time as those assets are realized. Changes in the value of the U.S. Dollar relative to the Euro can therefore have a significant impact on comprehensive income. We generally do not attempt to minimize or mitigate the foreign currency risks resulting from the translation of assets and liabilities of foreign operations into our reporting currency.

Some of our operations enter into transactions denominated in other than their functional currency. This results in exposure to foreign currency risk for financial instruments, including, but not limited to third party and intercompany receivables and payables, intercompany loans and third party debt. We maintain risk management control systems intended to monitor foreign currency risk attributable to inter-company and third party outstanding foreign currency balances. The control systems involve the centralization of foreign currency exposure management, offsetting exposures and estimating the expected impacts of changes in foreign currency rates on our earnings. We enter into foreign currency forward contracts to reduce the effects of our net currency exchange exposures. Since June 30, 2010, our policy has been to maintain an approximately balanced position in foreign currencies to minimize exchange gains and losses arising from changes in exchange rates. This position is monitored weekly. A 10% fluctuation compared to the U.S. dollar in the underlying currencies would result in an additional impact to earnings of no more than $2.5 million in any reporting period.

For 2011, the 2010 Successor and Predecessor periods and the year ended December 31, 2009, other income (loss), net, in the Consolidated Statements of Income reflected a loss of $17 million, a gain of $18 million, losses of $258 million and gains of $123 million, respectively, in net exchange rate gains and losses. The $258 million loss in the 2010 Predecessor period and the $123 million gain in 2009 were primarily the result of the revaluation of third party debt of certain of our subsidiaries due to changes in the foreign exchange rates in effect during those periods. Such debt was denominated in currencies other than the functional currencies of the subsidiaries and was refinanced upon emergence from bankruptcy. For forward contracts that economically hedge recognized monetary assets and liabilities in foreign currencies, no hedge accounting is applied. Changes in the fair value of foreign currency forward contracts are reported in the Consolidated Statements of Income and offset the currency exchange results recognized on the assets and liabilities.

Interest Rate Risk

We are exposed to interest rate risk with respect to variable rate debt. Our variable rate debt consists of our $2,000 million U.S. asset-based facility and our €450 million receivable securitization facility. At December 31, 2011, there were no outstanding borrowings under these facilities.

Item 8. *FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA*

Index to the Consolidated Financial Statements

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of the Company, including the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) of the Securities Exchange Act of 1934, as amended. Internal control over financial reporting is a process designed by, or under the supervision of, our Chief Executive Officer and Chief Financial Officer, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

We conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2011 based on the Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2011.

The effectiveness of our internal control over financial reporting as of December 31, 2011 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which is included herein.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of LyondellBasell Industries N.V.,

In our opinion, the accompanying consolidated balance sheets as of December 31, 2011 and 2010 and the related consolidated statements of income, of stockholders' equity and of cash flows for the year ended December 31, 2011 and for the period from May 1, 2010 through December 31, 2010 present fairly, in all material respects, the financial position of LyondellBasell Industries N.V. and its subsidiaries (the " Company" or the "Successor") at December 31, 2011 and 2010 and the results of their operations and their cash flows for the year ended December 31, 2011 and for the period from May 1, 2010 through December 31, 2010 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our audits (which was an integrated audit in 2011). We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

As discussed in Note 22 to the consolidated financial statements, in 2009 LyondellBasell Industries AF S.C.A. ("the Predecessor Company"), its U.S. subsidiaries and a German subsidiary, each filed a voluntary petition with the United States Bankruptcy Court for reorganization under the provisions of Chapter 11 of the United States Bankruptcy Code. The Predecessor Company's Third Amended and Restated Plan of Reorganization was confirmed on April 23, 2010 and the debtors emerged from Chapter 11 protection on April 30, 2010. As of the emergence date, the Predecessor Company's equity interests in its indirect subsidiaries terminated and the Successor Company now owns and operates, directly and indirectly, substantially the same business as the Predecessor Company owned and operated prior to emergence from the bankruptcy cases. In connection with its emergence from bankruptcy, the Company adopted fresh start accounting on May 1, 2010.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Houston, Texas
February 29, 2012

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of LyondellBasell Industries N.V.,

In our opinion, the accompanying consolidated statements of income, of stockholders' equity and of cash flows for the period from January 1, 2010 through April 30, 2010 and for the year ended December 31, 2009 present fairly, in all material respects the results of operations and cash flows for the period from January 1, 2010 through April 30, 2010 and for the year ended December 31, 2009 of the Predecessor of LyondellBasell Industries N.V and its subsidiaries (the "Predecessor Company") in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Predecessor Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 22 to the consolidated financial statements, in 2009 the Predecessor Company, its U.S. subsidiaries and a German subsidiary, each filed a voluntary petition with the United States Bankruptcy Court for reorganization under the provisions of Chapter 11 of the United States Bankruptcy Code. The Predecessor Company's Third Amended and Restated Plan of Reorganization was confirmed on April 23, 2010 and the debtors emerged from Chapter 11 protection on April 30, 2010. As of the emergence date, the Predecessor Company's equity interests in its indirect subsidiaries terminated and LyondellBasell Industries N.V. (the "Successor Company") now owns and operates, directly and indirectly, substantially the same business as the Predecessor Company owned and operated prior to emergence from the bankruptcy cases. In connection with its emergence from bankruptcy, the Successor Company adopted fresh start accounting on May 1, 2010.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Houston, Texas
March 17, 2011, except for the guarantor information presented in Note 26 to the consolidated financial statements, as to which the date is June 20, 2011, and except for Revision II described in Note 2 (not presented herein) to the consolidated financial statements appearing on Form S-4/A filed on September 6, 2011, as to which the date is August 12, 2011

LYONDELLBASELL INDUSTRIES N.V.

CONSOLIDATED STATEMENTS OF INCOME

	Successor		Predecessor	
Millions of dollars, except earnings per share	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Sales and other operating revenues:				
Trade	$ 49,919	$ 26,961	$13,260	$ 30,207
Related parties	1,116	723	207	621
	51,035	27,684	13,467	30,828
Operating costs and expenses:				
Cost of sales	45,913	24,767	12,414	29,516
Selling, general and administrative expenses	928	564	308	850
Research and development expenses	196	99	55	145
	47,037	25,430	12,777	30,511
Operating income	3,998	2,254	690	317
Interest expense	(1,044)	(545)	(713)	(1,795)
Interest income	38	17	5	18
Other income (expense), net	25	(103)	(265)	320
Income (loss) before equity investments, reorganization items and income taxes	3,017	1,623	(283)	(1,140)
Income (loss) from equity investments	216	86	84	(181)
Reorganization items	(45)	(23)	7,388	(2,961)
Income (loss) before income taxes	3,188	1,686	7,189	(4,282)
Provision for (benefit from) income taxes	1,048	170	(1,315)	(1,411)
Income (loss) from continuing operations	2,140	1,516	8,504	(2,871)
Income from discontinued operations	—	64	—	—
Net income (loss)	2,140	1,580	8,504	(2,871)
Net loss attributable to non-controlling interests	7	7	60	6
Net income (loss) attributable to the Company	$ 2,147	$ 1,587	$ 8,564	$ (2,865)
Earnings per share:				
Net income —				
Basic:				
Continuing operations	$ 3.76	$ 2.68		
Discontinued operations	—	0.11		
	3.76	2.79		
Diluted:				
Continuing operations	$ 3.74	$ 2.67		
Discontinued operations	—	0.11		
	3.74	2.78		

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.

CONSOLIDATED BALANCE SHEETS

Millions, except shares and par value data	December 31, 2011	December 31, 2010
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 1,065	$ 4,222
Restricted cash	53	11
Accounts receivable:		
Trade, net	3,582	3,482
Related parties	196	265
Inventories	5,499	4,824
Prepaid expenses and other current assets	1,040	975
Total current assets	11,435	13,779
Property, plant and equipment, net	7,333	7,190
Investments and long-term receivables:		
Investment in PO joint ventures	412	437
Equity investments	1,559	1,587
Related party receivables	4	14
Other investments and long-term receivables	68	67
Goodwill	585	595
Intangible assets, net	1,177	1,360
Other assets	266	273
Total assets	$ 22,839	$ 25,302

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.

CONSOLIDATED BALANCE SHEETS

Millions, except shares and par value data	December 31, 2011	December 31, 2010
LIABILITIES AND EQUITY		
Current liabilities:		
Current maturities of long-term debt	$ 4	$ 4
Short-term debt	48	42
Accounts payable:		
Trade	2,562	1,968
Related parties	852	793
Accrued liabilities	1,242	1,705
Deferred income taxes	310	319
Total current liabilities	5,018	4,831
Long-term debt	3,980	6,036
Other liabilities	2,277	2,183
Deferred income taxes	917	656
Commitments and contingencies		
Stockholders' equity:		
Ordinary shares, €0.04 par value, 1,275 million shares authorized, 573,390,514 and 565,676,222 shares issued, respectively	31	30
Additional paid-in capital	10,272	9,837
Retained earnings	841	1,587
Accumulated other comprehensive income (loss)	(427)	81
Treasury stock, at cost, 4,051,013 and 1,122,651 ordinary shares, respectively	(124)	—
Total Company share of stockholders' equity	10,593	11,535
Non-controlling interests	54	61
Total equity	10,647	11,596
Total liabilities and equity	$22,839	$25,302

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Cash flows from operating activities:				
Net income (loss)	$ 2,140	$ 1,580	$ 8,504	$ (2,871)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities				
Depreciation and amortization	931	558	565	1,774
Asset impairments	52	28	9	17
Amortization of debt-related costs	30	23	307	347
Charges related to payment of debt	31	18	—	—
Accrued debtor-in-possession exit fees	—	—	—	159
Inventory valuation adjustment	—	42	—	127
Equity investments —				
Equity (income) loss	(216)	(86)	(84)	181
Distribution of earnings, net of tax	206	34	18	26
Deferred income taxes	452	20	(1,321)	(1,399)
Reorganization items and fresh start accounting adjustments, net	45	23	(7,388)	2,961
Reorganization-related payments, net	(112)	(349)	(407)	(340)
(Gain) loss on sale of assets	(42)	(64)	4	8
Unrealized foreign currency exchange loss (gain)	27	22	264	(193)
Changes in assets and liabilities that provided (used) cash:				
Accounts receivable	(89)	(52)	(650)	(129)
Inventories	(732)	(27)	(368)	(40)
Accounts payable	703	392	249	99
Contributions to pension plans	(526)	(63)	(36)	(52)
Repayment of accounts receivable securitization facility	—	—	—	(503)
Prepaid expenses and other current assets	(23)	33	58	(329)
Other, net	(8)	836	(649)	(630)
Net cash provided by (used in) operating activities	2,869	2,968	(925)	(787)
Cash flows from investing activities:				
Expenditures for property, plant and equipment	(1,050)	(466)	(226)	(779)
Proceeds from insurance claims	—	—	—	120
Proceeds from disposal of assets	71	154	1	20
Short-term investments	—	—	12	23
Restricted cash	(42)	(11)	(11)	—
Other	—	—	—	5
Net cash used in investing activities	(1,021)	(323)	(224)	(611)

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.

CONSOLIDATED STATEMENTS OF CASH FLOWS — Continued

Millions of dollars	Successor		Predecessor	
	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Cash flows from financing activities:				
Issuance of Class B ordinary shares	—	—	2,800	—
Shares issued upon exercise of warrants	37	—	—	—
Dividends paid	(2,893)	—	—	—
Proceeds from note payable	—	—	—	100
Repayment of note payable	—	—	—	(100)
Net proceeds from (repayments of) debtor-in-possession term loan facility	—	—	(2,170)	1,986
Net borrowings (repayments) under debtor-in-possession revolving credit facility	—	—	(325)	325
Net repayments under pre-petition revolving credit facilities	—	—	—	(766)
Net borrowings (repayments) on revolving credit facilities	—	(412)	38	(298)
Proceeds from short-term debt	—	6	8	42
Repayments of short-term debt	—	(8)	(14)	(6)
Issuance of long-term debt	1,000	—	3,242	—
Repayments of long-term debt	(3,063)	(778)	(9)	(68)
Payments of equity and debt issuance costs	(35)	(2)	(253)	(93)
Other, net	(10)	—	(2)	(21)
Net cash provided by (used in) financing activities	(4,964)	(1,194)	3,315	1,101
Effect of exchange rate changes on cash	(41)	60	(13)	(3)
Increase (decrease) in cash and cash equivalents	(3,157)	1,511	2,153	(300)
Cash and cash equivalents at beginning of period	4,222	2,711	558	858
Cash and cash equivalents at end of period	$ 1,065	$ 4,222	$ 2,711	$ 558

Supplemental Cash Flow Information:

Interest paid	$ 1,066	$ 281	$ 360	$ 1,221
Net income taxes paid	$ 662	$ 75	$ 12	$ 57

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

Millions of dollars	Ordinary Shares Issued	Ordinary Shares Treasury	Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity (Deficit)	Non-Controlling Interests	Comprehensive Income (Loss)
Predecessor								
Balance, January 1, 2009	$ 60	$ —	$ 563	$ (6,440)	$ (264)	$ (6,081)	$ 135	
Net loss	—	—	—	(2,865)	—	(2,865)	(6)	$ (2,871)
Net distributions to non-controlling interests	—	—	—	—	—	—	(1)	—
Financial derivatives, net of tax of ($27)	—	—	—	—	29	29	—	29
Unrealized gain on held-for-sale securities held by equity investees	—	—	—	—	31	31	—	31
Changes in unrecognized employee benefits gains and losses, net of tax of ($15)	—	—	—	—	(36)	(36)	—	(36)
Foreign currency translations, net of tax of less than ($6)	—	—	—	—	(46)	(46)	—	(46)
Other	—	—	—	(8)	—	(8)	1	—
Comprehensive loss								$ (2,893)
Balance, December 31, 2009	$ 60	$ —	$ 563	$ (9,313)	$ (286)	$ (8,976)	$ 129	

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

Millions of dollars	Ordinary Shares Issued	Ordinary Shares Treasury	Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity (Deficit)	Non-Controlling Interests	Comprehensive Income
Predecessor								
Balance, December 31, 2009	$ 60	$ —	$ 563	$ (9,313)	$ (286)	$ (8,976)	$ 129	
Net income (loss)	—	—	—	8,564	—	8,564	(60)	$ 8,504
Net distributions to non-controlling interests	—	—	—	—	—	—	(15)	—
Financial derivatives, net of tax of $51	—	—	—	—	90	90	—	90
Unrealized gain on held-for-sale securities held by equity investees	—	—	—	—	(13)	(13)	—	(13)
Changes in unrecognized employee benefits gains and losses, net of tax of $3	—	—	—	—	(48)	(48)	—	(48)
Foreign currency translations, net of tax of ($9)	—	—	—	—	(25)	(25)	—	(25)
Comprehensive income								$ 8,508
Balance, April 30, 2010	60	—	563	(749)	(282)	(408)	54	
Fresh-start reporting adjustments:								
Elimination of predecessor common stock, capital surplus and accumulated earnings	(60)	—	(563)	749	—	126	—	
Elimination of predecessor accumulated other comprehensive loss	—	—	—	—	282	282	—	
Balance, May 1, 2010 Successor	$ —	$ —	$ —	$ —	$ —	$ —	$ 54	

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.

CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

Millions of dollars	Ordinary Shares Issued	Ordinary Shares Treasury	Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other Comprehensive Income (Loss)	Total Stockholders' Equity (Deficit)	Non-Controlling Interests	Comprehensive Income
Successor								
Balance May 1, 2010	$ —	$ —	$ —	$ —	$ —	$ —	$ 54	
Issuance of class A and class B ordinary shares	30	—	9,815	—	—	9,845	—	
Share-based compensation expense	—	—	22	—	—	22	—	
Net income	—	—	—	1,587	—	1,587	(7)	$ 1,580
Contributions from non-controlling interests	—	—	—	—	—	—	14	—
Changes in unrecognized employee benefits gains and losses, net of tax of ($30)	—	—	—	—	(33)	(33)	—	(33)
Foreign currency translation, net of tax of $4	—	—	—	—	114	114	—	114
Comprehensive income								$ 1,661
Balance, December 31, 2010	$ 30	$ —	$ 9,837	$ 1,587	$ 81	$ 11,535	$ 61	
Warrants exercised	1	—	402	—	—	403	—	
Shares purchased	—	(133)	—	—	—	(133)	—	
Share-based compensation	—	9	33	—	—	42	—	
Net income (loss)	—	—	—	2,147	—	2,147	(7)	$ 2,140
Special cash dividend ($4.50 per share)	—	—	—	(2,580)	—	(2,580)	—	—
Cash dividends ($0.55 per share)	—	—	—	(313)	—	(313)	—	—
Changes in unrecognized employee benefits gains and losses, net of tax of $128	—	—	—	—	(270)	(270)	—	(270)
Foreign currency translations, net of tax of $(1)	—	—	—	—	(238)	(238)	—	(238)
Comprehensive income								$ 1,632
Balance, December 31, 2011	$ 31	$ (124)	$ 10,272	$ 841	$ (427)	$ 10,593	$ 54	

See Notes to the Consolidated Financial Statements.

LYONDELLBASELL INDUSTRIES N.V.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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1. Description of Company and Operations

LyondellBasell Industries N.V. is a limited liability company (*Naamloze Vennootschap*) incorporated under Dutch law by deed of incorporation dated October 15, 2009. LyondellBasell Industries N.V. was formed to serve as the parent holding company for certain subsidiaries of LyondellBasell Industries AF S.C.A. (together with its subsidiaries, "LyondellBasell AF," the "Predecessor Company" or the "Predecessor") after completion of proceedings under chapter 11 ("chapter 11") of title 11 of the United States Bankruptcy Code (the "U.S. Bankruptcy Code"). LyondellBasell Industries AF S.C.A. and 93 of its subsidiaries were debtors ("the Debtors") in jointly administered bankruptcy cases (the "Bankruptcy Cases") in the United States Bankruptcy Court in the Southern District of New York (the "Bankruptcy Court"). As of April 30, 2010 (the "Emergence Date"), LyondellBasell Industries AF S.C.A.'s equity interests in its indirect subsidiaries terminated and LyondellBasell Industries N.V. now owns and operates, directly and indirectly, substantially the same business as LyondellBasell Industries AF S.C.A. owned and operated prior to emergence from the Bankruptcy Cases, which business includes subsidiaries of LyondellBasell Industries AF S.C.A. that were not involved in the Bankruptcy Cases. LyondellBasell Industries N.V. is the successor to the combination in December 2007 of Lyondell Chemical Company ("Lyondell Chemical") and Basell AF S.C.A. ("Basell"), which created one of the world's largest private petrochemical companies with significant worldwide scale and leading product positions. LyondellBasell Industries AF S.C.A. is no longer part of the LyondellBasell group.

LyondellBasell Industries N.V., together with its consolidated subsidiaries (collectively "LyondellBasell N.V.," the "Successor Company" or the "Successor"), is a worldwide manufacturer of chemicals and polymers, a refiner of crude oil, a significant producer of gasoline blending components and a developer and licensor of technologies for production of polymers. When we use the terms "LyondellBasell N.V.," the "Successor Company," the "Successor," "we," "us," "our" or similar words, unless the context otherwise requires, we are referring to LyondellBasell N.V. after April 30, 2010. References herein to the "Company" for periods through April 30, 2010 are to the Predecessor Company, LyondellBasell AF, and for periods after the Emergence Date, to the Successor Company, LyondellBasell N.V.

LyondellBasell Industries AF S.C.A. was formed in the Grand Duchy of Luxembourg as a corporate partnership limited by shares in April 2005 by BI S.à.r.l., a Luxembourg private limited liability company, affiliated with Access Industries ("Access Industries"), which is a privately held industrial group based in the United States ("U.S"). On July 2, 2009, Nell Limited ("Nell"), an affiliate of Access Industries and the indirect owner of 100% of the share capital of LyondellBasell AF, transferred its indirect ownership interest in LyondellBasell AF to Prochemie GmbH ("Prochemie"), a wholly owned subsidiary of ProChemie Holding Ltd. ("ProChemie Holding"). As of July 2, 2009, Nell and ProChemie Holding each owned 50% of Prochemie, which owned 100% of the share capital of LyondellBasell AF.

2. Summary of Significant Accounting Policies

The following significant accounting policies were applied in the preparation of these Consolidated Financial Statements for the Successor Period:

Basis of Preparation and Consolidation

The accompanying consolidated financial statements have been prepared from the books and records of LyondellBasell N.V. and its majority-owned subsidiaries after April 30, 2010 and LyondellBasell AF and its majority-owned subsidiaries for periods up to and including that date under accounting principles generally accepted in the U.S. ("U.S. GAAP"). Subsidiaries are defined as being those companies over which the Company, either directly or indirectly, has control through a majority of the voting rights or the right to exercise control or to obtain the majority of the benefits and be exposed to the majority of the risks. Subsidiaries are consolidated from the date on which control is obtained until the date that such control ceases. All intercompany transactions and balances have been eliminated in consolidation.

The Consolidated Financial Statements have been prepared under the historical cost convention, as modified for the accounting of financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss. Consolidated financial information, including subsidiaries, associates and joint ventures, has been prepared using uniform accounting policies for similar transactions and other events in similar circumstances.

Fresh Start Accounting

In accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 852, Reorganizations, ("ASC 852"), we applied "fresh-start" accounting as of May 1, 2010. Fresh-start accounting requires us to initially record the assets and liabilities at their fair value based on the Company's reorganization value. Reorganization value is the fair value of the emerged entity before considering liabilities. The reorganization associated with emergence from bankruptcy resulted in a new reporting entity. Financial information presented for the Successor is on a basis different from, and is therefore not comparable to, financial information for the Predecessor. As a result, the Predecessor information in these financial statements is for periods through April 30, 2010, including the impact of plan of reorganization provisions and the adoption of fresh-start accounting. For additional information on fresh-start accounting, see Note 23.

Following the application of fresh start accounting on April, 30 2010, the financial statements have been prepared using the following accounting policies.

Cash and Cash Equivalents

Cash equivalents consist of highly liquid debt instruments such as certificates of deposit, commercial paper and money market accounts. Cash equivalents include instruments with maturities of three months or less when acquired. Cash equivalents are stated at cost, which approximates fair value. Cash and cash equivalents exclude restricted cash. Our cash equivalents are placed in high-quality commercial paper, money market funds and time deposits with major international banks and financial institutions.

We have no requirements for compensating balances in a specific amount at a specific point in time. We maintain compensating balances for some of our banking services and products. Such balances are maintained on an average basis and are solely at our discretion.

Trade Receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

We calculate provisions for doubtful accounts receivable based on our estimates of amounts that we believe are unlikely to be collected. Collectability of receivables is reviewed and the provision calculated for doubtful accounts is adjusted at least quarterly, based on aging of specific accounts and other available information about the associated customers. Provisions for doubtful accounts are included in selling, general and administrative expenses.

Inventories

Inventories are carried at the lower of current market value or cost. Cost is determined using the last-in, first-out ("LIFO") method for raw materials, work in progress ("WIP") and finished goods, and the moving average cost method for materials and supplies.

Inventory exchange transactions, which involve fungible commodities and do not involve the payment or receipt of cash, are not accounted for as purchases and sales. Any resulting volumetric exchange balances are accounted for as inventory, with cost determined using the LIFO method.

Property, Plant and Equipment

Following emergence from chapter 11 bankruptcy, property, plant and equipment are recorded at historical cost. Historical cost includes expenditures that are directly attributable to the acquisition of the items. Costs may also include borrowing costs incurred on debt during construction or major projects exceeding one year, costs of major maintenance as part of turnarounds of major units and committed decommission costs. Land is not depreciated. Depreciation is computed using the straight-line method over the estimated useful asset lives to their residual values, generally as follows:

- 25 years for major manufacturing equipment
- 30 years for buildings
- 5 to 15 years for light equipment and instrumentation
- 15 years for office furniture
- 4 to 7 years for turnarounds of major units and
- 3 to 5 years for information system equipment.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Upon retirement or sale, we remove the cost of the asset and the related accumulated depreciation from the accounts and reflect any resulting gain or loss in the Consolidated Income Statement.

Equity Investments

We account for equity investments using the equity method of accounting if the investment gives us the ability to exercise significant influence over, but not control of, an investee. Significant influence generally exists if we have an ownership interest representing between 20% and 50% of the voting rights. Under the equity method of accounting, investments are stated initially at cost and are adjusted for subsequent additional investments and our proportionate share of profit or losses and distributions. Our equity investments may include goodwill identified on the fresh start accounting date, net of any accumulated impairments. Equity investments were recorded at their estimated fair value at emergence from bankruptcy.

We record our share of the profits or losses of the unconsolidated entities, net of income taxes, in the Consolidated Income Statement. When our share of losses in an investment equals or exceeds our interest in the equity investment, including any other unsecured receivables, we do not recognize further losses, unless we have incurred obligations or made payments on behalf of the equity investment.

We evaluate our equity method investments for impairment when events or changes in circumstances indicate, in management's judgment, that the carrying value of such investments may have experienced an other-than-temporary decline in value. When evidence of loss in value has occurred, management compares the estimated fair value of investment to the carrying value of investment to determine whether an impairment has occurred. If the estimated fair value is less than the carrying value and management considers the decline in value to be other-than temporary, the excess of the carrying value over the estimated fair value is recognized in the financial statements as an impairment.

Goodwill

We recorded goodwill upon application of fresh-start accounting (see Note 23). Goodwill is not amortized, but is tested for impairment annually during the fourth quarter, or sooner if events or changes in circumstances indicate the carrying amount may exceed fair value. In accordance with the recently issued ASU No. 2011-08, *Intangibles—Goodwill and Other (Topic 350)—Testing Goodwill for Impairment*, we used a qualitative approach to test goodwill for impairment. In the fourth quarter 2011, we chose to adopt this ASU early and performed a qualitative assessment and determined that is was more likely than not that the fair values of our reporting units were not less than their carrying values and it was not necessary to perform the currently prescribed two-step goodwill impairment test.

Liabilities Subject to Compromise

Pursuant to U.S. GAAP, certain pre-petition liabilities of the Debtors were reclassified as of December 31, 2009, from long-term liabilities to liabilities subject to compromise (see Note 22). Liabilities subject to compromise included the Debtors' long-term debt that was considered undersecured and amounts that were due from the Debtors to vendors and employees for goods and services received prior to the January 6, 2009, April 24, 2009 and May 8, 2009 petition dates and include damage claims created by the Debtors' rejection of executory contracts. The Debtors recognized claims at the probable allowed amounts. Claims for rejected contracts were recorded at the earlier of default by the Debtors under the contract or notification to the U.S. Bankruptcy Court of rejection. Liabilities subject to compromise were distinguished from pre-petition liabilities of the Debtors estimated to be fully secured, post-petition liabilities of the Debtors and liabilities of the non-Debtors for all of which the balance sheet classification was unchanged.

Intangible Assets

Identifiable Intangible Assets—Costs to purchase and to develop software for internal use are deferred and amortized over periods of 3 to 10 years. Other intangible assets were stated at fair value at emergence. Such assets primarily consist of emission allowances, various contracts, and in-process research and development. These assets are amortized using the straight-line method over their estimated useful lives or over the term of the related agreement, if shorter.

Research and Development—Research and Development ("R&D") costs are expensed when incurred. Subsidies for research and development are included in Other income. Depreciation expense related to R&D assets is included as a cost of R&D. To the extent the purchase price in a business combination is allocated to in-process research and development assets, those assets are capitalized at fair value as an intangible asset with an indefinite life. When the related R&D project is abandoned, the assets are impaired and when the related R&D project activities are completed, we make a determination of the useful lives and amortize those assets over their useful lives.

Impairments of Long Lived Assets

We evaluate long-lived assets, including identifiable intangible assets, for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When it is probable that an asset or asset group's undiscounted future cash flows will not be sufficient to recover the carrying amount, the asset is written down to its estimated fair value.

Income Taxes

The income tax expense for the period comprises current and deferred tax. Income tax is recognized in the Consolidated Income Statement, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In these cases, the applicable tax amount is also recognized in other comprehensive income or directly in equity, respectively.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes, as well as the net tax effects of net operating loss carry forwards. Valuation allowances are provided against deferred tax assets when it is more likely than not that some portion or all of the deferred tax asset will not be realized.

We recognize uncertain income tax positions in our financial statements when it is more likely than not, based on the technical merits, that the position or a portion thereof will be sustained upon examination.

Employee Benefits

Pension plans—We have both defined benefit (funded and unfunded) and defined contribution plans. For the defined benefit plans, a Projected Benefit Obligation is calculated annually by independent actuaries using the projected unit credit method. Pension costs primarily represent the increase in the actuarial present value of the obligation for pension benefits based on employee service during the year and the interest on this obligation in respect of employee service in previous years, net of expected return on plan assets.

Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity and are reflected in accumulated other comprehensive income in the period in which they arise.

For defined contribution plans, we pay contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The contributions are recognized as employee benefit expense when due.

Other post-employment obligations—Certain employees are entitled to post-retirement medical benefits to retirees. The entitlement to these benefits is usually conditional on the employee remaining in service up to retirement age and the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment applying the same accounting methodology used for defined benefit plans.

Termination benefits—Contractual termination benefits are payable when employment is terminated due to an event specified in the provisions of a social/labor plan or statutory law. A liability is recognized when it is probable that employees will be entitled to the benefits and the amount is estimable. One time termination benefits are payable when we offer, for a short period of time, additional benefits to employees electing voluntary termination, including early retirement. A liability is recognized when we are committed to make payments and the number of affected employees and the benefits received are known to both parties. Other involuntary termination benefits are payable when employment is terminated due to an event not specified in the provisions of a social/labor plan or statutory law. A liability is recognized when we are demonstrably committed to terminating the employment of current employees according to a detailed formal plan without possibility of withdrawal and can reasonably estimate such amount. Benefits falling due more than 12 months after the balance sheet date are discounted to present value.

Other Provisions

Environmental Remediation Costs—Environmental remediation liabilities include liabilities related to sites we currently own, sites we no longer own as well as sites belonging to other parties where we have operated. These liabilities were recorded at fair value at emergence and are subject to periodic remeasurement. Additional liabilities recorded subsequent to emergence for anticipated expenditures related to investigation and remediation of contaminated sites are accrued when it is probable a liability has been incurred and the amount of the liability can be reasonably estimated. Only ongoing operating and monitoring costs, the timing of which can be determined with reasonable certainty, are discounted to present value. Future legal costs associated with such matters, which generally are not estimable, are not included in these liabilities.

Asset Retirement Obligation—At some sites, we are contractually obligated to decommission our plants upon site exit. Existing obligations were recorded at fair value at emergence. Other asset retirement obligations are recorded at the present value of the estimated costs to retire the asset at the time the obligation is incurred. That cost is capitalized as part of the related long lived asset and depreciation is recognized on a straight line basis over the useful life of the related asset. Accretion expense in connection with the discounted liability is also recognized over the useful life of the related asset. Such depreciation and accretion expenses are included in Cost of sales.

Foreign Currency Translation

Functional and reporting currency—Items included in the financial information of each of LyondellBasell N.V.'s entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency") and then translated to the U.S. dollar reporting currency through Other comprehensive income. The consolidated financial information is presented in U.S. Dollars, which is the functional currency of the Company.

Transactions and balances—Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the Consolidated Income Statement.

In the Consolidated Financial Statements, the results and financial position of all subsidiaries that have a functional currency different from the presentation currency are translated into the reporting currency as follows:

1. Assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
2. Income and expenses for each income statement are translated at average exchange rates; and
3. All resulting exchange differences are recognized as a separate component within other comprehensive income (currency translation reserve).

Revenue Recognition

Revenue from product sales is recognized at the time of transfer of title and risk of loss to the customer, which usually occurs at the time of shipment. Revenue is recognized at the time of delivery if we retain the risk of loss during shipment. For products that are shipped on a consignment basis, revenue is recognized when the customer uses the product. Costs incurred in shipping products sold are included in Cost of sales. Billings to customers for shipping costs are included in sales revenue.

With respect to licensing contracts we recognize revenue on a contract-by-contract basis when we determine that we have sold our product or rendered service. For proven technologies for which we are contractually entitled to receive the vast majority of the contract value in cash at or before the date of customer acceptance, we will generally recognize revenue at the date of delivery of the process design package and the related license, provided that the undelivered items are considered inconsequential or perfunctory. Revenue for remaining perfunctory items for these contracts is recognized when the uncertainties are resolved. For contracts involving unproven process technology or post-delivery technical assistance that is not considered inconsequential or perfunctory, we recognize revenue at the date of customer acceptance up to the amount of fixed fees due at customer acceptance date. Future fixed fees for these contracts are recognized when the uncertainties are resolved. Royalties under these contracts are recognized when earned, typically based on production volumes.

Share-Based Compensation

The Company grants stock-based compensation awards that vest over a specified period or upon employees meeting certain service criteria. The fair value of equity instruments issued to employees is measured on the grant date and is recognized over the vesting period.

Liabilities with respect to cash-settled, share-based compensation are recognized as a liability and re-measured at each balance sheet date through the Consolidated Statements of Income.

Leases

We lease land and fixed assets for use in our operations. All lease agreements are evaluated and classified as either an operating lease or a capital lease. A lease is classified as a capital lease if any of the following criteria are met: transfer of ownership to the lessee by the end of the lease term; the lease contains a bargain purchase option; the lease term is equal to 75% or greater of the asset's useful economic life; or the present value of the future minimum lease payments is equal to or greater than 90% of the asset's fair market value. Capital leases are capitalized at the lower of the net present value of the total amount of rent payable under the leasing agreement (excluding finance charges) or fair market value of the leased asset. Capital lease assets are depreciated on a straight-line basis, over a period consistent with our normal depreciation policy for tangible fixed assets, but generally not exceeding the lease term. Operating lease expense is recognized ratably over the entire lease term.

Derivative Financial Instruments and Hedging Activities

We selectively enter into derivative transactions to manage volatility related to market risks associated with changes in commodity pricing, currency exchange rates and interest rates. We categorize assets and liabilities, measured at fair value, into one of three different levels depending on the observability of the inputs employed in the measurement. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable inputs other than quoted prices included within Level 1 for the asset or liability, either directly or indirectly through market corroborated inputs. Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or our assumptions about pricing by market participants. For a discussion related to financial instruments and derivatives policies, see Note 14.

Non-Controlling Interests

Non-controlling interests primarily represent the interests of unaffiliated investors in a partnership that owns our PO/SM II plant at the Channelview, Texas complex and a subsidiary owning an equity investment in the Al-Waha Petrochemicals Ltd. joint venture.

Use of estimates and classification

Use of Estimates—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Classification—Our consolidated financial statements classify precious metals and catalysts as components of Property, plant and equipment. Catalysts and precious metals were previously reported by the Predecessor as Intangible assets and Other assets, respectively. Debt issuance costs, which were previously reported as Intangible assets, net, by the Predecessor, are classified as Other assets by the Successor.

Predecessor Period

The accounting policies of LyondellBasell AF in the Predecessor period were the same as for LyondellBasell N.V. in the Successor period except as follows:

Inventories—Inventories were carried at the lower of current market value or cost. Cost was determined using the FIFO method, except for certain U.S. inventories for which cost was required to be determined using the LIFO method, and the average cost method for materials and supplies.

New Accounting Standards

Comprehensive Income—In June 2011, the FASB issued Accounting Standards Update ("ASU") 2011-05, related to ASC Topic 220, *Comprehensive Income: Presentation of Comprehensive Income*. This standard eliminates the current option to report other comprehensive income and its components in the statement of changes in equity. Under ASC 220, an entity can elect to present either 1) one continuous statement of comprehensive income or 2) in two separate but consecutive statements. Under the two-statement approach, the first statement would include components of net income, which is consistent with the income statement format used today, and the second statement would include components of other comprehensive income (OCI). The ASU does not change the items that must be reported in OCI. The statement(s) would need to be presented with equal prominence as the other primary financial statements. The ASU is effective for interim and annual periods beginning on or after December 15, 2011. In December 2011, the FASB issued ASU 2011-12, an amendment to ASU 2011-05, deferring the effective date for the requirement to present components of reclassifications of other comprehensive income on the face of the income statement. All other requirements of ASU 2011-05 were unchanged. Early adoption is permitted and full retrospective application is required. The adoption of this amendment will have an effect on the presentation of our Consolidated Financial Statements by inclusion of either Consolidated Statements of Other Comprehensive Income or a Consolidated Statements of Comprehensive Income.

Disclosures about Offsetting Assets and Liabilities—On December 16, 2011, the FASB issued ASU No. 2011-11, *Disclosures about Offsetting Assets and Liabilities*. The standard requires disclosures to provide information to help reconcile differences in the offsetting requirements under U.S. GAAP and IFRS. The differences in the offsetting requirements account for a significant difference in the amounts presented in statements of financial position prepared in accordance with U.S. GAAP and IFRS. The new disclosure requirements mandate that entities disclose both gross and net information about instruments and transactions eligible for offset in the statement of financial position (balance sheet), as well as instruments similar to a master netting arrangement. In addition, the standard requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. The ASU is effective for annual reporting periods beginning on or after January 1, 2013, and interim periods within those annual periods. The adoption of this amendment is not expected to have a material impact on the presentation of our Consolidated Balance Sheet.

Fair Value Measurement—In May 2011, the FASB issued new guidance related to ASC Topic 820, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. The new guidance results in a consistent definition of fair value and common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS and changes some fair value measurement principles and disclosure requirements. This guidance aligns the fair value measurement of instruments classified within an entity's shareholders' equity with the guidance for liabilities and as a result, requires an entity to measure the fair value of its own equity instruments from the perspective of a market participant that holds the equity instruments as assets. This guidance also enhances disclosure requirements for recurring Level 3 fair value measurements to include quantitative information about unobservable inputs used, a description of the valuation processes used by the entity, and a qualitative discussion about the sensitivity of the measurements. New disclosures on the use of a nonfinancial asset measured or disclosed at fair value are required if its use differs from its highest and best use. In addition, entities must report the level in the fair value hierarchy of assets and liabilities not recorded at fair value but where fair value is disclosed. The ASU is effective for interim and annual periods beginning on or after December 15, 2011, with early adoption prohibited. The adoption of this amendment is not expected to have a material effect on the presentation of our Consolidated Financial Statements.

Recently Adopted Guidance

Compensation—In September 2011, the FASB issued an ASU related to ASC Topic 715, *Compensation—Retirement Benefits*. This ASU requires enhanced disclosures in the annual financial statements of the employers that participate in multiemployer pension plans to help users of the financial statements better understand the financial health of all the significant plans in which the employer participates. The adoption of this amendment did not have a material impact on the presentation of our Consolidated Financial Statements.

Goodwill—In September 2011, the FASB issued an ASU related to ASC Topic 350, *Intangibles—Goodwill and Other,* which amends the guidance on testing goodwill for impairment. Under the revised guidance, an entity has the option of first performing a qualitative assessment before calculating the fair value of the reporting unit. If an entity believes, as a result of its qualitative assessment, that the fair value of the reporting unit is more-likely-than-not less than the carrying amount, the two-step impairment test would be required. The new qualitative indicators replace those currently used to determine whether an interim goodwill impairment test is required. An entity can choose to perform the qualitative assessment on none, some or all of its reporting units. The ASU does not change how goodwill is calculated, nor does it revise the requirement to test goodwill annually or when events or circumstances warrant interim testing. The amendments are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted. The adoption of this amendment in December of 2011 did not have a material effect on our Consolidated Financial Statements.

In December 2010, the FASB issued guidance related to ASC Topic 350 that requires a company with reporting units having a carrying amount of zero or less to perform Step 2 of the goodwill impairment test if it is more likely than not that a goodwill impairment exists. This guidance is effective for fiscal years, and interim periods within those years, beginning on or after December 15, 2010. Adoption of this amendment in January 2011 did not have a material effect on our Consolidated Financial Statements.

Fair Value Measurement—In January 2010, the FASB issued additional guidance on improving disclosures regarding fair value measurements. The guidance requires the disclosure of the amounts of, and the rationale for, significant transfers between Level 1 and Level 2 of the fair value hierarchy, as well as the rationale for transfers in or out of Level 3. In 2010, we adopted all of the amendments regarding fair value measurements except for a requirement to disclose information about purchases, sales, issuances, and settlements in the reconciliation of recurring Level 3 measurements on a gross basis. Our implementation in January 2011 of the requirement to separately disclose purchases, sales, issuances, and settlements of recurring Level 3 measurements did not have a material impact on the presentation of our Consolidated Financial Statements.

Business Combinations—In December 2010, the FASB issued guidance related to ASC Topic 805, *Business Combinations*, to clarify that if a public entity presents comparative financial statements, the entity should disclose pro-forma revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual reporting period only. This guidance also expands the supplemental pro forma disclosures to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. This guidance is effective prospectively for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. Early adoption is permitted. Adoption of this amendment in January 2011 did not have a material effect on our Consolidated Financial Statements.

Revenue Recognition—In October 2009, the FASB ratified the consensus reached by its emerging issues task force to require companies to allocate revenue in multiple-element arrangements based on the estimated selling price of an element if vendor-specific or other third-party evidence of value is not available. The adoption of these changes, in January 2011, did not have a material effect on our Consolidated Financial Statements.

3. Business Dispositions

In December 2010, LyondellBasell N.V. completed the sale of LyondellBasell Flavors & Fragrance, LLC (the “Flavors & Fragrance chemicals business”), receiving proceeds of $154 million and recognized an after-tax gain of $64 million. The operations of the Flavors & Fragrance chemicals business were not material to our consolidated results and, as such, only the gain on sale was classified as discontinued operations in our Consolidated Statement of Income. The Flavors & Fragrance chemicals business had manufacturing facilities in Jacksonville, Florida, and Brunswick, Georgia, and approximately 200 employees. It produced terpene-based fragrance ingredients and flavor ingredients for the oral-care, confectionery and beverage market.

The capital gain generated by the sale of the Flavors & Fragrance chemicals business was offset by capital loss and carryforwards, for which a full valuation allowance had been recorded and, as such, no tax was provided.

4. Related Party Transactions

The Company has related party transactions with affiliates of our major shareholders, Access Industries (“Access”) and Apollo Management (“Apollo”), and with the Company’s joint venture partners (see Note 9).

Access—In December 2010, we entered into a tax cooperation agreement with Access. The tax cooperation agreement allows either party to provide the other with information and support in connection with tax return preparation and audits on a time and materials basis. Payments received under this agreement during 2011 were less than $1 million.

In December 2007, LyondellBasell AF also entered into a tax-sharing agreement with a subsidiary of Access entitling Access to consideration equal to 17.5% of the net operating loss carryforwards used by LyondellBasell AF entities to reduce their Dutch or French income tax liability. Payments under this agreement were limited to a maximum of $175 million. There were no payments under this agreement during 2010 and 2009. This agreement was not assumed upon the Company’s emergence from chapter 11.

In December 2007, in connection with the Lyondell Chemical acquisition, LyondellBasell AF entered into a management agreement with Access. The agreement included an annual fee of $25 million. Management fees of $25 million in 2009 and 2008 are reflected as expense in Selling, general and administrative expenses. The 2009 management fee, which was not paid, was discharged pursuant to the Plan of Reorganization. This agreement was not assumed upon the Company’s emergence from chapter 11.

On December 20, 2010, one of our subsidiaries received demand letters from affiliates of Access. The Access affiliates have demanded that our subsidiary, LyondellBasell Industries Holdings B.V. (“LBIH”), indemnify them and their shareholders, members, affiliates, officers, directors, employees and other related parties for all losses, including attorney’s fees and expenses, arising out of a pending lawsuit and pay $50 million in management fees for 2009 and 2010 in addition to other unspecified amounts related to advice purportedly given in connection with financing and other strategic transactions. For additional information related to this matter, see Note 18.

Apollo—As a result of the distribution of ordinary shares of LyondellBasell N.V. common stock pursuant to the Plan of Reorganization and the issuance of ordinary shares of LyondellBasell N.V. common stock under a rights offering on the Emergence Date, we began reporting transactions between the Company and entities in which Apollo and its affiliates own interests as related party transactions. These transactions with Apollo affiliates include the sales of product under a long-term contract that renews automatically each year on July 31, unless a 90 day notice of termination has been received. Other product sales are made on the spot market in the ordinary course of business.

Director Fee—In connection with the Bankruptcy cases, LyondellBasell AF retained the services of and entered into a Bankruptcy Court-approved contractual agreement with one of its directors. The director received a $10 million success fee from the Company upon emergence from chapter 11.

Joint Venture Partners—The Company has related party transactions with its equity investees. These related party transactions include the sales and purchases of goods in the normal course of business as well as certain financing arrangements. In addition, under contractual arrangements with certain of the Company's equity investees, we receive certain services, utilities, materials and facilities at some of our manufacturing sites and we provide certain services to our equity investees.

In December 2009, LyondellBasell N.V. advanced €10 million ($14 million) to its joint venture partner, Basell Orlen Polyolefins SP.Z.O.O. under a loan agreement that matures on December 31, 2013. The loan was repaid in full in September 2011.

Related party transactions are summarized as follows:

	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
The Company billed related parties for:				
Sales of products –				
Apollo affiliates	$ 375	$ 235	$ —	$ —
Joint venture partners	741	488	207	621
Shared service agreements –				
Apollo affiliates	13	—	—	—
Joint venture partners	11	22	3	21
Interest –				
Joint venture partners	—	—	—	4
Related parties billed the Company for:				
Sales of products –				
Joint venture partners	3,403	803	432	1,856
Shared service agreements –				
Joint venture partners	115	56	28	100

5. Accounts Receivable

We sell our products primarily to other industrial concerns in the petrochemicals and refining industries. We perform ongoing credit evaluations of our customers' financial condition and, in certain circumstances, require letters of credit or corporate guarantees from them. As part of fresh-start accounting our Accounts receivable were valued at market. Our allowance for doubtful accounts receivable, which is reflected in the Consolidated Balance Sheets as a reduction of accounts receivable, was $16 million and $12 million at December 31, 2011 and 2010, respectively. Our provisions for doubtful accounts receivable, which are recorded in the Consolidated Statements of Income, were $7 million for 2011 and $12 million for the eight months ended December 31, 2010. LyondellBasell AF recorded provisions for doubtful accounts receivable of $7 million and $18 million in the four months ended April 30, 2010 and for the full year 2009, respectively.

6. Inventories

Inventories consisted of the following components at December 31:

Millions of dollars	Successor 2011	2010
Finished goods	$ 3,544	$ 3,127
Work-in-process	267	230
Raw materials and supplies	1,688	1,467
Total inventories	$ 5,499	$ 4,824

In connection with application of fresh-start accounting on May 1, 2010, we recorded inventory at its fair value of $4,849 million (see Note 23). The increase in inventory of $1,297 million was primarily in the U.S. and largely due to the price of crude oil.

We recorded non-cash charges in the Successor period totaling $42 million to adjust the value of our finished goods inventory to market as of December 31, 2010. These non-cash charges were the result of the decline in the market prices for certain products, primarily polypropylene.

LyondellBasell AF recorded a charge of $127 million in 2009 to adjust the value of its inventory to market value, which was lower than the carrying cost at December 31, 2009.

At December 31, 2011 and 2010, approximately 88% and 87%, respectively, of our inventories were valued using the LIFO method and the remainder, excluding materials and supplies, was valued using the FIFO method. The excess of current replacement cost over LIFO cost of inventories amounted to $467 million and $257 million at December 31, 2011 and 2010, respectively. In 2011, an increase in average dollar LIFO resulted in a $51 million benefit. During 2010, liquidations of LIFO inventory layers resulted in a charge of $9 million.

7. Property, Plant and Equipment, Goodwill and Intangible Assets

Plant, Property and Equipment—The components of property, plant and equipment, at cost, and the related accumulated depreciation were as follows at December 31:

Millions of dollars	Successor 2011	2010
Land	$ 301	$ 286
Manufacturing facilities and equipment	7,358	6,752
Construction in progress	785	569
Total property, plant and equipment	8,444	7,607
Less accumulated depreciation	(1,111)	(417)
Property, plant and equipment, net	$ 7,333	$ 7,190

In the years ended December 31, 2011 and 2010, we recognized $31 million and $25 million, respectively, of impairment charges related to the capital expenditures at the Berre refinery due to the discounted cash flow projections for the Berre refinery being insufficient to recover the asset's carrying amount.

In connection with application of fresh-start accounting on May 1, 2010, we recorded Property, plant and equipment, which includes land, buildings and equipment, furniture and fixtures and construction in progress, at its fair value of $7,080 million (see Note 23).

On February 25, 2010, based on the continued impact of global economic conditions on polypropylene demand, LyondellBasell AF announced a project to cease production at, and permanently shut down, its polypropylene plant at Terni, Italy. LyondellBasell AF recognized charges of $23 million in cost of sales related to plant and other closure costs in the first quarter of 2010. In July 2010 the plant ceased production.

Capitalized interest expense related to Property, plant and equipment for the year ended December 31, 2011, the eight months ended December 31, 2010, the four months ended April 30, 2010 and for the year ended December 31, 2009 was $8 million, $2 million, $4 million and $35 million, respectively.

Goodwill—We recorded goodwill of $592 million upon application of fresh-start accounting (see Note 23). Goodwill decreased from $595 million at December 31, 2010 to $585 million at December 31, 2011 and increased from $592 million at April 30, 2010 to $595 million at December 31, 2010. All movements were due to foreign exchange impacts.

In the fourth quarter of 2009, LyondellBasell AF recorded an immaterial adjustment related to prior periods which increased income from operations and net income for the three-month period ended December 31, 2009 by $65 million. The adjustment related to an overstatement of goodwill impairment in 2008.

Intangible Assets—In connection with application of fresh-start accounting on May 1, 2010, we recorded Intangible assets at their fair values of $1,474 million (see Note 23).

The components of identifiable intangible assets, at cost, and the related accumulated amortization were as follows at December 31:

	Successor					
	2011			2010		
Millions of dollars	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
In-process research and development costs	$ 129	$ (23)	$ 106	$ 132	$ (3)*	$ 129
Technology, patent and license costs	2	—	2	2	—	2
Emission allowances	731	(128)	603	731	(46)	685
Various contracts	559	(142)	417	567	(74)	493
Software costs	70	(21)	49	53	(2)	51
Total intangible assets	$1,491	$ (314)	$1,177	$1,485	$ (125)	$1,360

* Includes impairments discussed in the paragraphs below.

Amortization of these identifiable intangible assets for the next five years is expected to be $148 million in 2012, $130 million in 2013, $126 million in 2014, $118 million in 2015 and $112 million in 2016.

During the year ended December 31, 2011 and the eight months ended December 31, 2010, we recognized impairments of $19 million and $3 million, respectively, related to certain in-process research and development projects which were abandoned.

During the fourth quarter 2009, LyondellBasell AF recognized a $44 million charge related to surplus highly-reactive volatile organic compound (“HRVOC”) emissions allowances. For purposes of the annual impairment test, fair value was measured based on estimates of cost to implement alternative emission reduction technology. Also in December 2009, LyondellBasell AF recognized a $9 million impairment for non-U.S. emission rights. These charges are reflected in Cost of sales on the Consolidated Statements of Income.

Depreciation and Amortization Expense—Depreciation and amortization expense is summarized as follows:

	Successor		Predecessor	
Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	Year Ended December 31, 2009
Property, plant and equipment	$ 728	$ 413	$ 499	$ 1,515
Investment in PO joint ventures	29	16	19	57
Emission allowances	82	46	—	—
Various contracts	60	81	—	—
Technology, patent and license costs	13	—	25	123
Software costs	19	2	12	21
Other	—	—	10	58
Total depreciation and amortization	$ 931	$ 558	$ 565	$ 1,774

Asset Retirement Obligations—At some sites we are contractually obligated to decommission our plants upon site exit. The Company has provided for the net present value of the estimated costs. Typically such costs are incurred within three years after a plant's closure. The changes in the Company's asset retirement obligations were as follows:

	Successor		Predecessor
Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010
Beginning balance	$ 132	$ 138	$ 132
Payments	(28)	(11)	(3)
Changes in estimates	(6)	(2)	(11)
Accretion expense	21	5	40
Effects of exchange rate changes	(3)	2	(10)
Divestitures	—	—	(2)
Other	7	—	(3)
Ending balance	$ 123	$ 132	$ 143

In connection with application of fresh-start accounting on May 1, 2010, we recorded asset retirement obligations at their fair values of $138 million.

We believe that there are asset retirement obligations associated with some of our facilities, but that the present value of those obligations is not material in the context of an indefinite expected life of the facilities. We continually review the optimal future alternatives for our facilities. Any decision to retire one or more facilities may result in an increase in the present value of such obligations.

8. Investment in PO Joint Ventures

We, together with Bayer AG and Bayer Corporation (collectively "Bayer"), share ownership in a U.S. propylene oxide ("PO") manufacturing joint venture (the "U.S. PO Joint Venture") and a separate joint venture for certain related PO technology. Bayer's ownership interest represents ownership of annual in-kind PO production of the U.S. PO Joint Venture of 1.5 billion pounds in 2011 and 2010. We take in kind the remaining PO production and all co-product (styrene monomer ("SM" or "styrene") and tertiary butyl alcohol ("TBA") production from the U.S. PO Joint Venture.

In addition, we and Bayer each have a 50% interest in a separate manufacturing joint venture (the "European PO Joint Venture"), which includes a world-scale PO/SM plant at Maasvlakte near Rotterdam, The Netherlands. We and Bayer each are entitled to 50% of the PO and SM production at the European PO Joint Venture.

We and Bayer do not share marketing or product sales under the U.S. PO Joint Venture. We operate the U.S. PO Joint Venture's and the European PO Joint Venture's (collectively the "PO joint ventures") plants and arrange and coordinate the logistics of product delivery. The partners share in the cost of production and logistics based on their product offtake.

We report the cost of our product offtake as inventory and cost of sales in our consolidated financial statements. Related cash flows are reported in the operating cash flow section of the consolidated statements of cash flows. Our investment in the PO joint ventures is reduced through recognition of our share of the depreciation and amortization of the assets of the PO joint ventures, which is included in cost of sales. Other changes in the investment balance are principally due to additional capital investments in the PO joint ventures by us.

Changes in the Company's investment in the U.S. and European PO joint ventures for 2011 and 2010 are summarized below:

Millions of dollars	U.S. PO Joint Venture	European PO Joint Venture	Total PO Joint Ventures
Successor			
Investments in PO joint ventures—January 1, 2011	$ 291	$ 146	$ 437
Cash contributions	3	5	8
Depreciation and amortization	(20)	(9)	(29)
Effect of exchange rate changes	—	(4)	(4)
Investments in PO joint ventures—December 31, 2011	$ 274	$ 138	$ 412
Investments in PO joint ventures—May 1, 2010	$ 303	$ 149	$ 452
Cash contributions	1	—	1
Depreciation and amortization	(13)	(3)	(16)
Investments in PO joint ventures—December 31, 2010	$ 291	$ 146	$ 437
Predecessor			
Investments in PO joint ventures—January 1, 2010	$ 533	$ 389	$ 922
Return of investment	—	(5)	(5)
Depreciation and amortization	(14)	(5)	(19)
Effect of exchange rate changes	—	(31)	(31)
Investments in PO joint ventures—April 30, 2010	$ 519	$ 348	$ 867

In connection with application of fresh-start accounting on May 1, 2010, our equity interests in PO joint ventures were valued at their fair value of $452 million (see Note 23).

9. Equity Investments

Direct and indirect Equity investments held by the Company are as follows:

Percent of Ownership	December 31, 2011	December 31, 2010
Basell Orlen Polyolefins Sp. Z.o.o.	50.00%	50.00%
PolyPacific Pty. Ltd.	50.00%	50.00%
SunAllomer Ltd.	50.00%	50.00%
Saudi Polyolefins Company	25.00%	25.00%
Saudi Ethylene & Polyethylene Company Ltd.	25.00%	25.00%
Al-Waha Petrochemicals Ltd.	20.95%	20.95%
PolyMirae Co. Ltd.	42.59%	42.59%
HMC Polymers Company Ltd.	28.56%	28.56%
Indelpro S.A. de C.V.	49.00%	49.00%
Ningbo ZRCC Lyondell Chemical Co. Ltd.	26.65%	26.65%
Ningbo ZRCC Lyondell Chemical Marketing Co.	50.00%	50.00%
Nihon Oxirane Company	40.00%	40.00%
NOC Asia Ltd.	40.00%	40.00%
Geosel	27.00%	27.00%

The changes in Equity investments are as follows for the years 2011 and 2010:

	Successor		Predecessor
Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010
Beginning balance	$ 1,587	$ 1,524	$ 1,085
Income from equity investments	216	86	84
Dividends received, gross	(208)	(34)	(18)
Contributions to joint ventures	—	—	20
Currency exchange effects	(21)	(7)	(8)
Other	(15)	18	10
Ending balance	$ 1,559	$ 1,587	$ 1,173

The subsidiary that holds the Company's equity interest in Al-Waha Petrochemicals Ltd has a minority shareholder, which holds 16.21% of its equity. The equity interest held by the minority shareholder can be called by the Company or can be put to the Company by the minority interest shareholder at any time. The price of the call option is the nominal value of the shares (initial $18 million investment) plus accrued interest based on LIBOR plus 40 basis points, less paid dividends. The price of the put option is €1 plus the minority shareholder's undistributed pro-rata earnings. As of December 31, 2011 and 2010, the put would have a minimal redemption amount and the call could be redeemed for $21 million, the value of the initial investment plus accrued interest.

Summarized balance sheet information and the Company's share of equity investments were as follows:

	December 31, 2011		December 31, 2010	
Millions of dollars	100%	Company Share	100%	Company Share
Current assets	$ 3,969	$ 1,380	$ 3,793	$ 1,343
Noncurrent assets	6,546	1,811	6,849	1,998
Total assets	10,515	3,191	10,642	3,341
Current liabilities	2,760	967	2,923	1,016
Noncurrent liabilities	2,583	727	3,926	1,100
Net assets	$ 5,172	$ 1,497	$ 3,793	$ 1,225

Summarized income statement information and the Company's share for the periods for which the respective Equity investments were accounted for under the equity method is set forth below:

	Successor				Predecessor			
	Year Ended December 31, 2011		May 1 through December 31, 2010		January 1 through April 30, 2010		Year Ended December 31, 2009	
Millions of dollars	100%	Company Share	100%	Company Share	100%	Company Share	100%	Company Share
Revenues	$ 14,960	$ 4,915	$ 6,249	$ 2,248	$ 3,127	$ 989	$ 6,640	$ 2,099
Cost of sales	(13,335)	(4,441)	(5,622)	(2,042)	(2,699)	(869)	(5,973)	(1,891)
Gross profit	1,625	474	627	206	428	120	667	208
Net operating expenses	(375)	(131)	(169)	(55)	(82)	(29)	(169)	(71)
Operating income	1,250	343	458	151	346	91	498	137
Interest income	12	4	4	2	2	1	18	3
Interest expense	(260)	(71)	(151)	(43)	(43)	(13)	(202)	(61)
Foreign currency translation	(6)	(6)	5	(1)	83	24	(10)	(5)
Income (loss) from equity investments	3	1	(2)	(3)	3	2	4	2
Income before income taxes	999	271	314	106	391	105	308	76
Provision for income taxes	(201)	(55)	(43)	(20)	(67)	(21)	(92)	(29)
Net income	$ 798	$ 216	$ 271	$ 86	$ 324	$ 84	$ 216	$ 47

In connection with application of fresh-start accounting on May 1, 2010, we recorded equity investments at their fair value of $1,524 million (see Note 23). The carrying value of our equity investments at December 31, 2011 of $1,559 million reflects the 2010 aggregate fair value adjustment and subsequent cumulative amortization, which represents the difference to the equity investments underlying assets of $1,497 million. In 2009, the Company recognized pretax impairment charges totaling $228 million for impairment of the carrying value of its investments in certain joint ventures.

A joint venture of ours is in default under its financing arrangement due to a delay in the start-up of its assets. The parties are currently negotiating in good faith to resolve the default and at present there is no evidence that such negotiations will not be concluded successfully or that the resolution of this matter will have a material adverse impact on our operations or liquidity.

10. Prepaid Expenses and Other Current Assets and Other Assets

The components of Prepaid expenses and other current assets were as follows at December 31:

	Successor	
Millions of dollars	2011	2010
VAT receivables	$ 376	$270
Income taxes	372	293
Advances to suppliers	90	166
Prepaid insurance	46	45
Deferred tax assets	29	66
Taxes other than income taxes	11	28
Other	116	107
Total prepaid expenses and other current assets	$1,040	$975

The components of Other assets were as follows at December 31:

	Successor	
Millions of dollars	2011	2010
Debt issuance costs	$ 102	$126
Company-owned life insurance	54	58
Pension assets	47	21
Deferred tax assets	20	41
Other	43	27
Total other assets	$ 266	$273

11. Accrued Liabilities

Accrued liabilities consisted of the following components at December 31:

Millions of dollars	2011	2010
Payroll and benefits	$ 351	$ 386
Taxes other than income taxes	211	235
Interest	119	202
Product sales rebates	220	210
Warrants	19	215
Income taxes	36	99
Priority and administrative claims	17	98
Deferred revenues	41	49
Other	228	211
Total accrued liabilities	$ 1,242	$ 1,705

12. Debt

Long-term loans, notes and other long-term debt due to banks and other unrelated parties consisted of the following:

Millions of dollars	2011	2010
Bank credit facilities:		
Senior Term Loan Facility due 2016	$ —	$ 5
Senior Notes due 2017, $2,250 million, 8.0%	619	2,025
Senior Notes due 2017, €375 million, 8.0%	134	452
Senior Notes due 2018, $3,240 million, 11.0%	1,922	3,240
Senior Notes due 2021, $1,000 million, 6.0%	1,000	—
Guaranteed Notes, due 2027, $300 million, 8.1%	300	300
Other	9	18
Total	3,984	6,040
Less current maturities	(4)	(4)
Long-term debt	$3,980	$6,036

Short-term loans, notes and other short-term debt due to banks and other unrelated parties consisted of the following:

Millions of dollars	2011	2010
$2,000 million Senior Secured Asset-Based Revolving Credit Agreement	$ —	$ —
Financial payables to equity investments	10	11
Other	38	31
Total short-term debt	$ 48	$ 42

Aggregate maturities of debt during the next five years are $52 million in 2012, $1 million in each of the years 2013 through 2016, and $3,976 million thereafter.

Pursuant to a cash tender offer, in November 2011 we repaid $2,802 million principal amount of debt, comprising $1,204 million of our 8% senior secured dollar notes due 2017, €200 million ($274 million) of our 8% senior secured euro Notes due 2017, and $1,319 million of our 11% senior secured notes due 2018, paying premiums of $397 million and other related fees of $7 million. Also in November 2011, we repaid the $5 million outstanding on our senior term loan facility. In conjunction with the tender offer, we obtained consents from the note holders to release the collateral securing the notes and to modify other provisions in the indentures governing the notes related to restrictive covenants.

On April 30, 2010, in accordance with provisions in the Plan of Reorganization, payments totaling $2,362 million were made to repay, in full, $2,167 million outstanding under the DIP Term Loan Facility and a related $195 million exit fee. The outstanding amount of $985 million under the DIP ABL Facility was also repaid on April 30, 2010. In addition, $18,310 million of debt classified as liabilities subject to compromise was discharged pursuant to the Plan of Reorganization (see Note 23).

6% Senior Notes—On November 14, 2011, we issued $1.0 billion of 6% senior notes due 2021 (the “6% senior notes”) and received proceeds of $985 million. In December 2011, we used the net proceeds from the offering of the 6% senior notes, together with available cash, to pay a special dividend in the aggregate amount of $2.6 billion to shareholders of record on November 25, 2011.

The 6% senior notes, which mature on November 15, 2021, bear interest at 6% per annum. Interest is payable semiannually, in arrears, on May 15 and November 15 of each year.

The 6% senior notes are guaranteed on a senior basis by, subject to certain exceptions, each existing and future wholly owned United States subsidiary of LyondellBasell N.V. (the “U.S. Subsidiary Guarantors”) that is an issuer or co-issuer in respect of, or guarantees, any debt securities issued in the capital markets by LyondellBasell N.V. or any subsidiary. Such guarantees will automatically be released if such guarantor is no longer an issuer, co-issuer or guarantor of such debt securities.

The 6% senior notes are unsecured obligations and will rank *pari passu* in right of payment with all of our existing and future senior unsecured indebtedness and senior in right of payment to any of our future subordinated indebtedness. The 6% senior notes rank effectively junior in right of payment to any of our secured indebtedness, including indebtedness under our U.S. asset based revolving credit facility, which is secured principally by a lien on collateral consisting primarily of inventory and receivables held in the United States, to the extent of the value of the collateral securing such indebtedness. In addition, the 6% senior notes are structurally subordinated to all liabilities of our subsidiaries that do not guarantee the notes including the European Securitization Facility and the guaranteed notes due 2027.

The 6% senior notes may be redeemed, in whole at any time or in part from time to time prior to the date that is 90 days prior to the scheduled maturity date of the notes at a redemption price equal to 100% of the principal amount thereof plus a make-whole premium and accrued and unpaid interest to the redemption date. In addition, the 6% senior notes may be redeemed at any time or in part from time to time after the date that is 90 days prior to the final maturity date of the notes at a redemption price equal to 100% of the principal amount thereof plus accrued and unpaid interest to the redemption date.

8% Senior Notes—On April 8, 2010, LBI Escrow issued $2,250 million of 8% senior secured dollar notes due 2017 (the “8% senior dollar notes”) and €375 million of senior secured euro notes due 2017, (the “8% senior euro notes”). We paid fees of $62 million related to the issuance of these facilities. On April 30, 2010, Lyondell Chemical was merged with and replaced LBI Escrow as issuer of the 8% senior secured notes and borrower under the senior term loan facility.

The 8% senior dollar notes are jointly and severally, and fully and unconditionally guaranteed by LyondellBasell N.V. and, subject to certain exceptions, each existing and future wholly owned U.S. restricted subsidiary of LyondellBasell N.V. (other than Lyondell Chemical, as issuer), other than any such subsidiary that is a subsidiary of a non-U.S. subsidiary (the “Subsidiary Guarantors” and, together with LyondellBasell N.V., the “Guarantors”).

The 8% senior notes, which mature on November 1, 2017, bear interest at 8% per annum, payable semi-annually in arrears on May 1 and November 1 of each year.

In conjunction with the tender offer described above, all collateral securing the 8% senior notes was released and other provisions in the indenture governing the notes related to restrictive covenants were modified.

The 8% senior notes rank effectively junior in right of payment to any of our secured indebtedness, including indebtedness under our U.S. asset based revolving credit facility, to the extent of the value of the collateral securing such indebtedness. In addition, the 8% senior notes are structurally subordinated to all liabilities of our subsidiaries that do not guarantee the notes.

Lyondell Chemical has the option to redeem up to 10% of the outstanding 8% senior notes annually prior to May 1, 2013 at a redemption price equal to 103% of the principal amount thereof plus accrued and unpaid interest to the redemption date.

In addition, the 8% senior notes are redeemable by Lyondell Chemical in whole at any time or in part from time to time prior to May 1, 2013 at a redemption price equal to 100% of the principal amount thereof plus a make-whole premium and accrued and unpaid interest to the redemption date. On or after May 1, 2013, Lyondell Chemical may redeem all or part of the 8% senior notes at specified redemption premium percentages according to the date the notes are redeemed plus accrued and unpaid interest to the applicable redemption date. The 8% senior notes are redeemable at par on or after May 1, 2016.

The indenture governing the 8% senior notes contains covenants, subject to certain exceptions, that restrict, among other things, debt and lien incurrence; investments; certain restricted payments; sales of assets and mergers; and affiliate transactions.

Under the terms of the indenture governing the 8% senior notes, we are permitted to make unlimited restricted payments at any time as long as both prior to and after giving effect to such payments, Lyondell Chemical's leverage ratio would not exceed 2.00 to 1.00.

Several of the restrictive covenants would be suspended if we receive an investment grade rating from two rating agencies. The 8% senior notes are not subject to the maintenance of any specific financial covenant.

As described above, in November 2011 we redeemed $1,204 million of our 8% senior dollar notes and €200 million ($274 million) of our 8% senior euro notes. In May 2011, we redeemed $203 million of our 8% senior dollar notes and €34 million ($50 million) of our 8% senior euro notes, equal to 10% of the then outstanding notes, at a redemption price of 103% of par, paying premiums totaling $7 million. In December 2010, we redeemed $225 million of our 8% senior dollar notes and €37.5 million ($50 million) of our 8% senior euro notes equal to 10% of the then outstanding notes, at a redemption price of 103% of par, paying premiums of $8 million collectively. Interest expense in 2011 and the 2010 Successor period reflects the effect of these prepayment premiums.

11% Senior Notes—Pursuant to the Plan of Reorganization, on the Emergence Date, Lyondell Chemical issued 11% senior secured notes due 2018 (the "11% senior notes") under an indenture of approximately $3,240 million, replacing the DIP Roll-up Notes issued as part of the DIP Term Loan Facility in January 2009. In November 2011, in connection with the tender offer, we redeemed $1,319 million of our 11% senior notes paying premiums and consent fees totaling $188 million and released all collateral securing the notes and amended certain restrictive covenants in the indenture governing the notes.

The 11% senior notes, which mature on May 1, 2018, bear interest at 11% per annum, payable semiannually in arrears on February 1 and August 1 of each year.

The 11% senior notes are guaranteed by the same Guarantors that guarantee the 8% senior notes. The 11% senior notes are redeemable by Lyondell Chemical in whole at any time or in part from time to time prior to May 1, 2013 at a redemption price equal to 100% of the principal amount thereof plus a make-whole premium and accrued and unpaid interest to the redemption date. The 11% senior notes are redeemable at par on or after May 1, 2013.

The indenture governing the 11% senior notes contains covenants, subject to certain exceptions, that restrict, among other things, debt and lien incurrence; investments; certain restricted payments; sales of assets and mergers; and affiliate transactions.

Under the terms of the indenture governing the 11% senior notes, we are permitted to make unlimited restricted payments at any time as long as both prior to and after giving effect to such payments, Lyondell Chemical's leverage ratio would not exceed 2.00 to 1.00.

Registration Rights Agreements—In connection with the issuance of the 6% senior notes, on November 14, 2011, LyondellBasell N.V. and the U.S. Subsidiary Guarantors entered into a registration rights agreement (the "Registration Rights Agreement") requiring LyondellBasell N.V. to file and cause to become effective a registration statement with the SEC to register an offer to exchange the 6% senior notes for registered notes with substantially identical terms (other than restrictions on transfer and provisions for additional interest) within one year of November 14, 2011.

Senior Term Loan Facility—On April 8, 2010, LBI Escrow borrowed $500 million under a six-year, $500 million senior term loan facility (the "Senior Term Loan Facility") and received proceeds, net of discount, of $495 million. We paid fees of $10 million related to the issuance of this facility.

During the 2010 Successor period, we made payments under the Senior Term Loan Facility totaling $495 million, including a $1 million mandatory quarterly amortization payment in September 2010 and $494 million in December 2010. In November 2011, we repaid the remaining $5 million outstanding under this facility. As a result of such repayment the senior term loan facility was terminated.

U.S. ABL Facility—On April 8, 2010, Lyondell Chemical completed the financing of a four-year, $1,750 million U.S. asset-based revolving credit facility ("U.S. ABL Facility"), which may be used for advances or to issue up to $700 million of letters of credit. Lyondell Chemical paid fees of $70 million related to the completion of this financing. Borrowings under the U.S. ABL Facility bear interest at the Base Rate or LIBOR, plus an applicable margin, and the lenders are paid a commitment fee on the average daily unused commitments. On June 2, 2011, we amended our U.S. ABL Facility to, among other things, (i) increase the size of the facility to $2 billion; (ii) extend the maturity date to June 2016; (iii) reduce the applicable margin and commitment fee; and (iv) amend certain covenants and conditions in order to provide additional flexibility. We paid fees of $15 million in connection with this amendment.

At December 31, 2011 and 2010, there were no borrowings outstanding under the U.S. ABL Facility and outstanding letters of credit totaled $262 million and $370 million, respectively. Pursuant to the U.S. ABL facility, Lyondell Chemical could, subject to a borrowing base, borrow up to $1,738 million at December 31, 2011. The borrowing base is determined using formulae applied to accounts receivable and inventory balances. Facility availability is reduced by outstanding letters of credit. Advances under this facility are available to our subsidiaries, Lyondell Chemical, Equistar Chemicals LP, Houston Refining LP, or LyondellBasell Acetyls LLC.

Obligations under the U.S. ABL Facility are guaranteed jointly and severally, and fully and unconditionally, on a senior secured basis, by the guarantors for the 8% senior notes and 11% senior notes (including, Lyondell Chemical and except, in the case of any guarantor that is a borrower under the facility, to the extent of its own obligations in its capacity as a borrower). The borrowers' obligations under the U.S. ABL Facility and the related guarantees are secured by a first priority lien on all present and after-acquired inventory, accounts receivable, related contracts and other rights, deposit accounts into which proceeds of the foregoing are credited, and books and records related thereto, together with all proceeds of the foregoing, in each case to the extent of the rights, title and interest therein of any ABL borrowers. In November 2011, in connection with the tender offer the second priority lien on the collateral that secured the 8% senior notes and senior term loan facility was released in accordance with terms of the U.S. ABL Facility.

Mandatory prepayments of the loans under the U.S. ABL Facility will be made from net cash proceeds from certain sales of collateral securing the facility and insurance and condemnation awards involving the facility.

In the event excess availability under the U.S. ABL Facility falls below $250 million on any business day, we are required to comply with a minimum fixed charge coverage ratio of not less than 1.00 to 1.00, measured quarterly. The fixed charge coverage ratio is defined in the facility, generally, as the ratio of earnings before interest, taxes, depreciation and amortization less capital expenditures to consolidated interest expense, plus dividends on preferred or other preferential stock, adjusted for relevant taxes, dividends on common stock and scheduled repayments of debt.

Under the terms of the U.S. ABL Facility, we are permitted to make unlimited restricted payments at any time as long as at least 30% of the facility is available both prior to and after giving effect to such payments.

Guaranteed Notes due 2027—LYB Finance Company B.V. has issued $300 million of 8.1% guaranteed notes due March 15, 2027 (the “2027 notes”). Interest is payable semiannually, in arrears, on March 15 and September 15 of each year.

The 2027 notes are guaranteed by LyondellBasell Industries Holdings B.V., a subsidiary of LyondellBasell N.V. The 2027 notes provide certain restrictions with respect to the level of maximum debt that can be incurred and security that can be granted by the operating companies in Italy and The Netherlands that are direct or indirect wholly owned subsidiaries of LyondellBasell Industries Holdings B.V.

The 2027 Notes contain customary provisions for default, including, among others, the non-payment of principal and interest on the 2027 notes, the occurrence of certain defaults under other indebtedness, failure to pay certain indebtedness and the insolvency or bankruptcy of certain LyondellBasell N.V. subsidiaries.

Receivables securitization programs—On January 9, 2009, as a result of the filing for relief under chapter 11 of the U.S. Bankruptcy Code, the $1,150 million accounts receivable sales facility was terminated and repaid in full, using $503 million of the initial proceeds of the DIP Financing.

On May 4, 2010, we refinanced, in full, and replaced our then existing €450 million accounts receivable facility with a new three-year European receivables securitization facility (the “European Securitization Facility”). Transfers of accounts receivable under this program do not qualify as sales; therefore, the transferred accounts receivable and the proceeds received through such transfers are included in Trade receivables, net, and Short-term debt in the Consolidated Balance Sheets. In October 2010, the amounts outstanding under the receivable securitization program were repaid. The lenders receive a commitment fee on the unused commitments. In November 2011, we obtained an amendment to reduce pricing under the European Securitization Facility. Availability under the European Securitization Facility is subject to a borrowing base, net of outstanding borrowings. At December 31, 2011, the borrowing base was €321 million and $14 million (totaling approximately $445 million). There were no outstanding borrowings under this facility at December 31, 2011.

Other—In the twelve months ended December 31, 2011, the eight months ended December 31, 2010, and in the four months ended April 30, 2010, amortization of debt premiums and debt issuance costs resulted in amortization expense of $60 million, $23 million and $307 million, respectively, that was included in interest expense in the Consolidated Statements of Income. For the year ended December 31, 2009, such amortization was $499 million, including adjustments to fair values included in accounting for the acquisition of Lyondell Chemical, and debt issuance costs.

In 2009, in conjunction with the reclassification of debt to “Liabilities Subject to Compromise,” LyondellBasell AF wrote off the associated unamortized debt issuance costs of $228 million, which are reflected in “Reorganization items” in the Consolidated Statements of Income.

Contractual interest for the Debtors was $914 million for the four-months ended April 30, 2010 and $2,720 million for the year ended December 31, 2009.

Our weighted average interest rate on outstanding short-term debt was 3.9% in 2011, 5% and 9.2% in the 2010 Successor and Predecessor periods, respectively, and 8.8% in 2009.

13. Lease Commitments

We lease office facilities, railcars, vehicles, and other equipment under long-term operating leases. Some leases contain renewal provisions, purchase options and escalation clauses.

The aggregate future estimated payments under these commitments are:

Millions of dollars	
2012	$ 241
2013	211
2014	176
2015	149
2016	82
Thereafter	269
Total minimum lease payments	$1,128

Rental expense for the years ended December 31, 2011, 2010 and 2009 was $288 million, $276 million and $315 million, respectively.

14. Financial Instruments and Derivatives

Cash Concentration—Our cash equivalents are placed in high-quality commercial paper, money market funds and time deposits with major international banks and financial institutions.

Market Risks—We are exposed to market risks, such as changes in commodity pricing, currency exchange rates and interest rates. To manage the volatility related to these exposures, we selectively enter into derivative transactions pursuant to our policies. Designation of the derivatives as fair-value or cash-flow hedges is performed on a specific exposure basis. Hedge accounting may or may not be elected with respect to certain short-term exposures. The changes in fair value of these hedging instruments are offset in part or in whole by corresponding changes in the fair value or cash flows of the underlying exposures being hedged.

Commodity Prices—We are exposed to commodity price volatility related to anticipated purchases of natural gas, crude oil and other raw materials and sales of our products. We selectively use commodity swap, option, and futures contracts with various terms to manage the volatility related to these risks. Such contracts are generally limited to durations of one year or less. Cash-flow hedge accounting may be elected for these derivative transactions. In cases, when the duration of a derivative is short, hedge accounting generally would not be elected. When hedge accounting is not elected, the changes in fair value of these instruments are recorded in earnings. When hedge accounting is elected, gains and losses on these instruments are deferred in accumulated other comprehensive income (“AOCI”), to the extent that the hedge remains effective, until the underlying transaction is recognized in earnings.

The following table summarizes the pretax effect of settled commodity futures contracts charged directly to income:

	Settled Commodity Contracts Year Ended December 31, 2011		
Millions of dollars	Gain (Loss) Recognized in Income	Volumes Settled	Volume Unit
Successor			
Futures:			
Gasoline sales	$ 20	546	million gallons
Heating oil sales	3	609	million gallons
Butane purchases	(3)	23	million gallons
Crude oil	(6)	197	million gallons
	$ 14		

	May 1 through December 31, 2010		
	Gain (Loss) Recognized in Income	Volumes Settled	Volume Unit
Futures:			
Gasoline sales	$ 8	397	million gallons
Heating oil sales	8	349	million gallons
Crude oil	(4)	294	million gallons
	$ 12		

	January 1 through April 30, 2010		
	Gain (Loss) Recognized in Income	Volumes Settled	Volume Unit
Predecessor			
Futures:			
Gasoline sales	$ (4)	243	million gallons
Heating oil sales	2	126	million gallons
Crude oil purchases	10	126	million gallons
	$ 8		

The estimated fair value and notional amounts of our open commodity futures contracts are shown in the table below:

	Open Commodity Contracts December 31, 2011				
		Notional Amounts			
Millions of dollars	Fair Value	Value	Volumes	Volume Unit	Maturity Dates
Futures:					
Gasoline sales	$ 12	$ 34	12	million gallons	January 2012 - February 2012
Heating oil sales	1	54	19	million gallons	January 2012
Butane purchases	(1)	22	12	million gallons	January 2012 - February 2012
	$ 12	$ 110			

	December 31, 2010				
		Notional Amounts			
	Fair Value	Value	Volumes	Volume Unit	Maturity Dates
Futures:					
Gasoline sales	$ —				
		$ 16	7	million gallons	February 2011
Heating oil sales	(1)	54	21	million gallons	February 2011
	$ (1)	$ 70			

Foreign Currency Rates—We have significant operations in several countries of which functional currencies are primarily the U.S. dollar for U.S. operations and the Euro for operations in Europe. We enter into transactions denominated in other than our functional currency and the functional currencies of our subsidiaries. As a result, we are exposed to foreign currency risk on receivables and payables. We maintain risk management control systems intended to monitor foreign currency risk attributable to both the outstanding foreign currency balances and future commitments. The risk management control systems involve the centralization of foreign currency exposure management, the offsetting of exposures and the estimating of expected impacts of changes in foreign currency rates on our earnings. We enter into foreign currency spot, forward and swap contracts to reduce the effects of our net currency exchange exposures. At December 31, 2011, foreign currency spot, forward and swap contracts in the notional amount of $726 million, maturing in January 2012, were outstanding. The fair values, based on quoted market exchange rates, resulted in net payables of $12 million and $1 million at December 31, 2011 and 2010, respectively.

For forward contracts that economically hedge recognized monetary assets and liabilities in foreign currencies, no hedge accounting is applied. Changes in the fair value of foreign currency forward contracts are reported in the Consolidated Statements of Income and offset the currency exchange results recognized on the assets and liabilities.

Foreign Currency Gain (Loss)—Other income, net, in the Consolidated Statements of Income reflected a loss of $17 million for 2011, a gain of $18 million for the eight months ended December 31, 2010; losses of $258 million for the four months ended April 30, 2010; and gains of $123 million for the year ended December 31, 2009 related to changes in currency exchange rates.

Interest Rates—Pursuant to the provisions of the Plan of Reorganization, $201 million in liabilities associated with interest rate swaps designated as cash-flow hedges in the notional amount of $2,350 million were discharged on April 30, 2010. The Predecessor Company discontinued accounting for the interest rate swap as a hedge and, in April 2010, $153 million of unamortized loss was released from AOCI and recognized in Interest expense in the Consolidated Statements of Income.

Warrants—As of December 31, 2011 and December 31, 2010, we had warrants to purchase 1,000,223 and 11,508,104 ordinary shares at exercise prices of $13.77 and $15.90 per ordinary share respectively. The warrants have anti-dilution protection for in-kind stock dividends, stock splits, stock combinations and similar transactions, including other than ordinary course dividends, and may be exercised at any time until the close of business on April 30, 2017. As a result of the special dividend declared on November 25, 2011, the exercise price of the warrants was adjusted to $13.77. Upon an affiliate change of control, the holders of the warrants may put the warrants to LyondellBasell N.V. at a price equal to, as applicable, the in-the-money value of the warrants or the Black-Scholes value of the warrants.

In the second quarter of 2011, the Company concluded that market price alone could not be relied upon to substantiate the fair value of the Company's warrants due to minimal trading activity. As a result, beginning in the third quarter we calculated the fair value of our warrants using the weighted average price of our stock for the last 20 trading days less the warrant exercise price. Accordingly, the warrants are classified as level 2 in the valuation hierarchy.

The fair values of the warrants were determined to be $19 million and $215 million at December 31, 2011 and 2010, respectively.

The following table summarizes financial instruments outstanding as of December 31, 2011 and 2010 that are measured at fair value on a recurring basis and the bases used to determine their fair value in the consolidated balance sheets.

Millions of dollars	Balance Sheet Classification	Notional Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
December 31, 2011:						
Assets at fair value:						
Derivatives:						
Commodities	Prepaid expenses and other current assets	$ 88	$ 13	$ —	$ 13	$ —
		$ 88	$ 13	$ —	$ 13	$ —
Liabilities at fair value:						
Derivatives:						
Commodities	Accrued liabilities	$ 22	$ 1	$ —	$ 1	$ —
Warrants	Accrued liabilities	14	19	—	19	—
Foreign currency	Accrued liabilities	726	12	—	12	—
		$ 762	$ 32	$ —	$ 32	$ —
December 31, 2010:						
Liabilities at fair value:						
Derivatives:						
Gasoline and heating oil	Accrued liabilities	$ 70	$ 1	$ —	$ 1	$ —
Warrants	Accrued liabilities	183	215	215	—	—
Foreign currency	Accrued liabilities	93	1	—	1	—
		$ 346	$217	$ 215	$ 2	$ —

The fair value of all non-derivative financial instruments included in current assets, including cash and cash equivalents, restricted cash and accounts receivable, and accounts payable, approximated the applicable carrying value due to the short maturity of those instruments.

There were no financial instruments measured on a recurring basis using Level 3 inputs during the twelve months ended December 31, 2011, the eight months ended December 31, 2010, and the four months ended April 30, 2010.

The following table summarizes the pretax effect of derivative instruments charged directly to income:

Successor Millions of dollars	Effect of Financial Instruments Year ended December 31, 2011 Gain (Loss) Recognized in AOCI	Gain (Loss) Reclassified from AOCI to Income	Additional Gain (Loss) Recognized in Income	Income Statement Classification
Derivatives not designated as hedges:				
Warrants	$ —	$ —	$ (37)	Other income (expense), net
Commodities	—	—	26	Cost of sales
Foreign currency	—	—	(7)	Other income (expense), net
	$ —	$ —	$ (18)	

Successor Millions of dollars	Effect of Financial Instruments May 1 through December 31, 2010 Gain (Loss) Recognized in AOCI	Gain (Loss) Reclassified from AOCI to Income	Additional Gain (Loss) Recognized in Income	Income Statement Classification
Derivatives not designated as hedges:				
Warrants	$ —	$ —	$ (114)	Other income (expense), net
Commodities	—	—	11	Cost of sales
Foreign currency	—	—	(2)	Other income (expense), net
	$ —	$ —	$ (105)	

Predecessor Millions of dollars	January 1 through April 30, 2010 Gain (Loss) Recognized in AOCI	Gain (Loss) Reclassified from AOCI to Income	Additional Gain (Loss) Recognized in Income	Income Statement Classification
Derivatives designated as cash-flow hedges:				
Interest rate	$ —	$ (17)	$ —	Interest expense
Derivatives not designated as hedges:				
Commodities	—	—	6	Cost of sales
Foreign currency	—	—	8	Other income (expense), net
	—	—	14	
	$ —	$ (17)	$ 14	
Non-derivatives designated as hedges of foreign currency:				
Net foreign investment –				
8.1% Guaranteed Notes due 2027	$ (24)	$ —	$ —	
8.375% Senior Notes due 2015	(20)	—	—	
	$ (44)	$ —	$ —	

Predecessor Millions of dollars	Effect of Financial Instruments Year Ended December 31, 2009 Gain (Loss) Recognized in AOCI	Gain (Loss) Reclassified from AOCI to Income	Additional Gain (Loss) Recognized in Income	Income Statement Classification
Derivatives designated as cash-flow hedges:				
Commodities	$ —	$ 50	$ —	Cost of sales
Cross-currency interest rate	23	23	—	Other income (expense), net
Interest rate	(5)	(31)	—	Interest expense
	18	42	—	
Derivatives not designated as hedges:				
Commodities	—	—	36	Cost of sales
Foreign currency	—	—	(15)	Other income (expense), net
Stock option plans	—	—	(3)	Other income (expense), net
	—	—	18	
	$ 18	$ 42	$ 18	
Non-derivatives designated as hedges of foreign currency:				
Net foreign investment –				
8.1% Guaranteed Notes due 2027	$ 9	$ —	$ —	
8.375% Senior Notes due 2015	8	—	—	
	$ 17	$ —	$ —	

The carrying value and the estimated fair value of our non-derivative financial instruments are shown in the table below:

Millions of dollars	December 31, 2011 Carrying Value	Fair Value	December 31, 2010 Carrying Value	Fair Value
Short and long-term debt, including current maturities	$ 4,026	$4,294	$ 6,079	$6,819

The following table summarizes the bases used to measure certain liabilities at fair value which are recorded at historical cost or amortized cost, in the Consolidated Balance Sheet:

			Fair Value Measurement		
Millions of dollars	Carrying Value December 31, 2011	Fair Value December 31, 2011	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Short term and long-term debt, including current maturities	$ 4,026	$ 4,294	$ —	$ 4,253	$ 41

The following table is a reconciliation of the beginning and ending balances of Level 1, Level 2 and Level 3 inputs for financial instruments measured at fair value on a recurring basis:

Millions of dollars	Fair Value Measurement Using Quoted prices in active markets for identical assets (Level 1)	Fair Value Measurement Using Significant Other Observable Inputs (Level 2)	Fair Value Measurement Using Significant Unobservable Inputs (Level 3)
Balance at January 1, 2011	$ 215	$ —	$ —
Purchases, sales, issuances, and settlements	(49)	(184)	—
Transfers in and/or out of Levels 1 and 2	(225)	225	—
Total gains or losses (realized/unrealized)	59	(22)	—
Balance at December 31, 2011	$ —	$ 19	$ —
Balance at May 1, 2010	$ —	$ —	$ 101
Transfers in and/or out of Levels 1 and 3	84	—	(84)
Total gains or losses (realized/unrealized)	131	—	(17)
Balance at December 31, 2010	$ 215	$ —	$ —

For liabilities classified as Level 1, the fair value is measured using quoted prices in active markets. The total fair value is either the price of the most recent trade at the time of the market close or the official close price, as defined by the exchange in which the asset is most actively traded on the last trading day of the period, multiplied by the number of units held without consideration of transaction costs. For liabilities classified as Level 2, fair value is based on the price a market participant would pay for the security, adjusted for the terms specific to that asset and liability. Broker quotes were obtained from well established and recognized vendors of market data for debt valuations. The inputs for liabilities classified as Level 3 reflect our assessment of the assumptions that a market participant would use in determining the price of the asset or liability, including our liquidity risk at December 31, 2011.

The fair values of Level 3 instruments are determined using pricing data similar to that used in Level 2 financial instruments described above, and reflect adjustments for less liquid markets or longer contractual terms. For these

Level 3 financial instruments, pricing data obtained from third party pricing sources is adjusted for the liquidity of the underlying over the contractual terms to develop an estimated price that market participants would use. Our valuation of these instruments considers specific contractual terms, present value concepts and other internal assumptions related to (i) contract maturities that extend beyond the periods in which quoted market prices are available; (ii) the uniqueness of the contract terms; and (iii) our creditworthiness or that of our counterparties (adjusted for collateral related to our asset positions). Based on our calculations, we expect that a significant portion of other debts will react in a generally proportionate manner to changes in the benchmark interest rate. Accordingly, these financial instruments are fair valued at par and are classified as Level 3.

15. Pension and Other Post-retirement Benefits

We have defined benefit pension plans which cover employees in the U.S. and various non-U.S. countries. We also sponsor postretirement benefit plans other than pensions that provide medical benefits to our U.S. and Canadian employees. In addition, we provide other post employment benefits such as early retirement and deferred compensation severance benefits to employees of certain non-U.S. countries. We use a measurement date of December 31 for all of our benefit plans.

Employees in the U.S. are eligible to participate in defined contribution plans (Employee Savings Plans) by contributing a portion of their compensation. We match a part of the employees' contributions.

For 2011, the actual return on U.S. plan assets was a loss of 0.76% and was a gain of 3.82% for non-U.S. plan assets.

Under the Plan of Reorganization, except with respect to the U.S. Supplemental Executive Retirement Plans, all benefit plans and collective bargaining agreements remained in force subsequent to the Debtors' emergence from chapter 11 proceedings. Accordingly, approximately $854 million of pension and other post-retirement benefit liabilities were reclassified from liabilities subject to compromise to current or long-term liabilities, as appropriate, upon emergence from bankruptcy (see Note 23).

The U.S. bankruptcy court approved the termination of the U.S. Supplemental Executive Retirement Plans as of January 6, 2009. The termination of these plans resulted in a gain of $4 million. Due to the bankruptcy, no benefits were paid as a result of the plan termination. The beneficiaries of these plans had outstanding claims of $48 million, $8 million of which is related to non-U.S. employees, filed with the bankruptcy court. The liability balance for these claims was discharged pursuant to the Plan of Reorganization (see Note 23).

In 2011, settlements of $31 million in the U.S. plans reflected payments of lump sum benefits in the Consolidated Pension Plan and resulted in a loss of $6 million. In 2010, settlements of $15 million in the U.S. plans reflected payments of lump sum benefits in the Pension Plans for Eligible Hourly Non-Represented Employees of Equistar Chemicals, LP and Houston Refining LP Retirement Plan for Eligible Hourly Non-Represented Employees and resulted in a loss of $1 million.

A reduction in expected years of future service due to the headcount reduction program resulted in a $5 million curtailment charge in 2009 related to the following U.S. plans: LyondellBasell Retirement Plan, Equistar Chemicals, LP Retirement Plan and Basell Retirement Income Plan.

Divestitures—In December 2010, we sold our Flavors & Fragrance chemicals business. The plan and related obligations covering the retired employees of the business were retained by LyondellBasell N.V. As a result of this divestiture, the accumulated benefit obligation related to the plan decreased by approximately $4 million, resulting in a curtailment. The gain associated with the curtailment was not recognized in 2010 since it does not exceed the unrecognized net loss existing under the plan.

The following table provides a reconciliation of projected benefit obligations, plan assets and the funded status of our U.S. and non-U.S. defined benefit pension plans:

	U.S. Plans		
	Successor		Predecessor
Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010
Change in benefit obligation:			
Benefit obligation, beginning of period	$ 1,834	$ 1,730	$ 1,747
Service cost	40	29	14
Interest cost	91	62	31
Actuarial loss	239	113	—
Benefits paid	(106)	(86)	(22)
Settlement	(31)	(15)	—
Curtailment	—	1	—
Benefit obligation, end of period	2,067	1,834	1,770
Change in plan assets:			
Fair value of plan assets, beginning of period	1,210	1,194	1,152
Actual return on plan assets	(18)	95	55
Company contributions	472	22	9
Benefits paid	(106)	(86)	(22)
Settlement	(31)	(15)	—
Fair value of plan assets, end of period	1,527	1,210	1,194
Funded status of continuing operations, end of period	$ (540)	$ (624)	$ (576)

	Non-U.S. Plans		
	Successor		Predecessor
Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010
Change in benefit obligation:			
Benefit obligation, beginning of period	$ 1,099	$ 1,064	$ 1,031
Transfer to pension from Other Postretirement Benefits	—	30	—
Service cost	29	19	9
Interest cost	56	34	17
Actuarial (gain) loss	(21)	(37)	94
Plan amendments	14	10	—
Benefits paid	(54)	(34)	(19)
Participant contributions	3	2	1
Curtailment	(1)	—	(1)
Foreign exchange effects	(31)	11	(66)
Net transfer (out)/in (including the effect of any business combinations/divestitures)	(1)	—	6
Benefit obligation, end of period	1,093	1,099	1,072
Change in plan assets:			
Fair value of plan assets, beginning of period	550	512	486
Actual return on plan assets	16	23	25
Company contributions	54	41	27
Benefits paid	(54)	(34)	(19)
Participant contributions	3	2	1
Foreign exchange effects	(15)	6	(26)
Fair value of plan assets, end of period	554	550	494
Funded status of continuing operations, end of period	$ (539)	$ (549)	$ (578)

	December 31, 2011		December 31, 2010	
Millions of dollars	U.S.	Non-U.S.	U.S.	Non-U.S.
Amounts recognized in the Consolidated Balance Sheets consist of:				
Prepaid benefit cost	$ —	$ 47	$ —	$ 19
Accrued benefit liability, current	—	(22)	—	(33)
Accrued benefit liability, long-term	(540)	(564)	(624)	(535)
Funded status, December 31	$ (540)	$ (539)	$ (624)	$ (549)

Millions of dollars	December 31, 2011 U.S.	December 31, 2011 Non-U.S.	December 31, 2010 U.S.	December 31, 2010 Non-U.S.
Amounts recognized in the Accumulated Other Comprehensive Income:				
Actuarial and investment loss (gain)	$ 433	$ (40)	$ 78	$ (40)
Prior service cost (credit)	—	21	—	10
Amortization or settlement recognition of net loss	—	—	(1)	—
Balance at December 31	$ 433	$ (19)	$ 77	$ (30)

The following additional information is presented for our U.S. and non-U.S. pension plans as of December 31:

Millions of dollars	December 31, 2011 U.S.	December 31, 2011 Non-U.S.	December 31, 2010 U.S.	December 31, 2010 Non-U.S.
Accumulated benefit obligation for defined benefit plans, December 31	$ 2,041	$ 1,016	$ 1,815	$ 1,013

Pension plans with projected benefit obligations in excess of the fair value of assets are summarized as follows at December 31:

Millions of dollars	December 31, 2011 U.S.	December 31, 2011 Non-U.S.	December 31, 2010 U.S.	December 31, 2010 Non-U.S.
Projected benefit obligations	$ 2,067	$ 846	$ 1,834	$ 832
Fair value of assets	1,527	259	1,210	263

Pension plans with accumulated benefit obligations in excess of the fair value of assets are summarized as follows at December 31:

Millions of dollars	December 31, 2011 U.S.	December 31, 2011 Non-U.S.	December 31, 2010 U.S.	December 31, 2010 Non-U.S.
Accumulated benefit obligations	$ 2,041	$ 720	$ 1,815	$ 712
Fair value of assets	1,527	162	1,210	173

The following table provides the components of net periodic pension costs:

	U.S. Plans			
	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Net Periodic Pension Cost:				
Service cost	$ 40	$ 29	$ 14	$ 50
Interest cost	91	62	31	90
Actual return on plan assets	18	(95)	(55)	(215)
Less – return in excess of (less than) expected return	(123)	35	24	125
Expected return on plan assets	(105)	(60)	(31)	(90)
Settlement and curtailment loss (gain)	6	2	—	2
Prior service cost (benefit) amortization	—	—	(4)	(14)
Actuarial and investment loss amortization	—	—	8	27
Net periodic benefit cost (benefit)	$ 32	$ 33	$ 18	$ 65

	Non-U.S. Plans			
	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Net Periodic Pension Cost:				
Service cost	$ 29	$ 19	$ 9	$ 28
Interest cost	56	34	17	53
Actual return on plan assets	(16)	(23)	(25)	(31)
Less – return in excess of (less than) expected return	(18)	3	15	3
Expected return on plan assets	(34)	(20)	(10)	(28)
Settlement and curtailment (gain) loss	(3)	—	(1)	(2)
Prior service cost (benefit) amortization	3	—	—	8
Actuarial and investment loss (gain) amortization	—	—	1	(3)
Other	—	—	1	—
Net periodic benefit cost (benefit)	$ 51	$ 33	$ 17	$ 56

Our goal is to manage pension investments over the longer term to achieve optimal returns with an acceptable level of risk and volatility. The assets are externally managed by professional investment firms and performance is evaluated continuously against specific benchmarks.

The actual and target asset allocation for our plans are as follows:

	2011		2010	
Millions of dollars	**Actual**	**Target**	**Actual**	**Target**
Canada				
Equity securities	61%	60%	60%	60%
Fixed income	39%	40%	40%	40%
United Kingdom - Lyondell Chemical Plans				
Equity securities	48%	50%	52%	50%
Fixed income	52%	50%	48%	50%
United Kingdom - Basell Plans				
Equity securities	58%	60%	59%	60%
Fixed income	42%	40%	41%	40%
United States				
Equity securities	58%	55%	65%	65%
Fixed income	35%	30%	30%	30%
Alternatives	7%	15%	5%	5%
Netherlands - Lyondell Chemical Plans [a]				
Equity securities	18%	50%	16%	50%
Fixed income	82%	50%	84%	50%
Netherlands - Basell Plans				
Equity securities	10%	18%	19%	18%
Fixed income	90%	82%	81%	82%

(a) Market conditions constrain our ability to reallocate to target.

We estimate the following contributions to our pension plans in 2012:

Millions of dollars	**U.S.**	**Non-U.S.**
Defined benefit plans	$ 97	$ 54
Multi-employer plans	—	7
Total	$ 97	$ 61

As of December 31, 2011, future expected benefit payments by our pension plans which reflect expected future service, as appropriate, were as follows:

Millions of dollars	U.S.	Non-U.S.
2012	$ 123	$ 50
2013	117	58
2014	122	63
2015	132	73
2016	131	71
2017 through 2021	726	351

The following table sets forth the principal assumptions on discount rates, projected rates of compensation increase and expected rates of return on plan assets, where applicable. These assumptions vary for the different plans, as they are determined in consideration of the local conditions.

The assumptions used in determining the net benefit liabilities for our pension plans were as follows at December 31:

	2011		2010	
Millions of dollars	U.S.	Non-U.S.	U.S.	Non-U.S.
Weighted average assumptions:				
Discount rate	4.07%	4.83%	5.18%	4.97%
Rate of compensation increase	4.00%	3.17%	4.00%	3.27%

The assumptions used in determining net benefit costs for our pension plans were as follows:

	Successor				Predecessor			
	For the Year Ended December 31, 2011		May 1 through December 31, 2010		January 1 through April 30, 2010		For the Year Ended December 31, 2009	
Millions of dollars	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Weighted average assumptions for the year:								
Discount rate	5.18%	4.97%	5.68%	4.82%	5.75%	5.50%	6.00%	5.73%
Expected return on plan assets	8.00%	6.21%	8.00%	6.24%	8.00%	6.52%	8.00%	5.78%
Rate of compensation increase	4.00%	3.27%	4.00%	3.26%	4.00%	3.08%	4.45%	3.25%

The discount rate assumptions reflect the rates at which the benefit obligations could be effectively settled, based on published long-term bond indices where the term closely matches the term of the benefit obligations. The expected rate of return on assets was estimated based on the plans' asset allocation, a review of historical capital market performance, historical plan performance and a forecast of expected future asset returns. We review these long-term assumptions on a periodic basis.

Our pension plans have not invested in securities of LyondellBasell N.V., and there have been no significant transactions between any of the pension plans and the Company or related parties thereof.

In accordance with ASC 820, *Fair Value Measurements and Disclosures*, fair value measurements are classified using the following hierarchy:

Level 1 – Quoted prices for identical instruments in active markets.

Level 2 – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.

Level 3 – Model-derived valuations in which one or more significant inputs or significant value-drivers are unobservable.

When available, quoted market prices are used to determine fair value and such measurements are classified within Level 1. In some cases where market prices are not available, observable market based inputs are used to calculate fair value, in which case the measurements are classified within Level 2. If quoted or observable market prices are not available, fair value is based upon internally-developed models that use, where possible, current market-based parameters such as interest rates, yield curves and currency rates. These measurements are classified within Level 3.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be significant inputs that are readily observable.

The major classes of the pension assets are measured at fair value using the following valuation methodologies:

Common and preferred stock – Valued at the closing price reported on the active market on which the individual securities are traded.

Fixed income securities – Certain securities are valued at the closing price reported on the active market on which the individual securities are traded. Other securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Commingled funds – Valued based upon the unit values of such collective trust funds held at year end by the pension plans. Unit values are based on the fair value of the underlying assets of the fund derived from inputs principally from, or corroborated by, observable market data by correlation or other means.

Real estate – Valued on the basis of a discounted cash flow approach, which includes the future rental receipts, expenses, and residual values as the highest and best use of the real estate from a market participant view as rental property.

Hedge funds – Valued based upon the unit values of such alternative investments held at year end by the pension plans. Unit values are based on the fair value of the underlying assets of the fund derived from inputs principally from, or corroborated by, observable market data by correlation or other means.

Convertible securities – Valued at the quoted prices for similar assets or liabilities in active markets.

U.S. government securities – Certain securities are valued at the closing price reported on the active market on which the individual securities are traded. Other securities are valued based on yields currently available on comparable securities of issuers with similar credit ratings.

Cash and cash equivalents – Valued at the quoted prices for similar assets or liabilities in active markets.

John Hancock group annuity contract – Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

Metropolitan Life Insurance guaranteed investment group annuity contract – Valued at fair value as calculated by the Company. The market value of the GIC is estimated as the present value of its future expected cash flows, discounted at an appropriate interest rate.

The pension investments that are measured at fair value as of December 31, 2011 are summarized below:

		U.S. Pension Basis of Fair Value Measurement		
Millions of dollars	Balance at December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
U.S.				
Common and preferred stock				
Domestic	$ 335	$ 335	$ —	$ —
International	20	20	—	—
Fixed income securities				
Mortgage-backed securities	15	—	15	—
Asset-backed securities	3	—	3	—
Corporate bonds	127	—	127	—
Municipal bonds	6	—	6	—
Foreign government issued bonds	10	—	10	—
Commingled funds				
Domestic equity	130	130	—	—
International equity	397	397	—	—
Fixed income	185	—	185	—
Real estate	50	—	—	50
Hedge funds [(a)]	40	—	—	40
Convertible securities	1	—	1	—
U.S. government securities				
Agency securities	42	—	42	—
U.S. Treasury securities	58	58	—	—
Cash and cash equivalents	93	93	—	—
John Hancock GACs	5	—	—	5
Metropolitan Life Insurance GIC	16	—	—	16
Total U.S. Pension Assets	$ 1,533	$ 1,033	$ 389	$ 111

(a) This class includes approximately 51% investments in credit, long/short equity, and event-driven strategies, as well as special situations, and approximately 49% investments in fixed income-oriented, event-driven and macro strategies.

Millions of dollars	Balance at December 31, 2011	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Non-U.S. Pension Basis of Fair Value Measurement			
Non-U.S.				
Common stock	$ 190	$ 190	$ —	$ —
Fixed income securities	351	—	351	—
Cash and cash equivalents	13	13	—	—
Total Non-U.S. Pension Assets	$ 554	$ 203	$ 351	$ —

The pension investments that are measured at fair value as of December 31, 2010 are summarized below:

Millions of dollars	Balance at December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	U.S. Pension Basis of Fair Value Measurement			
U.S.				
Common and preferred stock				
Domestic	$ 346	$ 346	$ —	$ —
International	27	27	—	—
Fixed income securities				
Mortgage-backed securities	19	—	19	—
Asset-backed securities	4	—	4	—
Corporate bonds	111	—	111	—
Municipal bonds	6	—	6	—
Foreign government issued bonds	3	—	3	—
Commingled funds				
Domestic equity	110	110	—	—
International equity	323	323	—	—
Fixed income	92	—	92	—
Real estate	42	—	—	42
Convertible investments	1	—	1	—
U.S. government securities				
Agency securities	62	—	62	—
U.S. Treasury securities	41	41	—	—
Cash and cash equivalents	32	32	—	—
John Hancock GACs	5	—	—	5
Metropolitan Life Insurance GIC	18	—	—	18
Total U.S. Pension Assets	$ 1,242	$ 879	$ 298	$ 65

	Non-U.S. Pension Basis of Fair Value Measurement			
Millions of dollars	Balance at December 31, 2010	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Non-U.S.				
Common stock	$ 187	$ 187	$ —	$ —
Fixed income securities	340	—	340	—
Cash and cash equivalents	19	19	—	—
Total Non-U.S. Pension Assets	$ 546	$ 206	$ 340	$ —

The following table sets forth a summary of changes in the fair value of the level 3 plan assets for the years ended December 31, 2011 and 2010:

Millions of dollars	U.S. Pension Level 3 Assets				
	Real estate	Hedge funds	Metropolitan Life GIC	John Hancock GACs	Total
Predecessor					
Balance at December 31, 2009	$ 36	$ —	$ 15	$ 5	$ 56
Realized gain	1	—	1	—	2
Unrealized loss relating to instruments still held at the reporting date	(2)	—	—	—	(2)
Purchases, sales, issuances and settlements (net)	1	—	—	—	1
Balance at April 30, 2010	$ 36	$ —	$ 16	$ 5	$ 57
Successor					
Balance at May 1, 2010	$ 36	$ —	$ 16	$ 5	$ 57
Realized gain	1	—	1	—	2
Unrealized gain relating to instruments still held at the reporting date	4	—	1	—	5
Purchases, sales, issuances and settlements (net)	1	—	—	—	1
Balance at December 31, 2010	42	—	18	5	65
Realized gain	2	—	1	—	3
Unrealized gain (loss) relating to instruments still held at the reporting date	6	(1)	(3)	—	2
Purchases, sales, issuances and settlements					
Purchases	1	41	—	—	42
Sales	(1)	—	—	—	(1)
Balance at December 31, 2011	$ 50	$ 40	$ 16	$ 5	$ 111

The fair value measurements of the investments in certain entities that calculate net asset value per share as of December 31, 2011 are as follows:

Millions of dollars	Fair Value	Unfunded Commitments	Remaining Life	Redemption Frequency (if currently eligible)	Trade to Settlement Terms	Redemption Notice Period
Commingled fund investing in Domestic Equity	$ 130	—	N/A	daily, pending market condition	1 to 3 days	N/A
Commingled fund investing in International Equity	397	—	N/A	daily, pending market condition	1 to 3 days	N/A
Commingled fund investing in Fixed Income	185	—	N/A	daily, pending market condition	1 to 3 days	N/A
Hedge Funds	40	—	N/A	daily, pending market condition	1 to 3 days	N/A
Total	$ 752					

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Multi-employer Plan—The Company participates in a multi-employer plan Pensionskasse der BASF WaG V.VaG, which provides for benefits to the majority of our employees in Germany. Up to a certain salary level, the benefit obligations are covered by contributions of the Company and the employees to the plan.

The following table provides disclosure related to the Company's multi-employer plan:

	Company Contributions		
Millions of dollars	2011	2010	2009
Pensionskasse der BASF WaG V.VaG (a)	$ 7	$ 7	$ 26

(a) The plan information for the Pensionskasse der BASF WaG V.VaG is not publicly available and the plan is not subject to a collective-bargaining agreement. The plan provides fixed, monthly retirement payments on the basis of the credits earned by the participating employees. To the extent that the plan is underfunded, the future contributions to the plan may increase and may be used to fund retirement benefits for employees related to other employers. The Pensionskasse der BASF WaG V.VaG's financial statements for the years ended December 31, 2010 and 2009 indicated total assets of $7,850 million and $7,633 million, respectively; total actuarial present value of accumulated plan benefits of $7,383 million and $7,246 million, respectively; and total contributions for all participating employers of $203 million and $581 million, respectively. Our plan contributions do not exceed 5 percent of the total contributions in 2011, 2010, or 2009. The plan's financial statements for the plan years ended December 31, 2010 and 2009 indicate that the plan was overfunded in both years.

Other Postretirement Benefits—We sponsor unfunded health care and life insurance plans covering certain eligible retired employees and their eligible dependents. Generally, the medical plans pay a stated percentage of medical expenses reduced by deductibles and other coverage. Life insurance benefits are generally provided by insurance contracts. We retain the right, subject to existing agreements, to modify or eliminate these benefits.

The following table provides a reconciliation of benefit obligations of our unfunded other postretirement benefit plans:

	U.S. Plans		
	Successor		Predecessor
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010
Change in benefit obligation:			
Benefit obligation, beginning of period	$ 310	$ 292	$ 308
Service cost	4	4	2
Interest cost	18	11	5
Plan amendments	(1)	—	—
Actuarial loss (gain)	27	22	(15)
Benefits paid	(30)	(21)	(11)
Medicare subsidies	1	—	—
Participant contributions	9	6	3
Net transfer out (including the effect of any business combinations/divestitures)	—	(4)	—
Benefit obligation, end of period	338	310	292
Change in plan assets:			
Fair value of plan assets, beginning of period	—	—	—
Employer contributions	20	15	8
Participant contributions	9	6	3
Benefits paid	(30)	(21)	(11)
Medicare subsidies	1	—	—
Fair value of plan assets, end of period	—	—	—
Funded status, end of period	$ (338)	$ (310)	$ (292)

	Non-U.S. Plans		
	Successor		Predecessor
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010
Change in benefit obligation:			
Benefit obligation, beginning of period	$ 22	$ 53	$ 45
Transfer to pension from Other Postretirement Benefits	—	(30)	—
Service cost	1	—	—
Interest cost	1	1	1
Actuarial loss (gain)	3	(2)	10
Benefits paid	—	—	(1)
Foreign exchange effects	(1)	—	(2)
Benefit obligation, end of period	26	22	53
Change in plan assets:			
Fair value of plan assets, beginning of period	—	—	—
Employer contributions	—	—	1
Benefits paid	—	—	(1)
Fair value of plan assets, end of period	—	—	—
Funded status, end of period	$ (26)	$ (22)	$ (53)

	December 31, 2011		December 31, 2010	
Millions of dollars	U.S.	Non-U.S.	U.S.	Non-U.S.
Amounts recognized in the Consolidated Balance Sheets consist of:				
Accrued benefit liability, current	$ (20)	$ (1)	$ (21)	$ (1)
Accrued benefit liability, long-term	(318)	(25)	(289)	(21)
Funded status, December 31	$ (338)	$ (26)	$ (310)	$ (22)

	December 31, 2011		December 31, 2010	
Millions of dollars	U.S.	Non-U.S.	U.S.	Non-U.S.
Amounts recognized in the Accumulated Other Comprehensive Income:				
Actuarial and investment loss (gain)	$ 46	$ —	$ 18	$ (2)
Prior service cost (credit)	(1)	—	—	—
Balance at December 31	$ 45	$ —	$ 18	$ (2)

The following table provides the components of net periodic other postretirement benefit costs:

	U.S. Plans			
	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Net Periodic Other Postretirement Cost:				
Service cost	$ 4	$ 3	$ 2	$ 5
Interest cost	18	11	5	18
Prior service cost (benefit) amortization	—	—	(3)	(7)
Actuarial gain amortization	—	—	—	(1)
Net periodic benefit cost	$ 22	$ 14	$ 4	$ 15

	Non-U.S. Plans			
	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Net Periodic Other Postretirement Cost:				
Service cost	$ 1	$ —	$ —	$ —
Interest cost	1	1	1	2
Net periodic benefit cost	$ 2	$ 1	$ 1	$ 2

The following table sets forth the assumed health care cost trend rates at December 31:

	U.S. Plans	
	2012	2011
Assumed heath care trend rate:		
Immediate trend rate	8.2%	9.1%
Ultimate trend rate (the rate to which the cost trend rate is assumed to decline)	4.5%	5.0%
Year that the rate reaches the ultimate trend rate	2027	2026

	Non-U.S. Plans			
	Canada		France	
	2012	2011	2012	2011
Assumed heath care trend rate:				
Immediate trend rate	8.0%	8.5%	2.0%	3.5%
Ultimate trend rate (the rate to which the cost trend rate is assumed to decline)	5.0%	5.0%	—	—
Year that the rate reaches the ultimate trend rate	2018	2018	—	—

The health care cost trend rate assumption does not have a significant effect on the amounts reported due to limits on maximum contribution levels to the medical plans. To illustrate, increasing or decreasing the assumed health care cost trend rates by one percentage point in each year would change the accumulated other postretirement benefit liability as of December 31, 2011 by less than $1 million for both U.S. and non-U.S. plans and would not have a material effect on the aggregate service and interest cost components of the net periodic other postretirement benefit cost for the year then ended.

The assumptions used in determining the net benefit liabilities for our other postretirement benefit plans were as follows at December 31:

	2011		2010	
Millions of dollars	U.S.	Non-U.S.	U.S.	Non-U.S.
Weighted average assumptions:				
Discount rate	3.98%	5.03%	5.00%	5.36%
Rate of compensation increase	4.00%	3.00%	4.00%	3.52%

The assumptions used in determining the net benefit costs for our other postretirement benefit plans were as follows:

	Successor				Predecessor			
	For the Year Ended December 31, 2011		May 1 through December 31, 2010		January 1 through April 30, 2010		For the Year Ended December 31, 2009	
Millions of dollars	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.	U.S.	Non-U.S.
Weighted average assumptions for the year:								
Discount rate	5.00%	5.36%	5.73%	5.22%	5.75%	5.46%	6.00%	5.73%
Rate of compensation increase	4.00%	3.52%	4.00%	3.46%	4.00%	3.58%	4.45%	3.25%

As of December 31, 2011, future expected benefit payments by our other postretirement benefit plan, which reflect expected future service, as appropriate, were as follows:

Millions of dollars	U.S.	Non-U.S.
2012	$ 21	$ 1
2013	21	1
2014	21	1
2015	22	1
2016	22	1
2017 through 2021	119	6

Accumulated Other Comprehensive Income—The following pre-tax amounts were recognized in accumulated other comprehensive income as of and for the year ended December 31, 2011:

	Pension Benefits		Other Benefits	
Millions of dollars	Actuarial (Gain) Loss	Prior Service Cost (Credit)	Actuarial (Gain) Loss	Prior Service Cost (Credit)
Predecessor				
December 31, 2009	$ 581	$ (124)	$ 3	$ (76)
Arising during the period	64	—	(5)	—
(Gain) loss due to settlements and curtailments	(10)	5	—	3
April 30, 2010	$ 635	$ (119)	$ (2)	$ (73)
Successor				
May 1, 2010	$ —	$ —	$ —	$ —
Arising during the period	38	10	16	—
Gain due to settlements and curtailments	(1)	—	—	—
December 31, 2010	37	10	16	—
Arising during the period	362	12	26	3
Gain due to settlements and curtailments	(6)	(1)	—	—
December 31, 2011	$ 393	$ 21	$ 42	$ 3

Deferred income taxes related to amounts in accumulated other comprehensive income include provisions of $158 million and $30 million as of December 31, 2011 and 2010, respectively. In connection with application of fresh-start accounting, on May 1, 2010 all gains and losses in OCI and the related deferred income were written off.

At December 31, 2011, AOCI included $22 million of net actuarial and investment loss related to U.S. pension plans and $4 million of prior service cost and $1 million of net actuarial and investment gain related to non-U.S. pension plans that are expected to be recognized as a component of net periodic benefit cost in 2012. At December 31, 2011, AOCI included $1 million of net actuarial and investment loss related to U.S. other postretirement benefits that are expected to be recognized in net periodic benefit cost in 2012. There are no amounts in AOCI at December 31, 2011 for non-U.S. other postretirement benefits expected to be recognized in net periodic benefit cost in 2012.

Pension Claim—Two legacy Basell subsidiaries, Basell UK Ltd and Basell Polyolefins UK Ltd were subject to a claim totaling £40.8 million ($70.4 million) related to exit fees charged by two UK pension funds of a former shareholder. The claims were made following the termination of the membership of these two subsidiaries in these funds in connection with the 2005 acquisition of Basell by Access. These claims were net settled with the two pension funds for £17 million ($32.1 million) on August 20, 2008. LyondellBasell AF subsequently initiated arbitration proceedings against its former shareholder for indemnification of the net settlement amount. These proceedings were settled in October 2009 for £9.5 million ($15.7 million), which amount was recognized in the 2009 Consolidated Statement of Income.

Defined Contribution Plans—Employees in the U.S. are eligible to participate in defined contribution plans (“Employee Savings Plans”) by contributing a portion of their compensation. We match a part of the employees’ contribution. The Predecessor had temporarily suspended contributions beginning in March 2009 as a result of filing voluntary petitions for reorganization under chapter 11 of the U.S. Bankruptcy Code. In May 2010, we resumed matching contributions under the Employee Savings Plans. Contributions to these plans were $30 million in 2011, which included a one-time special contribution of $5 million, $17 million in 2010, and $8 million in 2009.

16. Incentive and Share-Based Compensation

Medium-Term Incentive Plan

Upon emergence from chapter 11 proceedings, we replaced the Predecessor Company's Management Incentive Plan with the Medium-Term Incentive Plan ("MTI"). The MTI is designed to link the interests of senior management with the interests of shareholders by tying incentives to measurable corporate performance. The MTI plans for 2011 and 2010 provide payouts based on our return on assets and cost improvements over the three year calendar period for each plan. Benefits under the MTI plans will vest on the date following December 31st of the third year, on which the Compensation Committee of the Supervisory Board certifies the performance results and will be paid by March 31st following the end of the performance cycle. The MTI provides for an accelerated pro-rata payout in the event of a change in control of the Company. The MTI, which is accounted for as a liability award, is classified in Other liabilities on the Consolidated Balance Sheets. We recorded compensation expense of $15 million for the year ended December 31, 2011, and $4 million for the eight months ended December 31, 2010, based on the expected achievement of performance results.

Long-Term Incentive Plan

Upon the Debtors' emergence from chapter 11 proceedings, we created the 2010 Long-Term Incentive Plan ("LTI"). Under the LTI, the Compensation Committee is authorized to grant restricted stock, restricted stock units, stock options, stock appreciation rights and other types of equity-based awards. The Compensation Committee determines the recipients of the equity awards, the type of award made, the required performance measures, and the timing and duration of each grant. The maximum number of shares of LyondellBasell N.V. stock reserved for issuance under the LTI is 22,000,000. In connection with the Debtors' emergence from bankruptcy, awards were granted to our senior management and we have since granted awards for new hires and promotions. As of December 31, 2011, there were 9,706,880 shares remaining available for issuance.

The LTI awards resulted in compensation expense of $30 million for the year ended December 31, 2011, $22 million for the eight months ended December 31, 2010, and $24 million for the four months ended April 30, 2010. The tax benefits were $10 million for the year ended December 31, 2011, $8 million for the eight months ended December 31, 2010, and $8 million for the four months ended April 30, 2010.

Restricted Stock Units—Restricted stock units entitle the recipient to be paid out an equal number of ordinary shares on the fifth anniversary of the grant date, subject to forfeiture in the event of certain termination events. Restricted stock units are accounted for as an equity award with compensation cost recognized ratably over the vesting period. The holders of the restricted stock units are entitled to dividend equivalents to be settled no later than March 15th following the year in which dividends are paid, as long as the participant is in full employment at the time of payment. In 2011, there were dividend equivalent payments of $0.10, $0.20, $0.25 and a special $4.50 dividend to all employees who had restricted stock units.

The following table summarizes restricted stock unit activity for the year ended December 31, 2011 and the eight months ended December 31, 2010 in thousands of units:

	Number of Units	Weighted-average price
Outstanding at May 1, 2010	—	$ —
Granted	2,037	17.65
Paid	(4)	17.61
Forfeited	(159)	17.61
Outstanding at December 31, 2010	1,874	17.65
Granted	210	32.07
Paid	(19)	17.79
Forfeited	(60)	18.79
Outstanding at December 31, 2011	2,005	$ 19.13

For the year ended December 31, 2011, the compensation expense related to the outstanding restricted stock units was $7 million and the related tax benefit was $2 million. For the eight months ended December 31, 2010, the compensation expense was $5 million and the related tax benefit was $1 million. Total dividend equivalents paid during 2011 was $9 million. As of December 31, 2011, the unrecognized compensation cost related to restricted stock units was $26 million, which is expected to be recognized over a weighted-average period of 4 years.

Stock Options—Stock options are granted with an exercise price equal to the market price of our ordinary shares at the date of grant. The stock options are accounted for as an equity award with compensation cost recognized using the graded vesting method. We issued certain stock options to purchase 1% of the number of common stock shares outstanding at the Debtors' emergence from bankruptcy. These options vest in five equal, annual installments beginning on May 14, 2009 and may be exercised for a period of seven years following the grant date at a price of $17.61 per share, the fair value of the Company's common stock based on its reorganized value at the date of emergence. All other stock options granted before May 4, 2011 vest in equal increments on the second, third and fourth anniversary of the grant date and have a contractual term of ten years, with accelerated vesting upon death, disability, or change in control. Options granted after May 4, 2011 vest in equal increments on the first, second and third anniversary of the grant date and have a contractual term of ten years, with accelerated vesting upon death, disability, or change in control. Exercise prices range from $11.95 to $40.00.

On November 25, 2011, the Management Board of the Company, with the authorization of the Company's Supervisory Board, declared a special dividend of $4.50 per share to all shareholders of record on November 25, 2011. The special dividend was paid on December 16, 2011.

The LTI provides for adjustments to the terms of awards granted under the LTI in certain circumstances, including the payment by the Company of special dividends. Pursuant to the provisions of the LTI, the Compensation Committee of the Supervisory Board authorized the reduction of the exercise price of all outstanding unvested stock options granted under the LTI. The reduction in exercise price of $4.50 per share was equal to the amount of the special dividend and was intended to provide an equitable adjustment to holders of stock options as a result of the Company's payment of the special dividend. The fair value of stock options was remeasured using the Black-Scholes option-pricing model before and after the modification. As a result of this modification, the Company's unrecognized stock option expense was increased by $17 million for all unvested shares and will be recognized on a prospective basis over the remaining term.

No other terms of the Company's employee stock options, including those held by named executive officers, have been changed.

The Compensation Committee also authorized a cash payment equal to the special dividend on each share underlying outstanding, vested employee stock options. Mr. Gallogly, the Company's Chief Executive Officer, is the only named executive officer that held vested stock options. This dividend equivalent payment was paid on December 16, 2011, resulting in compensation expense of $8 million.

The fair value of each stock option award is estimated, based on several assumptions, on the date of grant using the Black-Scholes option valuation model. Upon adoption of ASC 718 *Stock Compensation*, we modified our methods used to determine these assumptions based on the Securities and Exchange Commission's Staff Accounting Bulletin No. 107. The principal assumptions utilized in valuing stock options include the expected stock price volatility (based on the historic average of the common stock of our peer companies and the Company's historic stock price volatility over the expected term); the expected option life (an estimate based on a simplified approach); the expected dividend yield; and the risk-free interest rate (an estimate based on the yield of United States Treasury zero coupon bond with a maturity equal to the expected life of the option). In 2011, per share weighted-average fair value for all options granted was $7.86 before the remeasurement described above and $9.88 after remeasurement, compared to $7.82 in 2010. These fair values were computed using the following range of assumptions for the years ended December 31:

	2011	2010
Fair Value assumptions:		
Dividend yield	3.00%	0.00%
Expected volatility	50.0%	47.0%
Risk-free interest rate	0.24-1.18%	1.63-2.94%
Weighted-average expected term, in years	3.4	5.2

The following table summarizes stock option activity for the period ending December 31, 2011, the four months ended April 30, 2010, and the eight months ended December 31, 2010 in thousands of shares for the non-qualified stock options:

	Shares	Weighted Average Price	Weighted-Average Remaining Term	Aggregate Intrinsic Value (millions of dollars)
Predecessor				
Outstanding at January 1, 2010	—	$ —		
Granted	5,639	17.61	7.0 years	
Exercised	—			
Outstanding at April 30, 2010	5,639	$ 17.61	7.0 years	$ —
Successor				
Outstanding at May 1, 2010	5,639	$ 17.61	7.0 years	
Granted	3,088	17.65	9.4 years	
Exercised	—			
Forfeited	(237)	17.61	—	
Outstanding at December 31, 2010	8,490	$ 17.63	7.5 years	$ 121
Exercisable at December 31, 2010	1,135	$ 17.61	6.3 years	$ 19
Outstanding at January 1, 2011	8,490	$ 17.63	7.5 years	
Granted	62	33.02	9.4 years	
Exercised	(517)	17.61		11
Forfeited	(58)	17.61	—	
Outstanding at December 31, 2011	7,977	$ 14.24	6.7 years	$ 117
Exercisable at December 31, 2011	1,754	$ 17.61	5.3 years	$ 26

Total stock option expense was $17 million for the year ended December 31, 2011, $12 million for the eight months ended December 31, 2010, and $19 million for the four months ended April 30, 2010. The related tax benefits were $6 million for the year ended December 31, 2011 and were $5 million and $6 million for the eight months ended December 31, 2010, and four months ended April 30, 2010, respectively. As of December 31, 2011, the unrecognized compensation cost related to non-qualified stock options was $34 million, which is expected to be recognized over a weighted-average period of 3 years.

Restricted Stock —On April 30, 2010, we issued 1,771,794 restricted shares. The shares may not be sold or transferred until the restrictions lapse on May 14, 2014. The holder is entitled to receive dividends when and if paid on the Company's ordinary shares and has full voting rights during the restriction period.

The following table summarizes restricted stock activity for the year ended December 31, 2011, the four months ended April 30, 2010, and the eight months ended December 31, 2010 in thousands of shares:

	Number of Shares	Weighted-Average Grant Date Fair Value
Predecessor		
Outstanding at January 1, 2010	—	$ —
Granted	1,772	17.61
Paid	—	—
Forfeited	—	—
Outstanding at April 30, 2010	1,772	$ 17.61

	Number of Shares	Weighted-Average Grant Date Fair Value
Successor		
Outstanding at May 1, 2010	1,772	$ 17.61
Granted	—	—
Paid	—	—
Forfeited	—	—
Outstanding at December 31, 2010	1,772	$ 17.61

	Number of Shares	Weighted-Average Grant Date Fair Value
Outstanding at January 1, 2011	1,772	$ 17.61
Granted	—	—
Paid	—	—
Forfeited	—	—
Outstanding at December 31, 2011	1,772	$ 17.61

The total restricted stock shares expense was $6 million for the year ended December 31, 2011, $5 million for both the eight months ended December 31, 2010, and four months ended April 30, 2010. The related tax benefit was $2 million for the year ended December 31, 2011 and $2 million for both the eight months ended December 31, 2010, and four months ended April 30, 2010. As of December 31, 2011, the unrecognized compensation cost related to restricted stock shares was $15 million, which is expected to be recognized over a weighted-average period of 3 years.

Stock Appreciation Rights—Certain employees in Europe were granted stock appreciation rights (“SARs”) under the LTI. SARs gives those employees the right to receive an amount of cash equal to the appreciation in the market value of the Company’s ordinary shares from the award’s grant date to the exercise date. Because the SAR’s are settled in cash, they are accounted for as a liability award. The SARs vest over three years beginning with the second anniversary of the grant date. We recognized less than $1 million of compensation expense related to SARs for both the year ended December 31, 2011 and the eight months ended December 31, 2010.

17. Income Taxes

The significant components of the provision for income taxes are as follows:

	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Current:				
U.S. federal	$ 419	$ 32	$ 11	$ (142)
Non-U.S.	150	106	(16)	114
State	27	12	11	16
Total current	596	150	6	(12)
Deferred:				
U.S. federal	394	228	(1,386)	(1,310)
Non-U.S.	60	(198)	106	(66)
State	(2)	(10)	(41)	(23)
Total deferred	452	20	(1,321)	(1,399)
Provision for income taxes before tax effects of other comprehensive income	1,048	170	(1,315)	(1,411)
Tax effects of elements of other comprehensive income:				
Pension and postretirement liabilities	(128)	(30)	3	(15)
Financial derivatives	—	—	51	(27)
Foreign currency translation	1	4	(9)	(6)
Total income tax expense in comprehensive income	$ 921	$ 144	$ (1,270)	(1,459)

LyondellBasell N.V. is incorporated and is resident in The Netherlands. However, since the proportion of U.S. revenues, assets, operating income and associated tax provisions is significantly greater than any other single taxing jurisdiction within the worldwide group, the reconciliation of the differences between the provision for income taxes and the statutory rate is presented on the basis of the U.S. statutory federal income tax rate of 35% as opposed to the Dutch statutory rate of 25% to provide a more meaningful insight into those differences. Our effective tax rate for the year ended December 31, 2011 is 32.9%. This summary is shown below:

	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Income (loss) before income taxes:				
U.S.	$ 2,388	$ 1,141	$ 8,490	$ (4,358)
Non-U.S.	800	545	(1,301)	75
Total	$ 3,188	$ 1,686	$ 7,189	$ (4,283)
Theoretical income tax at U.S. statutory rate	$ 1,116	$ 590	$ 2,517	$ (1,499)
Increase (reduction) resulting from:				
Discharge of debt and other reorganization related items	—	(221)	(4,355)	—
Non-U.S. income taxed at lower statutory rates	(44)	(14)	(3)	(1)
State income taxes, net of federal benefit	27	36	(63)	—
Changes in valuation allowances	25	(250)	176	—
Non-taxable (income) and non-deductible expenses	(73)	(102)	—	124
Notional royalties	(32)	(12)	(11)	(47)
Other income taxes, net of federal benefit	14	33	30	24
Uncertain tax positions	(11)	13	402	24
Warrants & Stock Compensation	13	24	5	—
Transfer of subsidiary	—	88	—	—
U.S. manufacturing deduction	(30)	—	—	—
Other, net	43	(15)	(13)	(36)
Income tax provision (benefit)	$ 1,048	$ 170	$ (1,315)	$ (1,411)

Under the Plan of Reorganization, a substantial portion of the Company's pre-petition debt securities, revolving credit facility and other obligations was extinguished. Absent an exception, a debtor recognizes cancellation of indebtedness income ("CODI") upon discharge of its outstanding indebtedness for an amount of consideration that is less than its adjusted issue price. The Internal Revenue Code of 1986, as amended ("IRC"), provides that a debtor in a bankruptcy case may exclude CODI from taxable income but must reduce certain of its tax attributes by the amount of any CODI realized as a result of the consummation of a plan of reorganization. The amount of CODI realized by a taxpayer is the adjusted issue price of any indebtedness discharged less the sum of (i) the amount of cash paid, (ii) the issue price of any new indebtedness issued and (iii) the fair market value of any other consideration, including equity, issued. As a result of the market value of equity upon emergence from chapter 11 bankruptcy proceedings, the estimated amount of U.S. CODI exceeded the estimated amount of the Company's U.S. tax attributes by approximately $9,483 million. The actual reduction in tax attributes occurred on the first day of the tax year subsequent to the date of emergence, or January 1, 2011.

As a result of attribute reduction, we did not retain any U.S. net operating loss carryforwards, alternative minimum tax credits or capital loss carryforwards. In addition, approximately $938 million of our tax bases in depreciable assets in the U.S. was eliminated. Accordingly, the liability for U.S. income taxes in 2011 and future periods will reflect these adjustments and the estimated U.S. cash tax liabilities for 2011 and subsequent years will be significantly higher than in 2010.

We recorded our adjusted taxes in fresh-start accounting without adjustment for estimated changes of tax attributes that occurred from May 1, 2010 to January 1, 2011, the date of actual reduction of tax attributes. Any adjustment to our tax attributes as a result of events or transactions that occurred during the period from May 1, 2010 to December 31, 2010 was reflected in the earnings of the Successor Company for the period ended December 31, 2010.

The deferred tax effects of tax losses carried forward and the tax effects of temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements, reduced by a valuation allowance where appropriate, are presented below:

Millions of dollars	December 31 2011	December 31, 2010
Deferred tax liabilities:		
Accelerated tax depreciation	$ 1,299	$ 1,436
Investment in joint venture partnerships	161	139
Intangible assets	406	357
Inventory	627	672
Total deferred tax liabilities	2,493	2,604
Deferred tax assets:		
Net operating loss carryforwards	609	645
Employee benefit plans	481	514
Deferred interest carryforwards	619	896
State and foreign income taxes, net of federal tax benefit	5	42
Environmental reserves	35	35
Other	136	162
Total deferred tax assets	1,885	2,294
Deferred tax asset valuation allowances	(570)	(558)
Net deferred tax assets	1,315	1,736
Net deferred tax liabilities	$ 1,178	$ 868
Balance sheet classifications:		
Deferred tax assets - current	$ 29	$ 66
Deferred tax assets - long-term	20	41
Deferred tax liability - current	310	319
Deferred tax liability - long-term	917	656
Net deferred tax liabilities	$ 1,178	$ 868

The application of fresh-start accounting on May 1, 2010 resulted in the re-measurement of deferred income tax liabilities associated with the revaluation of the Company's assets and liabilities pursuant to ASC 852 (see Note 23).

As a result, deferred income taxes were recorded at amounts determined in accordance with ASC 740 of $857 million as of December 31, 2010. Further, we recorded valuation allowances against certain of our deferred tax assets resulting from this re-measurement.

At December 31, 2011 and 2010, we had total tax losses carried forward in the amount of $2,120 million and $2,107 million, respectively, for which a deferred tax asset was recognized at December 31, 2011 and 2010 of $609 million and $645 million, respectively.

The expiration of the tax losses carried forward and the related deferred tax asset, before valuation allowance, as of December 31, 2011 was as follows:

Millions of dollars	Net Operating Loss Carry Forwards	Deferred Tax on Net Operating Loss Carry Forwards
2012	$ —	$ —
2013	3	1
2015	12	4
2016	10	3
Thereafter	774	222
Indefinite	1,321	379
	$ 2,120	$ 609

Valuation allowances are provided against certain net deferred tax assets for tax losses carried forward in China, Canada, France, Japan, Spain, Thailand, Mexico, Taiwan and the United Kingdom.

In assessing the recoverability of the deferred tax assets, we consider whether it is more likely than not that the deferred tax assets will be realized. The ultimate realization of the deferred tax assets is dependent upon the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies. In order to fully realize the deferred tax assets related to the net operating losses, we will need to generate sufficient future taxable income in the countries where these net operating losses exist during the periods in which the net operating losses can be utilized. Based upon projections of future taxable income over the periods in which the net operating losses can be utilized and/or the temporary differences can be reversed, management believes it is more likely than not that the deferred tax assets in excess of the valuation allowance of $570 million at December 31, 2011 will be realized.

At the end of 2011, the balance of cumulative valuation allowances was $570 million. The increase in 2011 relates exclusively to an additional $11 million of valuation allowance during the year related primarily to our non-U.S. operations. During the Predecessor period, the Company recorded a valuation allowance of $176 million against deferred tax assets, primarily related to our French operations and various deferred tax assets resulting from the implementation of fresh-start accounting. The Company also reversed $11 million of valuation allowances during the Predecessor period related to the Luxembourg entities that are no longer a part of the LyondellBasell group following the Company's emergence from bankruptcy. In the Successor period, we reversed valuation allowances attributable to our Dutch net operating loss carryforwards as improved business results combined with a restructuring of debt caused us to conclude that it is now more likely than not that the deferred tax assets will be realized. We also reversed valuation allowances during the Successor period related to a portion of our French deferred tax assets due to a restructuring of our French operations. These reversals resulted in a net decrease in income tax expense of $250 million in the Successor period. There were also changes in the valuation allowances for 2010 related to translation adjustments.

In most cases, deferred taxes have not been provided for possible future distributions of earnings of subsidiaries as such dividends are not expected to be subject to further taxation upon their distribution. Deferred taxes on the unremitted earnings of certain equity joint ventures of $45 million and $23 million at December 31, 2011 and 2010, respectively, have been provided to the extent that such earnings are subject to taxation on their future remittance.

Tax benefits totaling $483 million and $441 million relating to uncertain tax positions were unrecognized as of December 31, 2011 and 2010, respectively. The following table presents a reconciliation of the beginning and ending amounts of unrecognized tax benefits:

	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Balance, beginning of period	$ 441	$ 451	$ 68	$ 49
Additions for tax positions of current year	54	1	373	1
Additions for tax positions of prior years	7	16	41	30
Reductions for tax positions of prior years	(19)	(4)	(11)	(7)
Cash settlements	—	(23)	—	(5)
Effects of currency exchange rates	—	—	(3)	—
Discharge upon emergence from bankruptcy	—	—	(17)	—
Balance, end of period	$ 483	$ 441	$ 451	$ 68

The 2011, 2010 and 2009 balances, if recognized, will affect the effective tax rate. We operate in multiple jurisdictions throughout the world, and its tax returns are periodically audited or subject to review by both domestic and foreign tax authorities. We are no longer subject to any significant income tax examinations by tax authorities for the years prior to 2006 in The Netherlands and Italy, prior to 2007 in Germany, prior to 2008 in France and prior to 2009 in the U.S., our principal tax jurisdictions. The recognition of these items was included in the income tax accrual. Further, as a result of the uncertainties in the application of complex tax principles related to the Company's reorganization, the Company did not recognize tax benefits of $360 million in the Predecessor period ended April 30, 2010. We do not expect any significant changes in the amounts of unrecognized tax benefits during the next 12 months.

The U.S. Internal Revenue Service is examining the Company's federal income tax returns. As part of that review, the IRS is examining whether, under Section 7874 of the Internal Revenue Code, LyondellBasell Industries N.V. should be treated as a U.S. corporation for U.S. Federal income tax purposes. Treatment of LyondellBasell Industries N.V. as a U.S. corporation would result in an increased tax liability as our worldwide income would be subject to U.S. federal income tax. No assurance can be given that the IRS will not determine that Section 7874 is applicable to us, nor can there be assurance that any such position taken by the IRS would not be sustained.

We recognize interest expense and penalties related to uncertain income tax positions as a component of interest expense in the income statement. We have accrued less than $1 million for the payment of interest and penalties as of December 31, 2011 and 2010. We recognized interest and penalties of less than $1 million for the year ended December 31, 2011. No interest was accrued during the Predecessor and Successor periods of 2010 and the Company accrued interest expense of $2 million in 2009.

18. Commitments and Contingencies

Commitments—We have various purchase commitments for materials, supplies and services incident to the ordinary conduct of business, generally for quantities required for its businesses and at prevailing market prices. These commitments are designed to assure sources of supply and are not expected to be in excess of normal requirements. Our capital expenditure commitments at December 31, 2011 were in the normal course of business.

Financial Assurance Instruments—We have obtained letters of credit, performance and surety bonds and have issued financial and performance guarantees to support trade payables, potential liabilities and other obligations. Considering the frequency of claims made against the financial instruments we use to support our obligations, and the magnitude of those financial instruments in light of our current financial position, management does not expect that any claims against or draws on these instruments would have a material adverse effect on our consolidated financial statements. We have not experienced any unmanageable difficulty in obtaining the required financial assurance instruments for our current operations.

Environmental Remediation—Our accrued liability for future environmental remediation costs at current and former plant sites and other remediation sites totaled $120 million as of December 31, 2011. The accrued liabilities for individual sites range from less than $1 million to $23 million. The remediation expenditures are expected to occur over a number of years, and not to be concentrated in any single year. In our opinion, it is reasonably possible that losses in excess of the liabilities recorded may have been incurred. However, we cannot estimate any amount or range of such possible additional losses. New information about sites, new technology or future developments such as involvement in investigations by regulatory agencies, could require us to reassess our potential exposure related to environmental matters.

The following table summarizes the activity in the Company’s accrued environmental liability included in “Accrued liabilities” and “Other liabilities”:

	Successor		Predecessor
Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010
Balance at beginning of period	$ 107	$ 93	$ 89
Additional provisions	25	17	11
Amounts paid	(8)	(3)	(2)
Foreign exchange effects	(4)	—	(5)
Balance at end of period	$ 120	$ 107	$ 93

Litigation and Other Matters—

BASF Lawsuit

On April 12, 2005, BASF Corporation (“BASF”) filed a lawsuit in New Jersey against Lyondell Chemical in the Superior Court of New Jersey, Morris County, asserting various claims relating to alleged breaches of a propylene oxide toll manufacturing contract and seeking damages in excess of $100 million. Lyondell Chemical denied breaching the contract and argued that at most it owed BASF $22.5 million. On August 13, 2007, a jury returned a verdict in favor of BASF in the amount of approximately $170 million (inclusive of the $22.5 million refund). On October 3, 2007, the judge in the state court case determined that prejudgment interest on the verdict amounted to $36 million and issued an order to that effect. Lyondell Chemical appealed the judgment and posted an appeal bond, which is collateralized by a $200 million letter of credit.

On December 28, 2010, the New Jersey appellate court reversed the judgment and the case was remanded for a new trial on damages in New Jersey state court. The parties reached a settlement of the case in December 2011, under which Lyondell Chemical made a payment of $100 million and allowed BASF an unsecured claim of $80 million. The unsecured claim will be paid from the LyondellBasell Litigation Trust under the Company’s Plan of Reorganization. The settlement was approved by the Bankruptcy Court on January 18, 2012, and we expect the appeal bond to be dissolved sometime in the first quarter 2012 and the case to be dismissed with prejudice thereafter.

Access Indemnity Demand

On December 20, 2010, one of our subsidiaries received demand letters from affiliates of Access Industries, (collectively, "Access") a more than five percent shareholder of the Company. We conducted an initial investigation of the facts underlying the demand letters and engaged in discussions with Access. We requested that Access withdraw its demands with prejudice and, and on January 17, 2011, Access declined to withdraw the demands, with or without prejudice.

Specifically, Access affiliates Nell Limited ("Nell") and BI S.á.r.l. ("BI") have demanded that LyondellBasell Industries Holdings B.V., a wholly owned subsidiary of the Company ("LBIH"), indemnify them and their shareholders, members, affiliates, officers, directors, employees and other related parties for all losses, including attorney's fees and expenses, arising out of a pending lawsuit styled *Edward S. Weisfelner, as Litigation Trustee of the LB Litigation Trust v. Leonard Blavatnik, et al.,* Adversary Proceeding No. 09-1375 (REG), in the United States Bankruptcy Court, Southern District of New York.

In the *Weisfelner* lawsuit, the plaintiffs seek to recover damages from numerous parties, including Nell, Access and their affiliates. The damages sought from Nell, Access and their affiliates include, among other things, the return of all amounts earned by them related to their acquisition of shares of Lyondell Chemical prior to its acquisition by Basell AF S.C.A. in December 2007, distributions by Basell AF S.C.A. to its shareholders before it acquired Lyondell Chemical, and management and transaction fees and expenses. The trial that was scheduled for October 2011 has been postponed until sometime in early 2012.

Nell and BI have also demanded that LBIH pay $50 million in management fees for 2009 and 2010 and that LBIH pay other unspecified amounts relating to advice purportedly given, prior to the Predecessor company's chapter 11 filing, in connection with financing and other strategic transactions.

Nell and BI assert that LBIH's responsibility for indemnity and the claimed fees and expenses arise out of a management agreement entered into on December 11, 2007, between Nell and Basell AF S.C.A. They assert that LBIH, as a former subsidiary of Basell AF S.C.A., is jointly and severally liable for Basell AF S.C.A.'s obligations under the agreement, notwithstanding that LBIH was not a signatory to the agreement and the liabilities of Basell AF S.C.A., which was a signatory, were discharged in the LyondellBasell bankruptcy proceedings.

On June 26, 2009, Nell filed a proof of claim in Bankruptcy Court against LyondellBasell AF (successor to Basell AF S.C.A.) seeking "no less than" $723 thousand for amounts allegedly owed under the 2007 management agreement. On April 27, 2011, Lyondell Chemical filed an objection to Nell's claim and, together with LyondellBasell N.V. (successor to LyondellBasell AF) and LBIH, brought a declaratory judgment action in the Bankruptcy Court for a determination that Nell and BI's demands are not valid. By a Joint Stipulated Order dated June 13, 2011, the declaratory judgment action is stayed pending the outcome of the *Weisfelner* lawsuit.

We do not believe that the management agreement is in effect or that the Company, LBIH, or any other Company-affiliated entity owes any obligations under the management agreement. We intend to defend vigorously any proceedings, claims or demands that may be asserted.

We cannot at this time estimate the reasonably possible loss or range of loss that Nell, Access, or their affiliates may incur as a result of the lawsuit, and therefore we cannot at this time estimate the reasonably possible loss or range of loss that Nell, Access, or their affiliates may seek from LBIH by way of indemnity.

Indemnification—We are parties to various indemnification arrangements, including arrangements entered into in connection with acquisitions, divestitures and the formation of joint ventures. Pursuant to these arrangements, we provide indemnification to and/or receive indemnification from other parties in connection with liabilities that may arise in connection with the transactions and in connection with activities prior to completion of the transactions. These indemnification arrangements typically include provisions pertaining to third party claims relating to environmental and tax matters and various types of litigation. As of December 31, 2011, we had not accrued any significant amounts for our indemnification obligations, and we are not aware of other circumstances that would likely lead to significant future indemnification obligations. We cannot determine with certainty the potential amount of future payments under the indemnification arrangements until events arise that would trigger a liability under the arrangements.

In addition, certain third parties entered into agreements with the Predecessor, LyondellBasell AF, to indemnify LyondellBasell AF for a significant portion of the potential obligations that could arise with respect to costs relating to contamination at various sites in Europe. These indemnity obligations are currently in dispute. We recognized a pretax charge of $64 million as a change in estimate in the third quarter 2010 related to the dispute, which arose during that period.

As part of our technology licensing contracts, we give indemnifications to our licensees for liabilities arising from possible patent infringement claims with respect to proprietary licensed technology. Such indemnifications have a stated maximum amount and generally cover a period of five to ten years.

Other—We have identified an agreement related to a former project in Kazakhstan under which a payment was made that raises compliance concerns under the U.S. Foreign Corrupt Practices Act (the "FCPA"). We have engaged outside counsel to investigate these activities, under the oversight of the Audit Committee of the Supervisory Board, and to evaluate internal controls and compliance policies and procedures. We made a voluntary disclosure of these matters to the U.S. Department of Justice and are cooperating fully with that agency. We cannot predict the ultimate outcome of these matters at this time since our investigations are ongoing. In this respect, we may not have conducted business in compliance with the FCPA and may not have had policies and procedures in place adequate to ensure compliance. Therefore, we cannot reasonably estimate a range of liability for any potential penalty resulting from these matters. Violations of these laws could result in criminal and civil liabilities and other forms of relief that could be material to us.

The offering to sell our Berre refinery in France, which commenced in May 2011, did not result in any offer to purchase. As a result, in September 2011, we announced our intention to initiate consultations with works councils regarding a contemplated closure of the refinery, which would affect approximately 370 employees. On January 4, 2012, refinery operations were suspended. The suspension of operations was in accordance with an agreement executed in the fourth quarter by our French entities and union representatives addressing the procedures by which suspension of refinery operations and the consultations would be governed. Consultations with the relevant works councils are in progress.

The Company has recorded a charge of $136 million in the fourth quarter of 2011 based on our current estimation of the cost of the social plan and as a result of inventory write-downs. Final costs to be incurred are contingent on completion of the consultations. The Company expects to incur additional costs in connection with the cessation of operations. The Company does not believe any such additional costs will be material to its results of operations.

General—In our opinion, the matters discussed in this note are not expected to have a material adverse effect on the financial position or liquidity of LyondellBasell N.V. However, the adverse resolution in any reporting period of one or more of these matters could have a material impact on our results of operations for that period, which may be mitigated by contribution or indemnification obligations of others, or by any insurance coverage that may be available.

19. Stockholders' Equity and Non-Controlling Interests

Ordinary Shares—On April 30, 2010, approximately 563.9 million shares of LyondellBasell N.V. common stock, including 300 million shares of class A new ordinary shares were issued in exchange for allowed claims under the Plan of Reorganization. In addition, approximately 263.9 million shares of LyondellBasell N.V. class B ordinary shares were issued in connection with a rights offering for gross proceeds of $2.8 billion. On December 6, 2010, 263.9 million class B ordinary shares converted into class A ordinary shares on a one-for-one basis in accordance with their terms.

Conversion of Class B Ordinary Shares—Our Articles of Association provided that at the earlier of (i) the request of the relevant holder of class B ordinary shares with respect to the number of class B ordinary shares specified by such holder (ii) acquisition by us of one or more class B ordinary shares or (iii) the first date upon which the closing price per share of the class B ordinary shares has exceeded 200% of $10.61 for at least forty-five trading days within a period of sixty consecutive trading days (provided that the closing price per share of the class B ordinary shares exceeded such threshold on both the first and last day of the sixty day period), each such class B ordinary share would be converted into one class A ordinary share. At the close of business on December 6, 2010, the provision in (iii) was met, and the 263.9 million class B ordinary shares outstanding as of that date had not previously been converted in accordance with (i), above, converted into an equal number of Class A ordinary shares.

Dividend distribution—On May 5, 2011, shareholders approved the payment of a dividend of $0.10 per ordinary share at the Annual General Meeting of Shareholders in Rotterdam, the Netherlands. The dividend, totaling $57 million, was paid May 26, 2011 to shareholders of record on May 5, 2011. On August 3, 2011, the Management Board of the Company recommended the payment of a dividend of $0.20 per share. The Supervisory Board authorized and directed the Management Board to take action necessary to pay the dividend and the Management Board adopted a resolution declaring a dividend of $0.20 per share to shareholders of record as of August 17, 2011, which was paid on September 7, 2011 for an aggregate of $114 million. On November 14, 2011, the Management Board of the Company recommended the payment of a special dividend of $4.50 per share and a quarterly dividend of $0.25 per share. The Supervisory Board authorized and directed the Management Board to take action necessary to pay the dividend and the Management Board adopted a resolution declaring a special dividend of $4.50 per share and a quarterly dividend of $0.25 per share to shareholders of record as of November 25, 2011, which were paid on December 16, 2011 for an aggregate of $2,722 million.

We may pay unlimited restricted payments, including dividend distributions, pursuant to certain terms in our 8% senior notes and 11% senior notes as well as our U.S. ABL Facility as long as specific leverage and liquidity ratios are maintained. Under the terms of the indentures governing the Senior 8% and 11% notes, we can pay unlimited restricted payments if we maintain a two-to-one leverage ratio before any restricted payments may be made and after the effect of any such payments. Under the U.S. ABL Facility we can pay unlimited restricted payments if we maintain availability of at least thirty percent of the facility both before and after any restricted payments.

Treasury shares—In connection with our formation, we issued one million one hundred twenty-five thousand (1,125,000), four Eurocent (€0.04) each, class A ordinary shares for €45 thousand to Stichting TopCo, a foundation formed under the laws of The Netherlands (the "Foundation"). On April 30, 2010, the Foundation transferred the shares from the Foundation for nil consideration. These shares are classified as Treasury Stock on our Consolidated Balance Sheet.

The holders of our warrants may, at their option, purchase shares in a non-cash exercise. The amount of shares delivered under such an exercise is calculated using the treasury method of accounting and assumes the exercise price was paid in cash. During 2011, $317 million was recorded as Additional paid-in capital for the purchase of 8.3 million ordinary shares, of which 3,462,693 ordinary shares are held in treasury.

The changes in the outstanding amounts of class A and class B ordinary shares and treasury shares for the year ended December 31, 2011 and for the period May 1 through December 31, 2010, were as follows:

	Year ended December 31, 2011	May 1 through December 31, 2010
Ordinary shares –		
Balance at the beginning of the period	565,676,222	563,901,979
Share-based compensation	534,876	1,774,196
Warrants exercised	7,179,416	47
Ordinary shares issued	573,390,514	565,676,222
Ordinary shares held as treasury shares	4,051,013	1,122,651
Balance at the end of period	577,441,527	566,798,873
Ordinary shares held as treasury shares:		
Balance at the beginning of the period	1,122,651	1,125,000
Warrants exercised	3,462,693	53
Share-based compensation	(534,331)	(2,402)
Balance at the end of period	4,051,013	1,122,651

Accumulated Other Comprehensive Income (Loss)—The components of accumulated other comprehensive income (loss) were as follows at December 31:

Millions of dollars	2011	2010
Pension and post-retirement liabilities	$ (303)	$ (33)
Foreign currency translation	(124)	114
Total	$ (427)	$ 81

Transactions recorded in “Accumulated other comprehensive income” are recognized net of tax.

Non-controlling Interests—Losses attributable to non-controlling interests consisted of the following components:

Millions of dollars	Successor: Year ended December 31, 2011	Successor: May 1 through December 31, 2010	Predecessor: January 1 through April 30, 2010	Predecessor: Year ended December 31, 2009
Non-controlling interests' comprehensive income (loss)				
Net income (loss) attributable to non-controlling interests	$ (7)	$ 7	$ (53)	$ 15
Fixed operating fees paid to Lyondell Chemical by the PO/SM II partners	—	(14)	(7)	(21)
Comprehensive loss attributable to non-controlling interests	$ (7)	$ (7)	$ (60)	$ (6)

20. Per Share Data

Basic earnings per share for the periods subsequent to April 30, 2010 are based upon the weighted average number of shares of common stock outstanding during the periods. Diluted earnings per share includes the effect of certain stock options and MTI awards. The Company has unvested restricted stock and restricted stock units that are considered participating securities for earnings per share.

Earnings per share data and dividends declared per share of common stock were as follows for the periods December 31, 2011 and May 1 through December 31, 2010:

Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010 Continuing Operations	May 1 through December 31, 2010 Discontinued Operations
Basic:			
Net income	$ 2,140	$ 1,516	$ 64
Less: net loss attributable to non-controlling interests	7	7	—
Net income attributable to the Company	2,147	1,523	64
Net income attributable to participating securities	(12)	(10)	—
Net income attributable to common stockholders	$ 2,135	$ 1,513	$ 64
Diluted:			
Net income	$ 2,140	$ 1,516	$ 64
Less: net loss attributable to non-controlling interests	7	7	—
Net income attributable to the Company	2,147	1,523	64
Net income attributable to participating securities	(12)	(10)	—
Net income attributable to common stockholders	$ 2,135	$ 1,513	$ 64
Millions of shares			
Basic weighted average common stock outstanding	568	564	564
Effect of dilutive securities:			
MTI awards	1	—	—
Stock options	3	—	—
Potential dilutive shares	572	564	564
Earnings per share:			
Basic	$ 3.76	$ 2.68	$ 0.11
Diluted	$ 3.74	$ 2.67	$ 0.11
Millions of shares			
Anti-dilutive stock options and warrants	1.0	11.5	11.5
Participating securities	3.6	3.7	3.7
Dividends declared per share of common stock	$ 5.05	$ —	$ —

21. Segment and Related Information

We operate in five segments:

- Olefins and Polyolefins—Americas, primarily manufacturing and marketing of olefins, including ethylene and its co-products, primarily propylene, butadiene, and aromatics, which include benzene and toluene and polyolefins, including polyethylene, comprising HDPE, LDPE and linear low density polyethylene ("LLDPE"), and polypropylene; and *Catalloy* process resins;
- Olefins and Polyolefins—Europe, Asia, International, primarily manufacturing and marketing of olefins, including ethylene and its co-products, primarily propylene and butadiene; polyolefins, including polyethylene, comprising HDPE, LDPE and polypropylene; polypropylene-based compounds, materials and alloys ("PP Compounds"), *Catalloy* process resins and polybutene-1 polymers;
- Intermediates and Derivatives ("I&D"), primarily manufacturing and marketing of PO; PO co-products, including styrene and the TBA intermediates tertiary butyl alcohol ("TBA"), isobutylene and tertiary butyl hydroperoxide; PO derivatives, including propylene glycol, propylene glycol ethers and butanediol; ethylene derivatives, including ethylene glycol, ethylene oxide ("EO"), and other EO derivatives; acetyls, including vinyl acetate monomer, acetic acid, ethanol and methanol and fragrance and flavor chemicals;
- Refining and Oxyfuels, primarily manufacturing and marketing of refined petroleum products, including gasoline, ultra-low sulfur diesel, jet fuel, lubricants ("lube oils"), alkylate, and oxygenated fuels, or oxyfuels, such as methyl tertiary butyl ether ("MTBE"), ethyl tertiary butyl ether ("ETBE"); and
- Technology, primarily licensing of polyolefin process technologies and supply of polyolefin catalysts and advanced catalysts.

The accounting policies of the segments are the same as those described in "Summary of Significant Accounting Policies" (see Note 2), except that the Predecessor's segment operating results reported to management reflected costs of sales determined using current costs, which approximated results using the LIFO method of accounting for inventory. These current cost-basis operating results are reconciled to consolidated operating income in the Predecessor tables below. Sales between segments are made primarily at prices approximating prevailing market prices.

On December 22, 2010, we completed the sale of our Flavors & Fragrance chemicals business, including production assets in Jacksonville, Florida and Colonels Island, Georgia, related inventories, receivables, contracts, customer lists, intellectual property and certain liabilities, receiving proceeds of $154 million. As a result, the Flavor and Fragrance chemicals business, which was part of our I&D segment, is presented as discontinued operations and therefore excluded from the operations of the I&D segment below in the Successor period.

Summarized financial information concerning reportable segments is shown in the following table for the periods presented.

	Successor						
Millions of dollars	Olefins and Polyolefins – Americas	Olefins and Polyolefins – Europe, Asia & International	Intermediates & Derivatives	Refining and Oxyfuels	Technology	Other	Total
Year Ended December 31, 2011							
Sales and other operating revenues:							
Customers	$ 10,349	$ 15,070	$ 6,419	$18,765	$ 376	$ 56	$51,035
Intersegment	4,531	390	68	1,968	130	(7,087)	—
	14,880	15,460	6,487	20,733	506	(7,031)	51,035
Operating income	1,857	475	862	718	107	(21)	3,998
Income from equity investments	21	168	27	—	—	—	216
Capital expenditures	425	235	99	255	26	10	1,050
Depreciation and amortization expense	246	262	142	197	84	—	931

	Successor						
Millions of dollars	Olefins and Polyolefins – Americas	Olefins and Polyolefins – Europe, Asia & International	Intermediates & Derivatives	Refining and Oxyfuels	Technology	Other	Total
May 1 through December 31, 2010							
Sales and other operating revenues:							
Customers	$ 5,993	$ 8,522	$ 3,714	$ 9,180	$ 291	$ (16)	$27,684
Intersegment	2,413	207	40	1,141	74	(3,875)	—
	8,406	8,729	3,754	10,321	365	(3,891)	27,684
Operating income	1,043	411	512	241	69	(22)	2,254
Income from equity investments	16	68	2	—	—	—	86
Capital expenditures	146	105	76	108	19	12	466
Depreciation and amortization expense	151	146	81	107	78	(5)	558

	Predecessor						
Millions of dollars	Olefins and Polyolefins – Americas	Olefins and Polyolefins – Europe, Asia & International	Intermediates & Derivatives	Refining and Oxyfuels	Technology	Other	Total
January 1 through April 30, 2010							
Sales and other operating revenues:							
Customers	$ 3,220	$ 4,018	$ 1,820	$4,293	$ 104	$ 12	$13,467
Intersegment	963	87	—	455	41	(1,546)	—
	4,183	4,105	1,820	4,748	145	(1,534)	13,467
Segment operating income (loss)	320	115	157	(99)	39	(41)	491
Current cost adjustment							199
Operating income							690
Income (loss) from equity investments	5	80	(1)	—	—	—	84
Capital expenditures	52	102	8	49	12	3	226
Depreciation and amortization expense	160	108	91	180	23	3	565

	Predecessor						
Millions of dollars	Olefins and Polyolefins – Americas	Olefins and Polyolefins – Europe, Asia & International	Intermediates & Derivatives	Refining and Oxyfuels	Technology	Other	Total
2009							
Sales and other operating revenues:							
Customers	$ 6,728	$ 9,047	$ 3,777	$10,831	$ 436	$ 9	$30,828
Intersegment	1,886	354	1	1,247	107	(3,595)	—
	8,614	9,401	3,778	12,078	543	(3,586)	30,828
Impairments	(47)	(16)	—	(9)	(1)	56	(17)
Segment operating income (loss)	169	(2)	250	(357)	210	18	288
Current cost adjustment							29
Operating income							317
Income (loss) from equity investments	7	(172)	(16)	—	—	—	(181)
Capital expenditures	142	411	21	167	32	6	779
Depreciation and amortization expense	515	316	276	556	100	11	1,774

Sales and other operating revenues and operating income (loss) in the "Other" column above include elimination of intersegment transactions and businesses that are not reportable segments in the periods presented.

In 2011 we recognized charges in the Refining and Oxyfuels segment of $136 million and $31 million, primarily relating to costs associated with the cessation of operations and impairments of capital additions at the Berre refinery. These charges were offset by benefits of $34 million related to an insurance recovery associated with the misconduct of a former employee. In addition charges of $39 million were recognized in the Technology segment related to the impairments of assets and restructuring charges due to a facility closure and impairments of discontinued research and development projects. Charges of $77 million and $16 million related to activities to reorganize certain functional organizations and environmental liabilities at Wesseling, Germany site, respectively, were recognized in the O&P – EAI segment.

In the 2010 Successor period, we recognized a $64 million charge related to a change in estimate associated with a dispute over environmental liability, including $35 million, $21 million, and $8 million related to the O&P – EAI, Refining and Oxyfuels, and Technology business segments, respectively. The 2010 Successor period also includes a $28 million charge associated with the Refining and Oxyfuels business segment, primarily related to impairment of capital additions for the Berre refinery. These charges are reflected in Cost of sales and Impairments, respectively, on the Consolidated Statements of Income.

In 2009, LyondellBasell AF recognized charges of $696 million to write off the carrying value of assets, $679 million of which are reflected in "Reorganization items," on the Consolidated Statements of Income. These charges included $624 million related to the O&P – America's business segment, all of which was associated with a lease rejection at an olefin plant at Chocolate Bayou, Texas and $55 million related to the I&D business segment associated with an interest in an ethylene glycol facility in Beaumont, Texas.

Also in 2009, operating results for the O&P – America's and Refining and Oxyfuels business segments included charges of $47 million and $9 million, respectively, primarily for impairment of the carrying value of surplus emission allowances related to HRVOCs and non-U.S. emission rights (see Note 7).

The remaining $17 million, which is included in "Impairments" on the Consolidated Statements of Income related to the O&P – EAI business segment, including $6 million was related to an LDPE plant at Fos-sur-Mer, France, $6 million related to the closure of a polypropylene line at Wesseling, Germany, $3 million related to an LDPE plant at Carrington, U.K. and $1 million related to an advanced polyolefins compounding facility in Mansfield, Texas.

In 2009 LyondellBasell AF determined that there had been a diminution in the value of its investments in certain joint ventures and such loss was other than temporary. This determination resulted in pretax impairment charges of $228 million that was included in "Income (loss) from equity investments" for 2009 in the O&P–EAI business segment.

Long-lived assets of continuing operations, including goodwill, are summarized and reconciled to consolidated totals in the following table:

Millions of dollars	Olefins and Polyolefins – Americas	Olefins and Polyolefins – Europe, Asia & International	Intermediates & Derivatives	Refining and Oxyfuels	Technology	Other	Total
Successor							
2011							
Property, plant and equipment, net	$ 1,945	$ 2,385	$ 1,588	$1,093	$ 309	$ 13	$7,333
Investment in PO Joint Ventures	—	—	412	—	—	—	412
Equity and other investments	154	1,265	140	—	—	—	1,559
Goodwill	162	172	242	—	9	—	585
2010							
Property, plant and equipment, net	$ 1,696	$ 2,458	$ 1,700	$ 937	$ 351	$ 48	$7,190
Investment in PO Joint Ventures	—	—	437	—	—	—	437
Equity and other investments	164	1,311	112	—	—	—	1,587
Goodwill	162	178	246	—	9	—	595

Property, plant and equipment, net, included in the “Other” column above includes assets related to corporate and support functions.

The following geographic data for revenues are based upon the delivery location of the product and for long-lived assets, the location of the assets.

	Successor		Predecessor	
Millions of dollars	Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	Year Ended December 31, 2009
Sales and other operating revenues:				
Europe	$ 18,327	$ 10,480	$ 4,462	$ 10,931
North America	26,527	14,046	7,326	16,566
All other	6,181	3,158	1,679	3,331
Total	$ 51,035	$ 27,684	$13,467	$ 30,828

	Successor Long-Lived Assets	
Millions of dollars	2011	2010
United States	$ 4,092	$ 3,792
Non-U.S.:		
Germany	1,601	1,706
The Netherlands	746	752
France	558	609
Other non-U.S.	748	768
Total non-U.S.	3,653	3,835
Total	$ 7,745	$ 7,627

Long-lived assets include Property, plant and equipment, net and investments in PO joint ventures (see Note 8).

22. Emergence from Chapter 11 Proceedings

On April 23, 2010, the U.S. Bankruptcy Court confirmed LyondellBasell AF's Third Amended and Restated Plan of Reorganization and the Debtors emerged from chapter 11 protection on April 30, 2010.

As a result of the emergence from chapter 11 proceedings, certain prepetition liabilities against the Debtors were discharged to the extent set forth in the Plan of Reorganization and otherwise applicable law and the Debtors were permitted to make distributions to their creditors in accordance with the terms of the Plan of Reorganization.

General unsecured non-priority claims against the Debtors were addressed through the bankruptcy process and were reported as liabilities subject to compromise and adjusted to the estimated allowed claim amount as determined through the bankruptcy process if determined to be probable and estimable. Certain of these claims were resolved and satisfied on or before the Debtors' emergence on April 30, 2010. Except for certain specific non-priority claims, the unsecured non-priority claims were resolved as part of the Plan of Reorganization.

Under the Plan of Reorganization, the organizational structure of the Company in North America was simplified by the removal of 90 legal entities. The ultimate ownership of 49 of these entities (identified as Schedule III Debtors in the Plan) was transferred to a new owner, the Millennium Custodial Trust, a trust established for the benefit of certain creditors, and these entities are no longer part of LyondellBasell N.V. In addition, certain real properties owned by the Debtors, including the Schedule III Debtors (as defined in the Plan), were transferred to the Environmental Custodial Trust, which now owns and is responsible for these properties. Any associated liabilities of the entities transferred to and owned by the Millennium Custodial Trust are the responsibility of those entities and claims regarding those entities will be resolved solely using their assets and the assets of the trust. In total, $250 million of cash was used to fund the two trusts, including approximately $80 million to the Millennium Custodial Trust and approximately $170 million to fund the Environmental Custodial Trust and to make certain direct payments to the U.S. EPA and certain state environmental agencies.

As part of the Debtors' emergence from chapter 11 proceedings, approximately 563.9 million shares of common stock of LyondellBasell N.V. were issued under the Plan, including 300 million shares of class A ordinary shares issued in exchange for allowed claims under the Plan of Reorganization. Approximately 263.9 million shares of LyondellBasell N.V. class B ordinary shares were issued in connection with a rights offering for gross proceeds of $2.8 billion.

Pursuant to the Plan of Reorganization, administrative and priority claims, as well as the new money debtor-in-possession ("DIP") financing, were repaid in full. The lenders of certain DIP loans, which represented a dollar-for-dollar roll-up or conversion of previously outstanding senior secured loans ("DIP Roll-up Notes"), received new senior secured third lien notes in the same principal amount as the DIP Roll-up Notes. In accordance with the Plan of Reorganization, holders of senior secured claims received a combination of LyondellBasell N.V. class A ordinary shares; rights to purchase class B ordinary shares of LyondellBasell N.V.; LyondellBasell N.V. stock warrants; and cash. Allowed general unsecured claims received a combination of cash and class A ordinary shares of LyondellBasell N.V. pursuant to the Amended Lender Litigation Settlement approved by the U.S. Bankruptcy Court on March 11, 2010.

In conjunction with the Debtors' emergence from chapter 11, LyondellBasell N.V., through its wholly owned subsidiary, LBI Escrow Corporation, ("LBI Escrow") issued $3.25 billion of first priority debt, including $2.25 billion and €375 million offerings of senior secured notes in a private placement and borrowings of $500 million under a senior term loan facility. Upon emergence, LBI Escrow merged with and into Lyondell Chemical Company ("Lyondell Chemical"), which replaced LBI Escrow as the issuer of the senior secured notes and as borrower under the term loan. On April 30, 2010, Lyondell Chemical issued $3,240 million of Senior Secured 11% Notes due 2018 (the "Senior Secured 11% Notes") in exchange for DIP Roll-up Notes incurred as part of the debtor-in-possession financing. The net proceeds from the sale of the senior secured notes, together with borrowings under the term loan, a new European securitization facility, and proceeds from the $2.8 billion rights offering, were used to repay and replace certain existing debt, including the debtor-in-possession credit facilities and an existing European securitization facility, and to make certain related payments. In addition, we entered into a new $1,750 million U.S. asset-based revolving credit facility, which can be used for advances or to issue up to $700 million of letters of credit. For additional information on the Company's debt, see Note 12.

Liabilities Subject to Compromise—Certain prepetition liabilities subject to compromise were reported at the expected allowed amount, even if they could potentially be settled for lesser amounts in accordance with the terms of the Plan of Reorganization. The total amount to be paid by the Debtors to settle claims is fixed under the Plan of Reorganization. As a result, all of the Debtors' liabilities subject to compromise at April 30, 2010 have been effectively resolved at the Emergence Date. As of December 31, 2011, approximately $17 million of priority and administrative claims have yet to be paid.

Liabilities subject to compromise included in the Predecessor's balance sheet consist of the following:

Millions of dollars	Predecessor April 30, 2010
Accounts payable	$ 473
Employee benefits	994
Accrued interest	295
Conversion fee — Interim Loan	161
Estimated claims	1,392
Interest rate swap obligations	218
Other accrued liabilities	102
Long-term debt	18,310
Total liabilities subject to compromise	$ 21,945

The April 30, 2010 liabilities subject to compromise in the above table represent such liabilities immediately prior to their discharge in accordance with the Plan of Reorganization.

The Plan of Reorganization required that, upon emergence, certain liabilities previously reported as liabilities subject to compromise be retained by LyondellBasell N.V. Accordingly, on the Emergence Date, approximately $854 million of pension and other post-retirement benefit liabilities, included in employee benefits in the above table, were reclassified from liabilities subject to compromise to current or long-term liabilities, as appropriate.

Long-term debt classified as liabilities subject to compromise immediately prior to the Debtors' emergence from bankruptcy included amounts outstanding under the Interim Loan; the Senior Secured Credit Facility, including the Term Loan A U.S. Dollar tranche, the U.S. dollar and German tranches of Term Loan B and the Revolving Credit Facility; 10.25% Debentures due 2010; 9.8% Debentures due 2020; 7.55% Debentures due 2026; the Senior Notes due 2015; 7.625% Senior Debentures due 2026; and loans from the State of Maryland and KIC Ltd.

All of the long-term debt classified in liabilities subject to compromise at April 30, 2010, except for a $6 million loan from KIC Ltd., was discharged pursuant to the Plan of Reorganization through distributions of a combination of LyondellBasell N.V. class A ordinary shares, the rights to purchase class B ordinary shares of LyondellBasell N.V. in a rights offering, warrants to purchase class A ordinary shares of LyondellBasell N.V. and cash. The loan from KIC Ltd. was transferred to the Millennium Custodial Trust under the Plan of Reorganization.

Reorganization Items—Reorganization items, including professional advisory fees and other costs directly associated with our reorganization, recognized by the Debtors since the January 6, 2009 bankruptcy are classified as Reorganization items on the Consolidated Statements of Income.

Post-emergence reorganization items are primarily related to professional fees associated with claim settlements, plan implementation and other transition costs attributable to the reorganization. Pre-emergence reorganization items include provisions and adjustments to record the carrying value of certain pre-petition liabilities at their estimated allowable claim amounts, as well as the costs incurred by non-Debtor companies as a result of the Debtors' chapter 11 proceedings.

The Company's charges (credits) for reorganization items, including charges recognized by the Debtors, were as follows:

	Successor		Predecessor	
Millions of dollars	For the Year Ended December 31, 2011	May 1 through December 31, 2010	January 1 through April 30, 2010	For the Year Ended December 31, 2009
Change in net assets resulting from the application of fresh-start accounting	$ —	$ —	$ 6,278	$ —
Gain on discharge of liabilities subject to compromise	—	—	(13,617)	—
Asset write-offs and rejected contracts	—	—	25	679
Estimated claims	39	(1)	(262)	1,548
Accelerated amortization of debt issuance costs	—	—	—	228
Professional fees	5	21	172	218
Employee severance costs	—	(1)	—	201
Plant closures costs	—	—	12	53
Other	1	4	4	34
Total	$ 45	$ 23	$ (7,388)	$ 2,961

Estimated claims in the above table include adjustments made to reflect the Debtors' estimated claims to be allowed. Such claims were classified as Liabilities subject to compromise.

23. Fresh-Start Accounting

Effective May 1, 2010, we adopted fresh-start accounting pursuant to ASC 852. Accordingly, the basis of the assets and liabilities in LyondellBasell AF's financial statements for periods prior to May 1, 2010 will not be comparable to the basis of the assets and liabilities in the financial statements prepared for LyondellBasell N.V. after emergence from bankruptcy.

In order to qualify for fresh-start accounting, ASC 852 requires that total post-petition liabilities and allowed claims be in excess of the reorganization value and that prepetition stockholders receive less than 50% of LyondellBasell N.V.'s common stock. Based on the estimated reorganization value and the terms of the Plan of Reorganization, the criteria of ASC 852 were met and, as a result, we applied fresh-start accounting on May 1, 2010.

In determining the range of reorganization values, we used a combination of customary valuation techniques, including, among other things:

- The peer group trading analysis methodology, which calculates the total reorganization value of LyondellBasell N.V. by applying valuation metrics derived from an analysis of publicly traded peer companies to LyondellBasell N.V.'s estimated earnings before interest, tax, depreciation and amortization ("EBITDA"):
  - Valuation metrics consist of implied market trading multiples and are calculated by dividing the publicly traded peer company's market capitalization by its respective EBITDA;

  - The peer group trading analysis was performed on both a consolidated and reported segment basis; and
  - Public peer companies were selected based on their comparability to LyondellBasell N.V.'s reportable operating segments, with those comparable companies primarily operating in the diversified commodity chemicals, refining and technology businesses.

- Discounted cash flow valuation methodology, which calculates the reorganization value of LyondellBasell N.V. as the sum of the present value of its projected unlevered, after-tax free cash flows. The resulting reorganization valuation is representative of LyondellBasell N.V. on a cash-free, debt-free basis:
  - Financial projections beginning May 1, 2010 were estimated based on a 4-year and 8-month detailed forecast followed with a higher level 10-year forecast. These projections reflected certain economic and industry information relevant to the operating businesses of LyondellBasell N.V. and estimated cyclical trends where appropriate. Various time periods within the approximately 15-year forecast period were evaluated including the entire period itself. To the extent that such cycles are, or commodity price volatility within any cycle is, greater or smaller than estimated, the estimate of the reorganization value could vary significantly;
  - The projected cash flows associated with the projections were discounted at a range of rates that reflected the estimated range of weighted average cost of capital ("WACC");
  - The imputed discounted cash flow value comprises the sum of (i) the present value of the projected unlevered free cash flows over the projection period; and (ii) the present value of a terminal value, which represents the estimate of value attributable to performance beyond the projection period. Cash flows and associated imputed values were calculated on both a consolidated and reportable segment basis;
  - WACCs utilized in the consolidated discounted cash flow analysis ranged from 11% to 12%. The range of WACCs utilized were developed from an analysis of the yields associated with LyondellBasell N.V.'s own debt financings and the equity costs of peer companies as well as the anticipated mix of LyondellBasell N.V.'s debt and equity;
  - A range of terminal value EBITDA multiples were selected which, where appropriate, represented estimated industry cycle average market capitalization/EBITDA multiples; and
  - Additional discounted cash flow analysis was performed for LyondellBasell N.V.'s unconsolidated joint ventures.

In April 2010 the U.S. Bankruptcy Court approved the total reorganization enterprise value on a cash-free and debt-free basis for consolidated LyondellBasell AF at approximately $14,200 million to $16,200 million, with a midpoint of $15,200 million. This estimate incorporated adjustments to include the estimated reorganization value of LyondellBasell AF's interests in unconsolidated joint ventures, and deducted the estimated book value of third party non-controlling interests in consolidated joint ventures. The Plan of Reorganization, which was confirmed and approved by the U.S. Bankruptcy Court on April 23, 2010, without objection by any third party, adopted the midpoint of $15,200 million as the reorganization value used to calculate and settle claims.

Fresh-start accounting requires us to allocate the reorganization value approved by the U.S. Bankruptcy Court to the individual assets and liabilities based upon their estimated fair values. The determination of fair values of assets and liabilities is subject to significant estimation and assumptions. The following balance sheet information illustrates the financial effects as of May 1, 2010 of implementing the Plan of Reorganization and the adoption of fresh-start accounting. Adjustments recorded to the Predecessor balance sheet, resulting from the consummation of the Plan of Reorganization and the adoption of fresh-start accounting, are summarized below.

Millions of dollars	Predecessor LyondellBasell AF	Reorganization Adjustments	Fresh Start Adjustments	Successor LyondellBasell N.V.
ASSETS				
Current assets:				
Cash and cash equivalents	$ 817	$ 1,894a	$ —	$ 2,711
Accounts receivable	3,771	1	—	3,772
Inventories	3,552	—	1,297h	4,849
Prepaid expenses and other current assets	1,098	(20)	(30)	1,048
Total current assets	9,238	1,875	1,267	12,380
Property, plant and equipment, net	14,554	—	(7,474)i	7,080
Investments and long-term receivables:				
Investments in PO joint ventures	867	—	(415)j	452
Equity investments	1,173	—	351k	1,524
Other investments and long-term receivables	97	—	(46)k	51
Goodwill	—	—	592l	592
Intangible assets, net	1,689	—	(215)m	1,474
Other assets	340	154b	(241)n	253
Total assets	$ 27,958	$ 2,029	$ (6,181)	$ 23,806

Millions of dollars	Predecessor LyondellBasell AF	Reorganization Adjustments	Fresh Start Adjustments	Successor LyondellBasell N.V.
LIABILITIES				
Liabilities not subject to compromise—				
Current liabilities:				
Current maturities of long-term debt	$ 485	$ (480)c	$ —	$ 5
Short-term debt	6,842	(6,392)c	—	450
Accounts payable	2,351	1	—	2,352
Accrued liabilities	1,373	46d	(18)	1,401
Deferred income taxes	162	(4)	285o	443
Total current liabilities	11,213	(6,829)	267	4,651
Long-term debt	304	6,477c	—	6,781
Other liabilities	1,416	808e	(163)p	2,061
Deferred income taxes	2,009	1,408o	(3,003)o	414
Commitments and contingencies Liabilities subject to compromise	21,945	(21,945)f	—	—
Stockholders' equity:				
Ordinary shares, €0.04 par value, 1,000 million shares authorized and 565,673,773 shares issued at May 1, 2010	—	30g	—	30
Additional paid-in capital	—	9,815g	—	9,815
Predecessor common stock, €124 par value, 403,226 shares authorized and issued at April 30, 2010	60	(60)	—	—
Predecessor additional paid-in capital	563	(563)	—	—
Predecessor retained earnings (deficit)	(9,452)	12,958f	(3,506)q	—
Predecessor accumulated other comprehensive income (loss)	(212)	(70)	282	—
Total stockholders' equity (deficit)	(9,041)	22,110	(3,224)	9,845
Non-controlling interests	112	—	(58)r	54
Total equity (deficit)	(8,929)	22,110	(3,282)	9,899
Total liabilities and equity	$ 27,958	$ 2,029	$ (6,181)	$ 23,806

Reorganization and Fresh-Start Accounting Adjustments

Reorganization

a. *Cash and cash equivalents*— The adjustments to Cash and cash equivalents represent net cash inflows, after giving effect to transactions pursuant to the Plan of Reorganization, including proceeds from the issuance of new notes, borrowings under the new Senior Term Loan Facility, receipt of proceeds from the rights offering; payments relating to the discharge of debts and other liabilities subject to compromise; and the funding of the custodial and litigation trusts.

Millions of dollars	
Sources of funds:	
Senior Secured Notes due 2017, $2,250 million, 8.0%	$ 2,250
Senior Secured Notes due 2017, €375 million, 8.0%	497
Senior Term Loan Facility due 2016 ($5 million of discount)	495
Issuance of class B ordinary shares	2,714
	5,956
Use of funds:	
Debtor-in-Possession Credit Agreements –	
Term Loan facility due 2010:	
New Money Loans	(2,167)
ABL Facility	(985)
Settlement with unsecured creditors	(260)
DIP exit fees	(195)
Funding of Millennium and environmental custodial trusts	(270)
Deferred financing costs	(156)
Other	(29)
	(4,062)
Net cash proceeds from reorganization	$ 1,894

b. *Other assets*—Changes to Other assets primarily comprise capitalized debt issuance costs resulting from the incurrence of new debt.

c. *Debt*—The changes in debt are summarized below:

Millions of dollars	
Current maturities of senior secured credit facility settled with class A ordinary shares –	
Senior secured credit facility:	
Term Loan A due 2013, Dutch tranche	$ (322)
$1,000 million revolving credit facility	(163)
	(485)
Current maturities – New Senior Term Loan Facility due 2016	5
	$ (480)
Debtor-in-Possession Credit Agreements –	
Term Loan facility due 2010:	
New Money Loans	$(2,167)
Roll-up Loans - Senior Secured Credit Facility	(3,240)
ABL Facility	(985)
	$(6,392)
New long-term debt:	
Senior Secured Notes due 2017, $2,250 million, 8.0%	$ 2,250
Senior Secured Notes due 2017, €375 million, 8.0%	497
Senior Term Loan Facility due 2016 ($5 million of discount)	495
Senior Secured Notes due 2018, $3,240 million, 11.0%	3,240
	6,482
Less: Current maturities	(5)
Additional long-term debt	$ 6,477

d. *Accrued liabilities*—The net of payments and accruals related to the Plan of Reorganization, including the issuance of warrants to purchase class A ordinary shares with a fair value of $101 million.

e. *Other liabilities*—The adjustments to Other liabilities primarily reflect the Company’s agreement to continue sponsoring the pension plans previously reported as Liabilities subject to compromise.

f. *Liabilities subject to compromise*—The adjustment to Liabilities subject to compromise reflects the discharge of Liabilities subject to compromise through a series of transactions involving liabilities, equity and cash. The table below summarizes the discharge of debt:

Millions of dollars	
Liabilities subject to compromise	$21,945
Current maturities of senior secured credit facility settled with class A ordinary shares	485
	22,430
Issuance of class A ordinary shares	(7,131)
Warrants	(101)
Assumption of pension plan liabilities	(854)
Settlement unsecured creditors	(300)
Loss of receivables from deconsolidated companies	(75)
Other	(352)
Gain on discharge of liabilities subject to compromise before tax	$13,617

Millions of dollars	
Gain on discharge of liabilities subject to compromise before tax	$13,617
Provision for income taxes	(1,413)
Gain on discharge of liabilities subject to compromise after tax	12,204
Elimination of Predecessor's retained earnings	754
Retained earnings adjustment	$12,958

g. *Equity*—The changes to Equity reflect LyondellBasell N.V.'s issuance of common stock.

Fresh-Start Accounting

In applying fresh-start accounting at May 1, 2010, we recorded the assets acquired and the liabilities assumed from LyondellBasell AF at fair value, except for deferred income taxes and certain liabilities associated with employee benefits, which were recorded in accordance with ASC 852 and ASC 740, respectively. The significant assumptions related to the valuations of our assets and liabilities recorded in connection with fresh-start accounting are discussed herein. All valuation inputs, with the exception of the calculation of crude oil related raw material inventories, are considered to be Level 3 inputs, as they are based on significant inputs that are not observable in the market. Crude oil related raw material inventories were valued using a combination of Level 1 and Level 2 inputs depending on the availability of publicly available quoted market prices. For additional information on Level 1, Level 2 and Level 3 inputs, see Note 2.

h. *Inventory*—We recorded Inventory at its fair value of $4,849 million, which was determined as follows:

- Finished goods were valued based on the estimated selling price of finished goods on hand less costs to sell, including disposal and holding period costs, and a reasonable profit margin on the selling and disposal effort for each specific category of finished goods being evaluated;
- Work in process was valued based on the estimated selling price once completed less total costs to complete the manufacturing process, costs to sell including disposal and holding period costs, a reasonable profit margin on the remaining manufacturing, selling, and disposal effort; and
- Raw materials were valued based on current replacement cost.

Compared to amounts recorded by LyondellBasell AF, finished goods increased by $888 million, work in process increased by $65 million, raw materials increased by $313 million and other inventories increased by $31 million.

i. *Property, Plant and Equipment* — We recorded Property, plant and equipment, which includes land, buildings and equipment, furniture and fixtures and construction in progress, at its fair value. Fair value was based on the highest and best use of the assets. We considered and applied two approaches to determine fair value:

- The market, sales comparison or trended cost approach was utilized for land, buildings and land improvements. This approach relies upon recent sales, offerings of similar assets or a specific inflationary adjustment to original purchase price to arrive at a probable selling price. Certain adjustments were made to reconcile differences in attributes between the comparable sales and the appraised assets.
- The cost approach was utilized for certain assets primarily consisting of our machinery and equipment. This approach considers the amount required to construct or purchase a new asset of equal utility at current prices, with adjustments in value for physical deterioration, and functional and economic obsolescence. The machinery and equipment amounts determined under the cost approach were adjusted for functional obsolescence, which represents a loss in value due to unfavorable external conditions such as the facilities' locality, comparative inherent technology and comparative energy efficiency. Physical deterioration is an adjustment made in the cost approach to reflect the real operating age of any individual asset. LyondellBasell N.V.'s estimated economic obsolescence is the difference between the discounted cash flows (income approach) expected to be realized from utilization of the assets as a group, compared to the initial estimate of value from the cost approach method. In the analysis, the lower of the income approach and cost approach was used to determine the fair value of machinery and equipment in each reporting segment. Where the value per reportable segment, using the income approach, exceeded the value of machinery and equipment plus separately identifiable intangible assets, goodwill was generated.

The following table summarizes the components of Property, plant and equipment, net, at April 30, 2010, and reflects the application of fresh-start accounting at May 1, 2010:

Millions of dollars	Successor May 1, 2010	Predecessor April 30, 2010
Land	$ 290	$ 280
Manufacturing facilities and equipment	6,176	13,219
Construction in progress	614	1,055
Total property, plant and equipment, net	$ 7,080	$ 14,554

There would have been no impairment of our assets during the Predecessor period because undiscounted cash flows exceeded their carrying values.

j. *Investments in Propylene Oxide ("PO") Joint Ventures*—Investments in PO Joint Ventures were valued using the techniques described above to value Property, plant and equipment. The equity ownership reflects our direct proportional share of the property, plant and equipment of the PO Joint Ventures. The fair value of the Company's equity interests in PO Joint Ventures is $452 million.

k. *Equity Investments and Other Investments and Long-term Receivables*—Our equity in the net assets of our nonconsolidated affiliates was recorded at fair value of $1,575 million determined using discounted cash flow analyses, and included the following assumptions and estimates:

- Forecasted cash flows, which incorporate projections of sales volumes, revenues, variable costs, fixed costs, other income and costs, and capital expenditures, after considering potential changes in unconsolidated affiliates portfolio and local market conditions;
- A terminal value calculated for investments and long-term receivables with forecasted cash flows, not limited by contractual terms or the estimated life of the main investment asset, by assuming a maintainable level of after-tax debt-free cash flow multiplied by a capitalization factor reflecting the investor's WACC adjusted for the estimated long-term perpetual growth rate; and
- A discount rate ranging from 11% to 15% that considered various factors, including market and country risk premiums and tax rates to determine the investor's WACC given the assumed capital structure of comparable companies.

The aggregate fair value of equity in net assets of nonconsolidated affiliates accounted for using the equity method was $1,524 million.

l. *Goodwill*—We recorded Goodwill of $592 million, primarily resulting from the requirement to record the tax effect of the differences for the tax and book basis of the Company's assets and liabilities.

m. *Intangible Assets*—We recorded Intangible assets at their fair values of $1,474 million. The following is a summary of the approaches used to determine the fair value of significant intangible assets:

- We recorded the fair value of developed proprietary technology licensing and catalyst contracts of $210 million using an excess earnings methodology. Significant assumptions used in the calculation included:
  – Forecasted contractual income (fees generated) for each license technology category less directly attributable marketing as well as research and development costs;
  – Discount rates of 17% based on LyondellBasell N.V.'s WACC adjusted for perceived business risks related to the developed technologies; and
  – Economic lives estimated from 4 to 9 years.
- We recorded the fair value of favorable utility contracts of $355 million using discounted cash flows. Significant assumptions used in this calculation included:
  – The forward price of natural gas;
  – The projected market settlement price of electricity;
  – Discount rates of 17% based on LyondellBasell N.V.'s WACC adjusted for perceived business risks; and
  – Economic lives estimated from 11 to 16 years.
- We recorded the fair value of $132 million for in-process research and development at the cost incurred to date adjusted for the probability of future marketability.
- We recorded the fair value of emission allowances of $731 million. Observed market activity for emission allowance trades is primarily generated only by legislation changes. As participants react to legislation,

market trades occur as companies pursue their individual lowest cost compliance strategies. Trading, in the absence of an additional significant market participant, generally ceases once compliance is attained. As such, we could not identify any objective inputs based on market activity and an avoided cost of replacement methodology was used to determine estimated fair value. The significant assumptions used in valuing emission allowances include:

- Business demand for utilization of the allowances held;
- Engineering and construction costs required to reduce each marginal emission denomination; and
- Development of new technologies to aid in the cost and effectiveness of compliance.

- In addition we recorded other intangible assets, including capitalized software and software licenses, at its fair value of $46 million.

n. *Other Assets*—The adjustment primarily relates to the current deferred taxes and the change in the classification of precious metals from Other assets to Property, plant and equipment.

o. *Deferred Income Taxes, Current and Non-current*—The application of fresh-start accounting on May 1, 2010 resulted in the remeasurement of deferred income tax liabilities associated with the revaluation of the company's assets and liabilities pursuant to ASC 852. Deferred income taxes were recorded at amounts determined in accordance with ASC 740.

p. *Other Liabilities*—The adjustment in accrued liabilities is primarily a result of the revaluation of deferred revenues based on discounted net cash outflows.

q. *Retained Deficit*—The changes to retained deficit reflect our revaluation of the assets and liabilities of $5,598 million recorded in Reorganization items in the Consolidated Statements of Income, net of $2,092 million related tax adjustments.

r. *Non-controlling Interests*—We recorded the fair value of non-controlling interests which resulted in a decrease of $58 million.

24. Unaudited Quarterly Results

Selected financial data for the quarterly periods in 2011 and 2010 are presented in the following table.

Millions of dollars	For the Quarter Ended March 31	June 30	September 30	December 31
2011				
Sales and other operating revenues	$12,252	$14,042	$ 13,297	$ 11,444
Operating income [(a)]	1,065	1,265	1,467	201
Income from equity investments	58	73	52	33
Reorganization items[(b)]	(2)	(28)	—	(15)
Income (loss) from continuing operations[(c)]	660	803	895	(218)
Net income (loss)	660	803	895	(218)
Earnings per share:				
Basic	1.16	1.41	1.56	(0.38)
Diluted	1.15	1.38	1.51	(0.38)

Millions of dollars	Predecessor: For the Quarter Ended March 31	Predecessor: April 1 through April 30	Successor: May 1 through June 30	Successor: For the Quarter Ended September 30	Successor: For the Quarter Ended December 31
2010					
Sales and other operating revenues	$ 9,755	$3,712	$6,772	$ 10,302	$ 10,610
Operating income[(d)]	367	323	422	988	844
Income from equity investments	55	29	27	29	30
Reorganization items[(b)]	207	7,181	(8)	(13)	(2)
Income from continuing operations[(e)]	8	8,496	347	467	702
Income from discontinued operations[(e)]	—	—	—	—	64
Net income	8	8,496	347	467	766
Earnings per share:					
Basic			0.60	0.84	1.35
Diluted			0.60	0.84	1.34

(a) Operating income in the quarter ended December 31, 2011 includes charges of $136 million primarily reflecting the estimated cost of the planned closure of the Berre refinery. In addition, operating income in 2011 includes corporate restructuring charges of $61 million, $14 million and $18 million, respectively, in the quarters ended June 30, September 30 and December 31, 2011. Operating income in 2011 also includes impairment charges of $5 million, $13 million, $26 million and $8 million in the quarters ended March 31, June 30, September 30 and December 31, 2011, respectively.

(b) See Note 22 for a description of reorganization items.

(c) The 2011 results included after-tax premiums and charges on early repayment of debt of $8 million and $271 million in the quarters ended June 30 and December 31, 2011, respectively. In addition, results for 2011 include after-tax fair value adjustments related to our warrants of a negative $59 million in the quarter ended March 31, 2011, benefits of $6 million and $22 million in the quarters ended June 30 and September 30, 2011, respectively, and a negative $6 million in the quarter ended December 31, 2011. Results for the quarter ended June 30, 2011 also include an after-tax gain of $26 million gain on the sale of surplus precious metals.

(d) Operating income in 2010 includes lower of cost or market charges of $333 million and $32 million, respectively, in the quarters ended June 30, 2010 and September 30, 2010, to adjust the value of inventory to market value. Operating income in the quarter ended December 31, 2010 includes a credit of $323 million, reflecting a recovery of market price during that period.

(e) The 2010 results included after-tax gains of $8,640 million for discharge of liabilities subject to compromise and a change in net assets from application of fresh-start accounting on April 30, 2010, $53 million for a change in estimate related to a dispute over environmental indemnity in the quarter ended September 30, 2010, and $64 million for a gain on sale of Flavor and Fragrance chemicals business in the quarter ended December 31, 2010.

25. Subsequent Events

LyondellBasell N.V. has evaluated subsequent events through the date the financial statements were issued.

26. Supplemental Guarantor Information

LyondellBasell N.V. and Lyondell Chemical have cross guaranteed the others' publicly traded debt securities. Subject to certain exceptions, each of our existing and future wholly owned U.S. restricted subsidiaries other than any such subsidiary that is a subsidiary of a non-U.S. subsidiary (the "Subsidiary Guarantors" and, together with LyondellBasell N.V., the "Guarantors") has also guaranteed the Senior Notes. Each Subsidiary Guarantor is 100% owned by LyondellBasell N.V. and the guarantees are all joint and several, full and unconditional.

There are no significant restrictions that would impede the Guarantors from obtaining funds by dividend or loan from their subsidiaries. Subsidiaries are generally prohibited from entering into arrangements that would limit their ability to make dividends to or enter into loans with the Guarantors.

In December 2011, Lyondell Chemical Delaware Company ("LCDC"), a guarantor and wholly owned subsidiary of Lyondell Chemical, was merged into Lyondell Chemical Company. Accordingly, the condensed consolidating information presented herein reflects this merger as if it had occurred on January 1, 2009.

As a result of these guarantee arrangements, we are required to present the following condensed consolidating financial information. In this note, LCC refers to Lyondell Chemical Company without its subsidiaries.

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

BALANCE SHEET
As of December 31, 2011

	Successor					
Millions of dollars	LyondellBasell N.V.	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell N.V.
Cash and cash equivalents	$ —	$ 394	$ 50	$ 621	$ —	$ 1,065
Restricted cash	—	—	—	53	—	53
Accounts receivable	—	340	1,240	2,198	—	3,778
Accounts receivable – affiliates	13	736	2,297	1,028	(4,074)	—
Inventories	—	597	2,862	2,040	—	5,499
Notes receivable – affiliates	86	2	3,640	509	(4,237)	—
Other current assets	1	550	94	616	(221)	1,040
Property, plant and equipment, net	—	363	3,111	3,859	—	7,333
Investments in subsidiaries	13,643	12,558	3,065	—	(29,266)	—
Other investments and long-term receivables	—	—	—	2,043	—	2,043
Notes receivable affiliates	1,000	660	535	2,100	(4,295)	—
Other assets, net	26	639	1,076	738	(451)	2,028
Total assets	$ 14,769	$16,839	$ 17,970	$ 15,805	$ (42,544)	$ 22,839
Current maturities of long-term debt	$ —	$ —	$ —	$ 4	$ —	$ 4
Short-term debt	—	—	11	37	—	48
Notes payable – affiliates	510	3,653	—	83	(4,246)	—
Accounts payable	1	214	1,095	2,104	—	3,414
Accounts payable – affiliates	3	3,071	595	395	(4,064)	—
Other current liabilities	27	254	729	763	(221)	1,552
Long-term debt	1,000	2,675	5	300	—	3,980
Notes payable – affiliates	2,635	2,765	9,463	—	(14,863)	—
Other liabilities	—	601	605	1,071	—	2,277
Deferred income taxes	—	—	764	486	(333)	917
Company share of stockholders' equity	10,593	3,606	4,703	10,508	(18,817)	10,593
Non-controlling interests	—	—	—	54	—	54
Total liabilities and stockholders' equity	$ 14,769	$16,839	$ 17,970	$ 15,805	$ (42,544)	$ 22,839

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

BALANCE SHEET
As of December 31, 2010

	Successor					
Millions of dollars	LyondellBasell N.V.	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell N.V.
Cash and cash equivalents	$ —	$ 1,926	$ 185	$ 2,111	$ —	$ 4,222
Restricted cash	—	—	—	11	—	11
Accounts receivable	—	313	1,108	2,326	—	3,747
Accounts receivable – affiliates	636	2,729	2,212	1,444	(7,021)	—
Inventories	—	489	2,560	1,775	—	4,824
Notes receivable – affiliates	98	343	1,172	110	(1,723)	—
Other current assets	—	287	133	601	(46)	975
Property, plant and equipment, net	—	383	2,746	4,061	—	7,190
Investments in subsidiaries	12,070	8,941	4,581	—	(25,592)	—
Other investments and long-term receivables	—	2	4	2,174	(75)	2,105
Notes receivable – affiliates	—	—	—	500	(500)	—
Other assets, net	13	1,054	1,170	688	(697)	2,228
Total assets	$ 12,817	$16,467	$ 15,871	$ 15,801	$ (35,654)	$ 25,302
Current maturities of long-term debt	$ —	$ —	$ —	$ 4	$ —	$ 4
Short-term debt	—	—	12	30	—	42
Notes payable – affiliates	1	1,236	348	178	(1,763)	—
Accounts payable	—	160	741	1,860	—	2,761
Accounts payable – affiliates	530	3,983	1,505	950	(6,968)	—
Other current liabilities	216	418	674	764	(48)	2,024
Long-term debt	—	5,722	3	311	—	6,036
Notes payable – affiliates	535	3,131	8,729	1	(12,396)	—
Other liabilities	—	413	699	1,071	—	2,183
Deferred income taxes	—	—	832	522	(698)	656
Company share of stockholders' equity	11,535	1,404	2,328	10,049	(13,781)	11,535
Non-controlling interests	—	—	—	61	—	61
Total liabilities and stockholders' equity	$ 12,817	$16,467	$ 15,871	$ 15,801	$ (35,654)	$ 25,302

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

STATEMENT OF INCOME
Year Ended December 31, 2011

	Successor					
Millions of dollars	LyondellBasell N.V.	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell N.V.
Sales and other operating revenues	$ —	$ 4,827	$ 27,771	$ 23,132	$ (4,695)	$ 51,035
Cost of sales	2	4,437	24,352	21,817	(4,695)	45,913
Selling, general and administrative expenses	15	360	66	487	—	928
Research and development expenses	—	31	29	136	—	196
Operating income (loss)	(17)	(1)	3,324	692	—	3,998
Interest income (expense), net	4	(1,043)	14	12	7	(1,006)
Other income (expense), net	(23)	21	60	(26)	(7)	25
Income (loss) from equity investments	2,181	2,285	(563)	191	(3,878)	216
Reorganization items	—	(34)	(9)	(2)	—	(45)
(Provision for) benefit from income taxes	2	377	(1,171)	(256)	—	(1,048)
Net income	2,147	1,605	1,655	611	(3,878)	2,140
Less: net loss attributable to non-controlling interests	—	—	—	7	—	7
Net income attributable to the Company	$ 2,147	$ 1,605	$ 1,655	$ 618	$ (3,878)	$ 2,147

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

STATEMENT OF INCOME
May 1 through December 31, 2010

	Successor					
Millions of dollars	LyondellBasell N.V.	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell N.V.
Sales and other operating revenues	$ 3	$2,786	$ 14,119	$ 13,364	$ (2,588)	$ 27,684
Cost of sales	—	2,646	12,343	12,366	(2,588)	24,767
Selling, general and administrative expenses	5	109	154	296	—	564
Research and development expenses	—	7	19	73	—	99
Operating income (loss)	(2)	24	1,603	629	—	2,254
Interest income (expense), net	41	(481)	(57)	(31)	—	(528)
Other income (expense), net	(115)	(2)	(11)	26	(1)	(103)
Income from equity investments	1,649	909	33	79	(2,584)	86
Reorganization items	—	(10)	—	(13)	—	(23)
(Provision for) benefit from income taxes	14	437	(723)	102	—	(170)
Income from continuing operations	1,587	877	845	792	(2,585)	1,516
Income (loss) from discontinued operations	—	(1)	65	—	—	64
Net income	1,587	876	910	792	(2,585)	1,580
Less: net loss attributable to non-controlling interests	—	—	—	7	—	7
Net income attributable to Company	$ 1,587	$ 876	$ 910	$ 799	$ (2,585)	$ 1,587

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

STATEMENT OF INCOME
For the four months ended April 30, 2010

	Predecessor					
Millions of dollars	LyondellBasell AF	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell AF
Sales and other operating revenues	$ —	$1,355	$ 7,102	$ 6,238	$ (1,228)	$ 13,467
Cost of sales	(25)	1,327	6,605	5,735	(1,228)	12,414
Selling, general and administrative expenses	9	42	95	162	—	308
Research and development expenses	—	3	12	40	—	55
Operating income (loss)	16	(17)	390	301	—	690
Interest income (expense), net	22	(602)	(14)	(114)	—	(708)
Other income (expense), net	(44)	21	1	(243)	—	(265)
Income from equity investments	7,452	5,491	2,408	93	(15,360)	84
Reorganization items	1,118	2,673	3,029	568	—	7,388
(Provision for) benefit from income taxes	—	(177)	1,575	(83)	—	1,315
Net income	8,564	7,389	7,389	522	(15,360)	8,504
Less: net loss attributable to non-controlling interests	—	—	—	60	—	60
Net income attributable to the Company	$ 8,564	$7,389	$ 7,389	$ 582	$ (15,360)	$ 8,564

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

STATEMENT OF INCOME
For the year ended December 31, 2009

	Predecessor					
Millions of dollars	LyondellBasell AF	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell AF
Sales and other operating revenues	$ —	$ 2,917	$ 15,798	$ 14,481	$ (2,368)	$ 30,828
Cost of sales	1	2,593	15,797	13,493	(2,368)	29,516
Selling, general and administrative expenses	31	65	262	492	—	850
Research and development expenses	—	22	26	97	—	145
Operating income (loss)	(32)	237	(287)	399	—	317
Interest income (expense), net	32	(1,396)	(32)	(381)	—	(1,777)
Other income (expense), net	15	(64)	1	368	—	320
Loss from equity investments	(2,880)	(1,659)	(1,940)	(152)	6,450	(181)
Reorganization items	—	(471)	(971)	(1,519)	—	(2,961)
Benefit from income taxes	—	535	411	465	—	1,411
Net loss	(2,865)	(2,818)	(2,818)	(820)	6,450	(2,871)
Less: net loss attributable to non-controlling interests	—	—	—	6	—	6
Net loss attributable to the Company	$ (2,865)	$(2,818)	$ (2,818)	$ (814)	$ 6,450	$ (2,865)

LYONDELLBASELL INDUSTRIES N.V.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

STATEMENT OF CASH FLOWS
Year Ended December 31, 2011

	Successor					
Millions of dollars	LyondellBasell N.V.	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell N.V.
Net cash provided by (used in) operating activities	$ 276	$(1,012)	$ 3,233	$ 512	$ (140)	$ 2,869
Expenditures for property, plant and equipment	—	(17)	(691)	(342)	—	(1,050)
Proceeds from disposal of assets	—	5	59	7	—	71
Restricted cash	—	—	—	(42)	—	(42)
Loans to affiliates	(1005)	2	(2,732)	(2,189)	5,924	—
Net cash provided by (used in) investing activities	(1005)	(10)	(3,364)	(2,566)	5,924	(1,021)
Proceeds from issuance of shares upon exercise of warrants	37	—	—	—	—	37
Dividends paid	(2,893)	—	—	—	—	(2,893)
Dividends paid to affiliates	—	—	—	(139)	139	—
Issuance of long-term debt	1,000	—	—	—	—	1,000
Repayments of long-term debt	—	(3,063)	—	—	—	(3,063)
Proceeds from (repayment of) notes payable to affiliates	2,600	2,581	(2)	744	(5,923)	—
Payments of debt issuance costs	(15)	(20)	—	—	—	(35)
Other, net	—	(8)	(2)	—	—	(10)
Net cash provided by (used in) financing activities	729	(510)	(4)	605	(5,784)	(4,964)
Effect of exchange rate changes on cash	—	—	—	(41)	—	(41)
Decrease in cash and cash equivalents	—	(1,532)	(135)	(1,490)	—	(3,157)
Cash and cash equivalents at beginning of period	—	1,926	185	2,111	—	4,222
Cash and cash equivalents at end of period	$ —	$ 394	$ 50	$ 621	$ —	$ 1,065

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

STATEMENT OF CASH FLOWS
May 1 through December 31, 2010

	Successor					
Millions of dollars	LyondellBasell N.V.	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell N.V.
Net cash provided by (used in) operating activities	$ 41	$ 305	$ 1,498	$ 1,124	$ —	$ 2,968
Expenditures for property, plant and equipment	—	(35)	(276)	(155)	—	(466)
Proceeds from disposal of assets	—	1	153	—	—	154
Restricted cash	—	—	—	(11)	—	(11)
Loans to affiliates	(42)	511	(906)	—	437	—
Net cash used in investing activities	(42)	477	(1,029)	(166)	437	(323)
Net borrowings under revolving credit facilities	—	—	—	(412)	—	(412)
Proceeds from short-term debt	—	—	—	6	—	6
Repayments of short-term debt	—	—	—	(8)	—	(8)
Repayments of long-term debt	—	(778)	—	—	—	(778)
Payments of debt issuance costs	—	(2)	—	—	—	(2)
Proceeds from notes payable to affiliates	1	882	(487)	41	(437)	—
Other, net	—	8	(8)	—	—	—
Net cash provided by (used in) financing activities	1	110	(495)	(373)	(437)	(1,194)
Effect of exchange rate changes on cash	—	—	—	60	—	60
Increase (decrease) in cash and cash equivalents	—	892	(26)	645	—	1,511
Cash and cash equivalents at beginning of period	—	1,034	211	1,466	—	2,711
Cash and cash equivalents at end of period	$ —	$1,926	$ 185	$ 2,111	$ —	$ 4,222

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

STATEMENT OF CASH FLOWS
For the four months ended April 30, 2010

	Predecessor					
Millions of dollars	**LyondellBasell AF**	**LCC**	**Guarantors**	**Non-Guarantors**	**Eliminations**	**Consolidated LyondellBasell AF**
Net cash provided by (used in) operating activities	$ (107)	$ (592)	$ (180)	$ (46)	$ —	$ (925)
Expenditures for property, plant and equipment	—	(3)	(96)	(127)	—	(226)
Proceeds from disposal of assets	—	—	1	—	—	1
Short-term investments	—	—	10	2	—	12
Restricted cash	—	—	—	(11)	—	(11)
Contributions and advances to affiliates	(2,550)	—	—	—	2,550	—
Loans to affiliates	(57)	937	403	—	(1,283)	—
Net cash provided by (used in) investing activities	(2,607)	934	318	(136)	1,267	(224)
Issuance of class B ordinary shares	2,800	—	—	—	—	2,800
Repayments of debtor-in-possession term loan facility	—	(2,167)	—	(3)	—	(2,170)
Net repayments of debtor-in-possession revolving credit facility	—	(325)	—	—	—	(325)
Net borrowings on revolving credit facilities	—	—	—	38	—	38
Proceeds from short-term debt	—	—	—	8	—	8
Repayments of short-term debt	—	—	—	(14)	—	(14)
Issuance of long-term debt	—	3,242	—	—	—	3,242
Repayments of long-term debt	—	—	—	(9)	—	(9)
Payments of debt issuance costs	(86)	(154)	—	(13)	—	(253)
Contributions from owners	—	—	—	2,550	(2,550)	—
Proceeds from notes payable to affiliates	—	(14)	(44)	(1,225)	1,283	—
Other, net	—	—	2	(4)	—	(2)
Net cash provided by (used in) financing activities	2,714	582	(42)	1,328	(1,267)	3,315
Effect of exchange rate changes on cash	—	—	—	(13)	—	(13)
Increase in cash and cash equivalents	—	924	96	1,133	—	2,153
Cash and cash equivalents at beginning of period	—	110	115	333	—	558
Cash and cash equivalents at end of period	$ —	$ 1,034	$ 211	$ 1,466	$ —	$ 2,711

CONDENSED CONSOLIDATING FINANCIAL INFORMATION

STATEMENT OF CASH FLOWS
For the year ended December 31, 2009

	Predecessor					
Millions of dollars	LyondellBasell AF	LCC	Guarantors	Non-Guarantors	Eliminations	Consolidated LyondellBasell AF
Net cash provided by (used in) operating activities	$ (2)	$ (928)	$ (235)	$ 378	$ —	$ (787)
Expenditures for property, plant and equipment	—	(22)	(276)	(481)	—	(779)
Proceeds from insurance claims	—	—	—	120	—	120
Advances and contributions to affiliates	—	—	—	(4)	—	(4)
Proceeds from disposal of assets	—	—	20	—	—	20
Short-term investments	—	—	23	—	—	23
Loans to affiliates	—	(294)	560	(161)	(105)	—
Other	—	8	—	1	—	9
Net cash used in investing activities	—	(308)	327	(525)	(105)	(611)
Proceeds from note payable	—	100	—	—	—	100
Repayment of note payable	—	(100)	—	—	—	(100)
Borrowings (repayments) of debtor-in-possession term loan facility	—	1,992	—	(6)	—	1,986
Net borrowings of debtor-in-possession revolving credit facility	—	325	—	—	—	325
Net repayments under pre-petition revolving credit facilities	—	(636)	(130)	—	—	(766)
Net repayments on revolving credit facilities	—	—	(114)	(184)	—	(298)
Proceeds from short-term debt	—	—	—	42	—	42
Repayments of short-term debt	—	—	—	(6)	—	(6)
Repayments of long-term debt	—	—	—	(68)	—	(68)
Payments of debt issuance costs	—	(93)	—	—	—	(93)
Proceeds from notes payable to affiliates	—	(400)	60	235	105	—
Other, net	—	5	—	(26)	—	(21)
Net cash provided by (used in) financing activities	—	1,193	(184)	(13)	105	1,101
Effect of exchange rate changes on cash	—	—	—	(3)	—	(3)
Decrease in cash and cash equivalents	(2)	(43)	(92)	(163)	—	(300)
Cash and cash equivalents at beginning of period	2	153	207	496	—	858
Cash and cash equivalents at end of period	$ —	$ 110	$ 115	$ 333	$ —	$ 558

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Effectiveness of Controls and Procedures

Our management, with the participation of our Chief Executive Officer (principal executive officer) and our Chief Financial Officer (principal financial officer) has evaluated the effectiveness of our disclosure controls and procedures in ensuring that the information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, including ensuring that such information is accumulated and communicated to management (including the principal executive and financial officers) as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our principal executive and financial officers have concluded that such disclosure controls and procedures were effective as of December 31, 2011, the end of the period covered by this Annual Report on Form 10-K.

Management's Report on Internal Control Over Financial Reporting

Management's report on our internal control over financial reporting can be found in Item 8, *Financial Statements and Supplementary Data,* of this report.

Changes in Internal Control over Financial Reporting

Management, together with our CEO and CFO, evaluated the changes in our internal control over financial reporting during the quarter ended December 31, 2011. We determined that there were several changes in our internal control over financial reporting during the quarter ended December 31, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. These include:

- implementation and use of new software systems to provide for a more consistent and unified approach to the preparation and presentation of tax data;
- engagement of external providers to assist the company with the preparation of the year-end provision using the re-designed provision process, and
- hiring key tax leadership positions, in particular a Chief Tax Officer and an experienced tax team, to efficiently manage the new processes.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

We have a Code of Conduct for all employees and directors, including our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. We also have a Financial Code of Ethics specifically for our principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. We have posted copies of these codes on the "Corporate Governance" section of our website at www.lyondellbasell.com (within the Investor Relations section). Any waivers of the codes must be approved, in advance, by our Supervisory Board. Any amendments to, or waivers from, the codes that apply to our executive officers and directors will be posted on the "Corporate Governance" section of our website.

All other information required by this Item will be included in our Proxy Statement relating to our 2012 Annual General Meeting of Shareholders to be held on May 9, 2012, and is incorporated herein by reference.*

Item 11. Executive Compensation.

All information required by this Item will be included in our Proxy Statement relating to our 2012 Annual General Meeting of Shareholders to be held on May 9, 2012, and is incorporated herein by reference.*

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

All information required by this Item will be included in our Proxy Statement relating to our 2012 Annual General Meeting of Shareholders to be held on May 9, 2012, and is incorporated herein by reference.*

Item 13. Certain Relationships and Related Transactions, and Director Independence.

All information required by this Item will be included in our Proxy Statement relating to our 2012 Annual General Meeting of Shareholders to be held on May 9, 2012, and is incorporated herein by reference.*

Item 14. Principal Accounting Fees and Services.

All information required by this Item will be included in our Proxy Statement relating to our 2012 Annual General Meeting of Shareholders to be held on May 9, 2012, and is incorporated herein by reference.*

**Except for information or data specifically incorporated herein by reference under Items 10 through 14, other information and data appearing in our 2012 Proxy Statement are not deemed to be a part of this Annual Report on Form 10-K or deemed to be filed with the Commission as a part of this report.*

Item 15. Exhibits, Financial Statement Schedules.

(a) (1) *Consolidated Financial Statements* :

The financial statements and supplementary information listed in the Index to Financial Statements, which appears on page 80, are filed as part of this annual report.

(a) (2) *Consolidated Financial Statement Schedules* :

Schedules are omitted because they either are not required or are not applicable or because equivalent information has been included in the financial statements, the notes thereto or elsewhere herein.

(b) Exhibits:

The exhibit list required by this Item is incorporated by reference to the Exhibit Index filed as part of this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

LYONDELLBASELL INDUSTRIES N.V.

Date: February 29, 2012

/s/ James L. Gallogly

Name: James L. Gallogly
Title: *Sole Member of the Management Board*

Signature	Title	Date
/s/ James L. Gallogly James L. Gallogly	Chief Executive Officer and Sole Member of the Management Board (Principal Executive Officer)	February 29, 2012
/s/ Karyn F. Ovelmen Karyn F. Ovelmen	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	February 29, 2012
/s/ Wendy Johnson Wendy Johnson	Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 29, 2012
/s/ Jacques Aigrain Jacques Aigrain	Director	February 29, 2012
/s/ Jagjeet S. Bindra Jagjeet S. Bindra	Director	February 29, 2012
/s/ Robin Buchanan Robin Buchanan	Director	February 29, 2012
/s/ Milton Carroll Milton Carroll	Director	February 29, 2012
/s/ Stephen F. Cooper Stephen F. Cooper	Director	February 29, 2012

/s/ Robert G. Gwin Robert G. Gwin	Director	February 29, 2012
Joshua J. Harris	Director	
/s/ Scott M. Kleinman Scott M. Kleinman	Director	February 29, 2012
/s/ Marvin O. Schlanger Marvin O. Schlanger	Chairman of the Supervisory Board and Director	February 29, 2012
Bruce A. Smith	Director	
/s/ Rudy M.J. van der Meer Rudy M.J. van der Meer	Director	February 29, 2012

Exhibit Index

Exhibit Number	Description
2	Third Amended and Restated Joint Chapter 11 Plan of Reorganization for the LyondellBasell Debtors, dated as of March 12, 2010 (incorporated by reference to Exhibit 2.1 to Form 10 dated April 28, 2010)
3.1	Amended and Restated Articles of Association of LyondellBasell Industries N.V., dated as of May 27, 2011 (incorporated by reference to the Registrant's Registration Statement on Form S-4 (File No. 333-175077) as filed on June 22, 2011)
3.2	Rules for the Supervisory Board of LyondellBasell Industries N.V. (incorporated by reference to Exhibit 3.2 to Amendment No. 2 to Form 10 dated July 26, 2010)
3.3	Rules for the Management Board of LyondellBasell Industries N.V. (incorporated by reference to Exhibit 3.3 to Amendment No. 2 to Form 10 dated July 26, 2010)
4.1	Specimen certificate for Class A ordinary shares, par value €0.04 per share, of LyondellBasell Industries N.V. (incorporated by reference to Exhibit 4.1 to Amendment No. 2 to Form 10 dated July 26, 2010)
4.2	Nomination Agreement between LeverageSource (Delaware), LLC and LyondellBasell Industries N.V., dated as of April 30, 2010 (incorporated by reference to Exhibit 4.3 to Amendment No. 2 to Form 10 dated July 26, 2010)
4.3	Nomination Agreement between AI International Chemicals S.à.r.l. and LyondellBasell Industries N.V., dated as of April 30, 2010 (incorporated by reference to Exhibit 4.5 to Amendment No. 2 to Form 10 dated July 26, 2010)
4.4	Registration Rights Agreement relating to 8% Senior Secured Notes due 2017 by and among LyondellBasell Industries N.V., Banc of America Securities LLC and UBS Securities LLC, dated as of April 8, 2010 (incorporated by reference to Exhibit 4.4 to Form 10 dated April 28, 2010)
4.5	Registration Rights Agreement by and among LyondellBasell Industries N.V. and the Holders (as defined therein), dated as of April 30, 2010 (incorporated by reference to Exhibit 4.7 to Amendment No. 2 to Form 10 dated July 26, 2010)
4.6	Registration Rights Agreement relating to 6.0% Senior Notes due 2021, among the Company, the Guarantors and the Initial Purchasers, dated as of November 14, 2011 (incorporated by reference to Exhibit 4.2 to Form 8-K dated November 17, 2011)
4.7	Amended and Restated Indenture relating to 8% Senior Secured Notes due 2017 between Lyondell Chemical Company, certain of its subsidiaries, LyondellBasell Industries N.V. and Wilmington Trust FSB, dated as of April 30, 2010 (incorporated by reference to Exhibit 4.8 to Amendment No. 2 to Form 10 dated July 26, 2010)
4.8	First Supplemental Indenture relating to 8% Senior Secured Notes due 2017, by and among Lyondell Chemical Company, LyondellBasell Industries N.V., each of the other Guarantors signatory thereto and Wilmington Trust, National Association, as trustee, dated as of November 2, 2011 (incorporated by reference to Exhibit 4.1 to Form 8-K dated November 8, 2011)
4.9	Indenture relating to 11% Senior Secured Notes due 2018 by and among LyondellBasell Industries N.V., Lyondell Chemical Company and Wells Fargo, N.A., dated as of April 30, 2010 (incorporated by reference to Exhibit 4.10 to Amendment No. 2 to Form 10 dated July 26, 2010)

Exhibit Number	Description
4.10	First Supplemental Indenture relating to 11% Senior Secured Notes due 2018, by and among Lyondell Chemical Company, LyondellBasell Industries N.V., each of the other Guarantors signatory thereto and Wells Fargo Bank, National Association, as trustee, dated as of November 2, 2011 (incorporated by reference to Exhibit 4.2 to Form 8-K dated November 8, 2011)
4.11	Indenture relating to 6.0% Senior Notes due 2021, among the Company, as issuer, each of the Guarantors named therein, as guarantors, Wells Fargo National Association, as trustee, registrar and paying agent, dated as of November 14, 2011 (incorporated by reference to Exhibit 4.1 to Form 8-K dated November 17, 2011)
4.12	Warrant Agreement by and among LyondellBasell Industries N.V. and Computershare Inc. and Computershare Trust Company, N.A., dated as of April 30, 2010 (incorporated by reference to Exhibit 4.12 to Amendment No. 2 to Form 10 dated July 26, 2010)
10.1+	Employment agreement by and among James L. Gallogly, Lyondell Chemical Company and LyondellBasell AFGP, dated as of May 14, 2009 (incorporated by reference to Exhibit 10.1 to Form 10 dated April 28, 2010)
10.2+	Compensation terms of C. Kent Potter (incorporated by reference to Exhibit 10.2 to Form 10 dated April 28, 2010)
10.3+	Transition Agreement dated October 10, 2011 between C. Kent Potter and Lyondell Chemical Company (incorporated by reference to Exhibit 10.1 to Form 8-K dated October 11, 2011)
10.4+	Letter Agreement dated October 7, 2011 between Karyn F. Ovelmen and Lyondell Chemical Company (incorporated by reference to Exhibit 10.2 to Form 8-K dated October 11, 2011)
10.5+	Employment agreement by and among Craig B. Glidden, Lyondell Chemical Company and LyondellBasell AFGP, dated as of August 5, 2009 (incorporated by reference to Exhibit 10.3 to Form 10 dated April 28, 2010)
10.6+	Employment agreement by and among Kevin Brown, Lyondell Chemical Company and LyondellBasell AFGP, dated as of March 19, 2010 (incorporated by reference to Exhibit 10.4 to Form 10 dated April 28, 2010)
10.7+	Employment agreement by and among Bhavesh V. Patel, Lyondell Chemical Company and LyondellBasell AFGP, dated as of March 19, 2010 (incorporated by reference to Exhibit 10.5 to Form 10 dated April 28, 2010)
10.8+*	Employment Agreement, dated as of June 2, 2011 by and among Lyondell Chemical Company and Tim Roberts
10.9+	LyondellBasell Industries N.V. Short-Term Incentive Plan (incorporated by reference to Exhibit 10.11 to Amendment No. 2 to Form 10 dated July 26, 2010)
10.10+	LyondellBasell Industries N.V. Medium Term Incentive Plan (incorporated by reference to Exhibit 10.12 to Form 10 dated April 28, 2010)
10.11+	LyondellBasell Industries N.V. 2010 Long-Term Incentive Plan. (incorporated by reference to Exhibit 10.13 to Form 10 dated April 28, 2010)
10.12+	Form of Officer and Director Indemnification Agreement (incorporated by reference to Exhibit 10.14 to Amendment No. 2 to Form 10 dated July 26, 2010)

Exhibit Number	Description
10.13+	Form of Non-Qualified Stock Option Award Agreement (incorporated by reference to Exhibit 10.16 to Amendment No. 2 to Form 10 dated July 26, 2010)
10.14+	Form of Restricted Stock Unit Award Agreement (incorporated by reference to Exhibit 10.17 to Amendment No. 2 to Form 10 dated July 26, 2010)
10.15+	Form of Stock Appreciation Right Award Agreement (incorporated by reference to Exhibit 10.18 to Amendment No. 2 to Form 10 dated July 26, 2010)
10.16+*	Form of Qualified Performance Award Agreement
10.17	Senior Secured Asset-Based Credit Agreement by and between Lyondell Chemical Company, certain of its subsidiaries, LyondellBasell Industries N.V. and Citibank, N.A., dated as of April 8, 2010 (incorporated by reference to Exhibit 10.21 to Amendment No. 2 to Form 10 dated July 26, 2010)
10.18	First Amendment to Senior Secured Asset-Based Credit Agreement, dated as of June 2, 2011 (incorporated by reference to Exhibit 10.1 to Form 8-K dated June 8, 2011)
10.19	Security Agreement dated as of April 30, 2010 between Lyondell Chemical Company, certain of its subsidiaries, LyondellBasell Industries N.V. and Citibank N.A (incorporated by reference to Exhibit 10.22 to Amendment No. 2 to Form 10 dated July 26, 2010)
10.20	Master Receivables Purchase Agreement dated May 4, 2010 among Basell Sales and Marketing Company B.V., Lyondell Chemie Nederland B.V., Basell Polyolefins Collections Limited, Citicorp Trustee Company Limited and Citibank, N.A., London Branch (incorporated by reference to Exhibit 10.23 to Amendment No. 2 to Form 10 dated July 26, 2010)
21*	List of subsidiaries of the registrant (incorporated by reference to Exhibit 21.1 to Form 10-K for the year ended December 31, 2010)
23 *	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32 *	Certifications pursuant to 18 U.S.C. Section 1350
101.INS*	XBRL Instance Document
101.SCH*	XBRL Schema Document
101.CAL*	XBRL Calculation Linkbase Document
101.DEF*	XBRL Definition Linkbase Document
101.LAB*	XBRL Labels Linkbase Document
101.PRE*	XBRL Presentation Linkbase Document

+ Management contract or compensatory plan, contract or arrangement

* Filed herewith.

Exhibit 10.8

EMPLOYMENT AGREEMENT

This Employment Agreement (the “Agreement”), dated as of June 2, 2011 is entered into by and among Lyondell Chemical Company, a Delaware corporation (the Company”) and Tim Roberts (the “Executive”).

W I T N E S S E T H:

WHEREAS, the Company desires to employ Executive and Executive desires to accept such employment.

NOW, THEREFORE, in consideration of the mutual covenants set forth in this Agreement, it is hereby agreed as follows:

1. Employment. The Company agrees to employ Executive, and Executive agrees to be employed by the Company, subject to the terms and conditions of this Agreement. The Executive’s employment by the Company pursuant to this Agreement shall commence on May 16, 2011 (or such earlier date agreed to by the parties hereto) (the “Effective Date”). Notwithstanding anything herein to the contrary, Executive shall be an at-will employee of the Company, which means either the Company or Executive may terminate Executive’s employment with the Company at any time for any reason, with or without Cause (as defined below).

2. Position, Duties and Location. While employed by the Company,

(a) Position and Duties. Executive shall serve as Senior Vice President, Olefins & Polyolefins—Americas of LyondellBasell Industries N.V. (“Parent Company”) and its Subsidiaries (the “LBI Group”), with the duties and responsibilities customarily assigned to such positions (including, without limitation, responsibility for the oversight and management of the supply and marketing of olefins, polyolefins and their co-products and derivatives for the LBI Group) and such other customary duties as may reasonably be assigned to Executive from time to time by the Chief Executive Officer of the LBI Group (the “Chief Executive Officer”), consistent with such positions. Executive shall report directly to the Chief Executive Officer. Executive shall be a member of the most senior management team of the LBI Group.

(b) Attention and Time. Executive shall devote substantially all his business attention and time to his duties hereunder and shall use his reasonable best efforts to carry out such duties faithfully and efficiently.

(c) Location. Executive’s principal place of employment shall be located in Houston, Texas; provided that Executive shall travel and shall render services at other locations, both as may reasonably be required by his duties hereunder.

3. Compensation.

(a) Signing Bonus. Executive shall receive $1,065,562 within five (5) business days of the Effective Date (the "Signing Bonus"). If Executive voluntarily terminates his employment without Good Reason (as defined below) prior to the first year anniversary of the Effective Date, Executive shall be obligated to repay to the Company the Signing Bonus and the Company may offset the repayment of any Accrued Amounts (as defined below) against such repayment obligation.

(b) Base Salary. While employed by the Company, Executive shall receive a base salary (the "Base Salary") at an annual rate of not less than $450,000. Base Salary shall be paid at such times and in such manner as the Company customarily pays the base salaries of its employees. In the event that Executive's Base Salary is increased by the Board (as defined below) in its discretion, such increased amount shall thereafter constitute the Base Salary.

(c) Annual Bonus. Executive shall be paid an annual cash bonus calculated in accordance with the Company's short-term incentive plan as in effect from time to time (the "Annual Bonus") based on the attainment of performance targets established by the Board. The Annual Bonus shall be targeted at not less than 75% of Base Salary (as in effect at the beginning of each such year). The actual amount of the Annual Bonus (if any) for any year shall depend on the level of achievement of the applicable performance criteria established with respect to such bonus by the Board in its discretion. The Annual Bonus shall be payable at such time as bonuses are paid to other senior executive officers of the Company and the payment terms shall comply with or be exempt from the requirements of Section 409A.

(d) Incentive Awards. With respect to each year of employment with the Company, Executive shall be eligible to receive a long-term incentive award in the form of an equity award with respect to the Parent Company's common stock (the "Common Stock"), which award may consist of restricted stock, restricted stock units, stock options, stock appreciation rights or other types of equity-based awards consistent with the Company's long-term incentive program as in effect from time to time (the "LTI Plan), or any combination thereof, as determined by the Board in its discretion, consistent with the Company's LTI Plan (the "LTI Award") and/or a mid-term incentive award ("MTI Award") with a targeted total collective value of not less than 150% of the aggregate amount of Base Salary earned by Executive during such calendar year, as determined by the Board in its discretion. The terms and conditions of the LTI Awards (including, without limitation, the form of awards, the purchase price (if any), vesting conditions, exercise rights, payment terms, termination provisions, transfer restrictions and repurchase rights) shall be determined in a manner consistent with the LTI Plan. The terms of an MTI Award shall be determined consistent with the Company's mid-term incentive program as in effect from time to time (the "MTI Plan"). The payment terms under the MTI Plan and LTI Plan shall comply with or be exempt from the requirements of Section 409A.

(e) Employee Benefits. While employed by the Company, the Company shall provide, and Executive shall be entitled to participate in or receive benefits under any pension plan, profit sharing plan, stock option plan, stock purchase plan or arrangement, health, disability and accident plan or any other employee benefit plan or arrangement made available now or in the future to senior executives of the Company; provided that Executive complies with the conditions attendant with coverage under such plans or arrangements. Except as expressly provided in this Agreement (including, without limitation, Section 3(d) hereof), nothing contained herein shall be construed to prevent the Company from modifying or terminating any plan or arrangement in existence on the date hereof, provided that no such modification or termination adversely affects any award or other entitlement previously granted to Executive. Without limiting the generality of the foregoing, Executive shall be entitled to no less than four (4) weeks of paid vacation per calendar year (pro-rated for the portion of the 2011 calendar year Executive is employed by the Company).

(f) Business Expenses. While employed by the Company, the Company shall promptly pay or, if such expenses are paid directly by Executive, Executive shall be entitled to receive prompt reimbursement, for all reasonable expenses that Executive incurs during his employment with the Company in carrying out Executive's duties under this Agreement, including, without limitation, those incurred in connection with business related travel or entertainment, upon presentation of expense statements and customary supporting documentation.

(g) Moving Expenses. The Company shall reimburse relocation expenses incurred by Executive in accordance with the Company's U.S. Relocation – New Hire Homeowner Plan ("Relocation Policy"), which Relocation Policy shall be applied without reference to the requirement that the employee's commute must increase by 50 miles.

4. Termination of Employment.

(a) Termination of Employment Without Cause or for Good Reason. The Company may terminate Executive's employment without Cause and Executive may terminate his employment for Good Reason, in each case upon thirty (30) days prior written notice. In the event that, within five (5) years of the Effective Date, the Company terminates Executive's employment without Cause (other than due to Executive's disability) or Executive terminates his employment for Good Reason, Executive shall be entitled to the following in lieu of any payments or benefits under any severance program or policy of the Company:

(i) any Accrued Amounts; and

(ii) subject to Executive's execution of a general release of claims in favor of the Company and the LBI Group and any Affiliate and their respective current and former officers and directors in form and substance acceptable to the Company not more than twenty (20) days after the date of termination, a lump sum cash payment in an amount equal to Executive's then current annual Base Salary plus an amount equal to Executive's target Annual Bonus for the year of termination, payable within thirty (30) days of termination.

(b) Other Termination Events. In the event that (i) the Company terminates Executive's employment for Cause, (ii) Executive terminates his employment without Good Reason or (iii) Executive's employment terminates due to his death or disability or for any other reason not covered by Section 4(a) above, Executive (or, in the case of Executive's death, Executive's estate and/or beneficiaries) shall be entitled to any Accrued Amounts, but shall have no further right or entitlement under this Agreement to any other payments or benefits.

(c) Definitions. For purposes of this Agreement, the following definitions shall apply:

(i) "Accrued Amounts" shall mean (A) unpaid Base Salary through the date of termination; (B) any earned but unpaid bonus for the prior fiscal year; (C) any expenses owed to Executive and (D) any benefits payable or provided in accordance with the terms of any employee benefit plan (including the MTI Plan and the LTI Plan, but specifically excluding any plan or program providing severance or termination pay) in which Executive participates.

(ii) "Affiliate" of a person or other entity shall mean: a person or other entity that directly or indirectly controls, is controlled by, or is under common control with the person or other entity specified.

(iii) "Board" shall mean the Supervisory Board of the Parent Company (or a duly authorized committee thereof).

(iv) "Cause" shall mean: (A) Executive's continuing failure (except where due to physical or mental incapacity) to substantially perform his duties hereunder; (B) Executive's willful malfeasance or gross neglect in the performance of his duties; (C) Executive's conviction of, or plea of guilty or nolo contendere to, a felony or a misdemeanor involving moral turpitude; (D) the commission by Executive of an act of fraud or embezzlement against the Company or any Affiliate; or (E) Executive's willful breach of any material provision of this Agreement (as determined in good faith by the Board) which is not remedied within fifteen (15) after written notice is received from the Company specifying such breach.

(v) "Good Reason" shall mean the occurrence, without Executive's express written consent, of: (A) an adverse change in Executive's employment's title or change in Executive's duty to report directly to the Chief Executive Officer; (B) a material diminution in Executive's employment duties, responsibilities or authority, or the assignment to Executive of duties that are materially inconsistent with his position; (C) any material reduction in Base Salary, or Annual Bonus target as set forth in Section 3(c); or (D) any willful breach by the Company of any material provision of this Agreement (including but not limited to any breach of its obligations under Section 3 hereof) which is not cured within fifteen (15) days after written notice is received from Executive specifying such breach.

(vi) "Subsidiary" of the Parent Company shall mean: any corporation, limited liability company, joint venture or partnership, in which the Parent Company (or its direct or indirect Subsidiary) holds more than 50 percent of the equity interest.

5. Confidentiality of Trade Secrets and Business Information. Executive agrees that Executive shall not, at any time during Executive's employment with the Company or thereafter, disclose or use any trade secret, proprietary or confidential information of the Company or any Subsidiary of the Parent Company (collectively, "Confidential Information"), obtained by him during the course of such employment, except for (i) disclosures and uses required in the course of such employment or with the written permission of the Company, (ii) disclosures with respect to any litigation, arbitration or mediation involving this Agreement, including but not limited to, the enforcement of Executive's rights under this Agreement, or (iii) as may be required by law or by any court, arbitrator, mediator or administrative or legislative body (including any committee thereof) with apparent jurisdiction to order such disclosure; provided that, if, in any circumstance described in clause (iii), Executive receives notice that any third party shall seek to compel him by process of law to disclose any Confidential Information, Executive shall promptly notify the Company and provide reasonable cooperation to the Company (at the Company's sole expense) in seeking a protective order against such disclosure. Notwithstanding the foregoing, "Confidential Information" shall not include information that is or becomes publicly known outside the Parent Company or the Company or any of their subsidiaries other than due to a breach of Executive's obligations under this paragraph.

6. Return of Information. Executive agrees that at the time of any termination of Executive's employment with the Company, whether at the instance of Executive or the Company, and regardless of the reasons therefore, Executive shall deliver to the Company (at the Company's expense), any and all notes, files, memoranda, papers and, in general, any and all physical (including electronic) matter containing Confidential Information (other than as he properly is retaining in connection with an action or other proceeding as noted in clause (ii) or (iii) of Section 5) which are in Executive's possession, except as otherwise consented in writing by the Company at the time of such termination. The foregoing shall not prevent Executive from retaining copies of personal diaries, personal notes, personal address books, personal calendars, and any other personal information (including, without limitation, information relating to Executive's compensation), but only to the extent such copies do not contain any Confidential Information other than that which relates directly to Executive, including his compensation.

7. Noninterference. In consideration for the compensation payable to Executive under this Agreement, Executive agrees that Executive shall not, during Executive's employment with the Company (other than in carrying out his duties hereunder) and for a period of one (1) year after any termination of employment: (i) directly or indirectly recruit, solicit or induce, any employee, consultant or independent contractor of the Parent Company or any Subsidiary, to terminate, alter or modify such person's employment or other relationship with the Parent Company or any Subsidiary, or (ii) directly or indirectly solicit any then current customer or business partner of the Parent Company or any Subsidiary to terminate, alter or modify its relationship with the Parent Company or the Subsidiary or to interfere with the Parent Company's or any Subsidiary's relationships with any of its customers or business partners on behalf of any enterprise that is a competitor with the Parent Company or a Subsidiary.

8. Enforcement. Executive acknowledges and agrees that: (i) the purpose of the covenants set forth in Sections 5 through 7 above (the "Restrictive Covenants") is to protect the goodwill, trade secrets and other confidential information of the Parent Company and its Subsidiaries; (ii) because of the nature of the business in which the Parent Company is engaged and because of the nature of the Confidential Information to which Executive has access, it would be impractical and excessively difficult to determine the actual damages of the Parent Company in the event Executive breached any such covenants; and (iii) remedies at law (such as monetary damages) for any breach of Executive's obligations under the Restrictive Covenants would be inadequate. Executive therefore agrees and consents that if Executive commits any breach of a Restrictive Covenant, the Company shall have the right (in addition to, and not in lieu of, any other right or remedy that may be available to it) to temporary and permanent injunctive relief from a court of competent jurisdiction, without posting any bond or other security and without the necessity of proof of actual damage. If any portion of the Restrictive Covenants is hereafter determined to be invalid or unenforceable in any respect, such determination shall not affect the remainder thereof, which shall be given the maximum effect possible and shall be fully enforced, without regard to the invalid portions. In particular, without limiting the generality of the foregoing, if the covenants set forth in Section 7 are found by a court or an arbitrator to be unreasonable, Executive and the Company agree that the maximum period, scope or geographical area that is found to be reasonable shall be substituted for the stated period, scope or area, and that the court or arbitrator shall revise the restrictions contained herein to cover the maximum period, scope and area permitted by law. If any of the Restrictive Covenants are determined to be wholly or partially unenforceable in any jurisdiction, such determination shall not be a bar to or in any way diminish the Company's right to enforce any such covenant in any other jurisdiction.

9. Indemnification. The Company shall indemnify Executive against any and all losses, liabilities, damages, expenses (including reasonable attorneys' fees) judgments, fines and amounts paid in settlement incurred by Executive in connection with any claim, action, suit or proceeding (whether civil, criminal, administrative or investigative), including any action by or in the right of the Company, by reason of any act or omission to act in connection with the performance of his duties hereunder or otherwise arising out of his employment by the Company, on term and conditions no less favorable to Executive than any other officer or director of the Company, to the extent permitted by applicable law.

10. Arbitration. In the event that any dispute arises between the Company and Executive regarding or relating to this Agreement and/or any aspect of Executive's employment relationship with the Company, the parties consent to resolve such dispute through mandatory arbitration in Houston, Texas (or such other location as shall be mutually agreed between the parties) administered by JAMS pursuant to its Employment Arbitration Rules & Procedures and subject to JAMS Policy on Employment Arbitration Minimum Standards of Procedural Fairness. The parties hereby consent to the entry of judgment upon award rendered by the arbitrator in any court of competent jurisdiction. Notwithstanding the foregoing, however, should adequate grounds exist for seeking immediate injunctive or immediate equitable relief, any party may seek and obtain such relief. The parties hereby consent to the exclusive jurisdiction of the state and Federal courts of or in the State of Texas for purposes of seeking such injunctive or equitable relief as set forth above.

11. Executive and Company Representations.

(a) Executive acknowledges that before signing this Agreement, Executive was given the opportunity to read it, evaluate it and discuss it with Executive's personal advisors. Executive further acknowledges that the Company has not provided Executive with any legal advice regarding this Agreement.

(b) Executive represents and warrants to the Company that the execution and delivery of this Agreement and the fulfillment of the terms hereof (i) shall not constitute a default under, or conflict with, any agreement or other instrument to which he is a party or by which he is bound and (ii) as to his execution and delivery of this Agreement do not require the consent of any other person.

(c) The Company represents and warrants to Executive that (i) the execution, delivery and performance of this Agreement by the Company has been fully and validly authorized by all necessary corporate action, (ii) the person signing this Agreement on behalf of the Company is duly authorized to do so, (iii) the execution, delivery and performance of this Agreement does not violate any applicable law, regulation, order, judgment or decree or any agreement, plan or corporate governance document to which the Company or the Parent Company is a party or by which it is bound and (iv) upon execution and delivery of this Agreement by the parties, it shall be a valid and binding obligation of the Company enforceable against it in accordance with its terms, except to the extent that enforceability may be limited by applicable bankruptcy, insolvency or similar laws affecting the enforcement of creditors' rights generally.

12. Notices. All notices and other communications required or permitted hereunder shall be in writing and shall be deemed given when delivered (i) personally, (ii) by registered or certified mail, postage prepaid with return receipt requested, (iii) by facsimile with evidence of completed transmission, or (iv) delivered by overnight courier to the party concerned at the address indicated below or to such changed address as such party may subsequently give such notice of:

If to the Company:

Lyondell Chemical Company
One Houston Center, Suite 700
1221 McKinney Street
Houston, Texas 77010
Fax: (713) 652 7312
Attention: James L. Gallogly, President and Chief Executive Officer

If to Executive:

Tim Roberts

13. Assignment and Successors. This Agreement is personal in its nature and none of the parties hereto shall, without the consent of the others, assign or transfer this Agreement or any rights or obligations hereunder; provided, however, that in the event of a merger, consolidation, or transfer or sale of all or substantially all of the assets of the Company with or to any other individual(s) or entity, this Agreement shall, subject to the provisions hereof, be binding upon and inure to the benefit of such successor and such successor shall discharge and perform all the promises, covenants, duties, and obligations of the Company hereunder, and such transferee or successor shall be required to assume such obligations by contract (unless such assumption occurs by operation of law). Anything herein to the contrary notwithstanding, Executive shall be entitled to select (and change, to the extent permitted under any applicable law) a beneficiary or beneficiaries to receive any compensation or benefit payable hereunder following Executive's death or judicially determined incompetence by giving the Company written notice thereof. In the event of Executive's death or a judicial determination of his incompetence, reference in this Agreement to Executive shall be deemed, where appropriate, to refer to his beneficiary, estate or other legal representative.

14. Governing Law; Amendment. This Agreement shall be governed by and construed in accordance with the laws of the State of Texas, without reference to principles of conflict of laws. This Agreement may not be amended or modified except by a written agreement executed by Executive and the Company or their respective successors and legal representatives.

15. Severability. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement. If any provision of this Agreement shall be held invalid or unenforceable in part, the remaining portion of such provision, together with all other provisions of this Agreement, shall remain valid and enforceable and continue in full force and effect to the fullest extent consistent with law.

16. Tax Withholding. Notwithstanding any other provision of this Agreement, the Company may withhold from amounts payable under this Agreement all federal, state, local and foreign taxes that are required to be withheld by applicable laws or regulations.

17. No Waiver. Executive's or the Company's failure to insist upon strict compliance with any provision of, or to assert any right under, this Agreement shall not be deemed to be a waiver of such provision or right or of any other provision of or right under this Agreement. Any provision of this Agreement may be waived by the parties hereto; provided that any waiver by any person of any provision of this Agreement shall be effective only if in writing and signed by each party and such waiver must specifically refer to this Agreement and to the terms or provisions being modified or waived.

18. Section 409A. This Agreement is intended to satisfy the requirements of Section 409A with respect to amounts, if any, subject thereto and shall be interpreted and construed and shall be performed by the parties consistent with such intent. To the extent Executive would otherwise be entitled to any payment under this Agreement, or any plan or

arrangement of the Company or its Affiliates, that constitutes a "deferral of compensation" subject to Section 409A and that if paid during the six (6) months beginning on the Date of Termination of Executive's employment would be subject to the Section 409A additional tax because Executive is a "specified employee" (within the meaning of Section 409A and as determined by the Company), the payment will be paid to Executive on the earlier of the six (6) month anniversary of his Date of Termination or death. To the extent Executive would otherwise be entitled to any benefit (other than a payment) during the six (6) months beginning on termination of Executive's employment that would be subject to the Section 409A additional tax, the benefit will be delayed and will begin being provided on the earlier of the first day following the six (6) month anniversary of Executive's Date of Termination or death. Any payment or benefit due upon a termination of employment that represents a "deferral of compensation" within the meaning of Section 409A shall be paid or provided only upon a "separation from service" as defined in Treas. Reg. § 1.409A-1(h). Each payment made under this Agreement shall be deemed to be a separate payment for purposes of Section 409A. Amounts payable under this Agreement shall be deemed not to be a "deferral of compensation" subject to Section 409A to the extent provided in the exceptions in Treasury Regulation §§ 1.409A-1(b)(4) ("short-term deferrals") and (b)(9) ("separation pay plans," including the exception under subparagraph (iii)) and other applicable provisions of Treasury Regulation § 1.409A-1 through A-6.

19. Headings. The Section headings contained in this Agreement are for convenience only and in no manner shall be construed as part of this Agreement.

20. Entire Agreement. This Agreement constitutes the entire agreement of the parties with respect to the subject matter hereof and, except for matters described in Section 5, 6 or 7 hereof, shall supersede all prior agreements, whether written or oral, with respect thereto.

21. Duration of Terms. The respective rights and obligations of the parties hereunder shall survive any termination of Executive's employment to the extent necessary to give effect to such rights and obligations.

22. Counterparts. This Agreement may be executed simultaneously in two (2) or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, Executive and the Company have caused this Agreement to be executed as of the date first above written.

LYONDELL CHEMICAL COMPANY

By:____________________________________
Name: James L. Gallogly
Title: President and Chief Executive Officer

____
Tim Roberts

Exhibit 10.16

LYONDELLBASELL INDUSTRIES
2010 LONG-TERM INCENTIVE PLAN

QUALIFIED PERFORMANCE AWARD AGREEMENT

By letter (the "Grant Letter"), effective as of the date specified in the Grant Letter (the "Grant Date"), LyondellBasell Industries N.V. (the "Company"), pursuant to the LyondellBasell Industries 2010 Long-Term Incentive Plan (the "Plan"), has granted to the Participant a number of Stock Units (as defined in the Plan) equal to the Target multiplied by the Earned Percentage (as defined in the LyondellBasell Industries Medium Term Incentive Plan (the "MTI Plan")) certified for the Performance Cycle, subject to the vesting provisions specified herein (the "Qualified Performance Award"). The applicable Target and Performance Cycle are set forth in the Grant Letter. The Earned Percentage shall be determined pursuant to the MTI Plan based on the Performance Measures specified in the Grant Letter. These grants are all subject to adjustment as provided in the Plan, and the following terms and conditions (the "Award Agreement"):

1. Relationship to Plan and Company Agreements.

This Qualified Performance Award grant is subject to all Plan terms, conditions, provisions and administrative interpretations, if any, adopted by the Committee. Except as defined in this Award Agreement, capitalized terms have the same meanings ascribed to them in the Plan. This Award Agreement is with respect to shares of common stock of LyondellBasell Industries N.V. as required pursuant to the terms of the Company's long term incentive program as in effect on the Grant Date. The terms of the MTI Plan are applicable only to the extent expressly set forth in the Grant Letter and this Agreement. To the extent that this Award Agreement is intended to satisfy the Company's obligations under any employment agreement between the Company and the Participant, the Participant agrees and acknowledges that this Award Agreement fulfills the Company's obligations under the employment agreement, this Award Agreement shall be interpreted and construed to the fullest extent possible consistent with such employment agreement, and in the event of a conflict between the terms of such employment agreement and the terms of this Award Agreement, the terms of this Award Agreement shall control.

2. Vesting Schedule.

(a) The Qualified Performance Award shall fully vest upon the date following the end of the Performance Cycle upon which the Committee certifies the Earned Percentage applicable to the Performance Cycle, provided that the Participant is in continuous employment with a Participating Employer from the Grant Date through such date. The Qualified Performance Award shall be forfeited if the Participant terminates employment prior to vesting.

(b) Notwithstanding paragraph (a), the Participant shall become vested in a pro-rated portion of the Qualified Performance Award upon the earliest of (i) the date the Participant becomes Disabled while employed by a Participating Employer or (ii) the Participant's Date of Termination due to Retirement, death or involuntary termination not for Cause. The portion of the Qualified Performance Award that shall vest under this paragraph shall be determined pursuant to Section 7(c) of the MTI Plan, applied as though the Qualified Performance Award is an "Award" under the MTI Plan. For purposes of this paragraph, "Disabled," "Date of Termination," and "Retirement" shall have the meanings set forth in the MTI Plan.

(c) Notwithstanding paragraph (a), upon a Change of Control, the Earned Percentage shall be calculated by reference to the attainment of Performance Measures as of the close of the last quarter ending on or before the Change of Control, in accordance with the MTI Plan. Following the Change of Control, the Participant shall fully vest in the Qualified Performance Award on the last day of the Performance Cycle, if the Participant is in continuous employment with a Participating Employer from the Grant Date through such date and shall forfeit the Qualified Performance Award if the Participant terminates prior to vesting. Notwithstanding the foregoing, the Participant shall become vested in a pro-rated portion of the Qualified Performance Award upon the earlier to occur of (i) a vesting event under Section 2(b) or (ii) an involuntary termination of employment of the Participant within one year following the Change of Control for any reason other than Cause (including a constructive termination of employment for good reason (as defined in Section 10 of the LTI Plan)). The portion that shall vest shall be determined by multiplying the amount payable (based on the Earned Percentage determined at the time of the Change of Control) by a fraction, the numerator of which shall be the number of whole calendar months of the Participant's employment in such Performance Cycle ending on the earliest vesting event and the denominator of which shall be the number of whole calendar months in the Performance Cycle. For this purpose, partial service in a calendar month shall be considered service for the whole calendar month.

(d) Notwithstanding the foregoing, vesting under this Section 2 shall be subject to Sections 7(d), 7(e), and 7(f) of the MTI Plan, applied as though the Qualified Performance Award is an "Award" under the MTI Plan.

3. Terms and Conditions.

A Participant shall not be entitled to any payment under Section 5 until the Qualified Performance Award vests under Section 2. No rights related to the Qualified Performance Award may be sold, transferred, assigned, pledged or otherwise encumbered or disposed of prior to the vesting of the Award. The Qualified Performance Award shall be forfeited on the date the Participant's employment terminates except as otherwise provided in this Award Agreement.

4. Registration of Units.

The Participant's right to receive Common Stock in settlement of the Qualified Performance Award shall be evidenced by book entry (or by such other manner as the Committee may determine).

5. Settlement.

When the Qualified Performance Award, or a portion thereof, vests under Section 2, the Participant shall become entitled to receive a number of shares of Common Stock equal to the number of Stock Units granted under the Qualified Performance Award that have vested. Subject to Section 13 hereof, such shares of Common Stock shall be paid in a single lump sum payment on March 31 following the end of the Performance Cycle; provided, however, that in the event the Qualified Performance Award vest pursuant to Section 2(c)(ii), the shares of Common Stock shall be paid in a single lump sum payment within sixty (60) days after the Participant's termination of employment.

6. Dividend Equivalents.

No Dividend Equivalents shall be payable with respect to any of the Stock Units granted under the Qualified Performance Award.

7. Withholding.

No shares of Common Stock shall be delivered to or for a Participant unless the amount of all federal, state and other governmental withholding tax requirements imposed upon the Company for those shares has been remitted to the Company or unless provisions to pay withholding requirements have been made to the Committee's satisfaction. The Committee may make any provision it deems appropriate to withhold any taxes it determines are required in connection with the Qualified Performance Award. Unless the Participant pays all taxes required to be withheld by the Company or paid in connection with vesting of all or any portion of the Qualified Performance Award by delivering cash to the Company, the Company shall withhold from the Qualified Performance Award grant shares of Common Stock having a Fair Market Value equal to all taxes required to be withheld with respect to the award of the Qualified Performance Award.

8. Expatriate Participants.

Payments of Awards made to expatriate Participants will be, pursuant to the applicable expatriate assignment policy of the Participating Employer, tax normalized based on typical income taxes and social security taxes in the expatriate Participant's home country relevant to the expatriate Participant's domestic circumstances.

9. Currency Exchange Rates.

For Participants who are not paid on a U.S. Dollar payroll, the currency exchange rate used to calculate the Target was determined using the published intercompany exchange rate in effect on the first day of the Performance Cycle.

10. No Fractional Shares.

No fractional shares of Common Stock are permitted in connection with this Award Agreement. Any fractional number of Stock Units payable under the Qualified Performance Award shall be rounded up to the nearest whole share of Common Stock. Any shares of Common Stock withheld pursuant to Section 7 shall be rounded to whole shares in the manner determined by the Committee to be appropriate to satisfy the minimum statutory withholding requirements.

11. Successors and Assigns.

This Award Agreement shall bind and inure to the benefit of and be enforceable by the Participant, the Company and their respective permitted successors and assigns (including personal representatives, heirs and legatees), but the Participant may not assign any rights or obligations under this Award Agreement except to the extent and in the manner expressly permitted.

12. No Guaranteed Employment.

No provision of this Award Agreement shall confer any right to continued Employment.

13. Section 409A.

It is intended that the provisions of this Award Agreement satisfy the requirements of Section 409A of the Code and the accompanying U.S. Treasury Regulations and pronouncements thereunder, and that the Award Agreement be operated in a manner consistent with such requirements to the extent applicable.

For purposes of Section 409A of the Code, (i) if the Participant vested pursuant to Section 2(b) or 2(c), other than under clause (ii) of Section 2(c), the time of settlement under Section 5 constitutes a specified time within the meaning of Section 1.409A-3 (a)(4) of the Treasury Regulations and (ii) if the Participant vested pursuant to Section 2(a) or 2(c)(ii), the time of settlement under Section 5 is within the short-term deferral period described in Section 1.409A-1(b)(4) of the Treasury Regulations.

If the Participant is a U.S. taxpayer and is treated as a "specified employee" within the meaning of Section 409A as of the date of the Participant's termination, then any transfer of shares payable upon the Participant's "separation from service" within the meaning of Section 409A which are subject to the provisions of Section 409A and are not otherwise excluded under Section 409A and would otherwise be payable during the first six-month period following such separation from service shall be paid on the fifteenth business day next following the earlier of (1) the expiration of six months from the date of the Participant's termination or (2) the Participant's death.

14. Section 162(m).

The Qualified Performance Award is intended to qualify as qualified performance-based compensation under Section 162 (m) of the Code.

LYONDELLBASELL INDUSTRIES N.V.

Exhibit 21

Entity Name	Jurisdiction of Formation
Basell (Thailand) Holdings B.V.	Netherlands
Basell Advanced Polyolefins (Suzhou) Co. Ltd.	China
Basell Advanced Polyolefins (Thailand) Company Ltd.	Thailand
Basell Arabie Investissements SAS	France
Basell Asia Pacific Consulting (Shanghai) Co., Ltd.	China
Basell Asia Pacific Limited	Hong Kong
Basell Bayreuth Chemie GmbH	Germany
Basell Benelux B.V.	Netherlands
Basell Canada Inc.	Ontario
Basell Cayman Corporation	Cayman
Basell Chemie Köln GmbH	Germany
Basell Deutschland GmbH	Germany
Basell Europe Holdings B.V.	Netherlands
Basell France S.A.S.	France
Basell Gemma S.A.S.	France
Basell Germany Holdings GmbH	Germany
Basell Holdings Middle East GmbH	Germany
Basell Ibérica Poliolefinas Holdings S.L.	Spain
Basell International Holdings B.V.	Netherlands
Basell International Trading FZE	United Arab Emirates
Basell Italia S.r.l	Italy
Basell Mexico, S. de R.L. de C.V.	Mexico
Basell Moyen Orient Investissements SAS	France
Basell North America Inc.	Delaware
Basell Plasticos Portugal Ltda.	Portugal
Basell Poliolefinas Comercial Espagnola S.L.	Spain
Basell Poliolefinas Iberica S.L.	Spain
Basell Poliolefinas Ltda.	Brazil
Basell Poliolefinas, S. de R.L. de C.V.	Mexico
Basell Poliolefine Italia S.r.l.	Italy
Basell Polyéthylène S.A.S.	France
Basell Polyolefin Istanbul Ticaret Limited Sirketi	Turkey
Basell Polyolefine GmbH	Germany
Basell Polyolefines France S.A.S.	France
Basell Polyolefins Company BVBA	Belgium
Basell Polyolefins India Private Limited	India
Basell Polyolefins Korea Ltd.	Korea
Basell Polyolefins UK Ltd.	United Kingdom
Basell Polypropylène SAS	France
Basell Sales & Marketing Company B.V.	Netherlands
Basell Service Company B.V.	Netherlands
Basell Slovakia s.r.o.	Slovakia
Basell UK Holdings Ltd.	United Kingdom
Basell UK Ltd.	United Kingdom
Compagnie de Distribution des Hydrocarbures SAS	France
Compagnie Petrochimique de Berre SAS	France
Complejo Industrial Taqsa A.I.E.	Spain
Cue Insurance Limited	Bermuda

Equistar Bayport, LLC	Delaware
Equistar Chemicals, LP	Delaware
Equistar GP, LLC	Delaware
Equistar LP, LLC	Delaware
Equistar Mont Belvieu Corporation	Delaware
Equistar Olefins G.P., LLC	Delaware
Equistar Olefins Offtake G.P., LLC	Delaware
Equistar Olefins Offtake LP	Delaware
GP Entreprises SA	France
GuangZhou Basell Advanced Polyolefins Co., Ltd.	China
Hisane A.I.E.	Spain
Houston Refining LP	Delaware
Industriepark Münchsmünster GmbH & Co. KG	Germany
Industriepark Münchsmünster Verwaltungsgesellschaft mbH	Germany
LaPorte Methanol Company, L.P.	Delaware
LYB Americas Finance Company	Delaware
LYB Americas Finance Holdings B.V.	Netherlands
LYB Finance Company B.V.	Netherlands
LYB Trading Company B.V.	Netherlands
Lyondell Asia Holdings Limited	Hong Kong
Lyondell Asia Pacific, Ltd.	Delaware
Lyondell Centennial Corp.	Delaware
Lyondell Chemical Central Europe Ges.m.b.H.	Austria
Lyondell Chemical Company	Delaware
Lyondell Chemical Espana Co.	Delaware
Lyondell Chemical Europe, Inc.	Delaware
Lyondell Chemical Holding Company	Delaware
Lyondell Chemical International Company	Delaware
Lyondell Chemical Overseas Services, Inc.	Delaware
Lyondell Chemical Pan America, Inc.	Delaware
Lyondell Chemical Products Europe LLC	Delaware
Lyondell Chemical Properties, L.P.	Delaware
Lyondell Chemical Technology 1 Inc.	Delaware
Lyondell Chemical Technology Management, Inc.	Delaware
Lyondell Chemical Technology, L.P.	Delaware
Lyondell Chemie (PO-11) B.V.	Netherlands
Lyondell Chemie (POSM) B.V.	Netherlands
Lyondell Chemie Nederland B.V.	Netherlands
Lyondell Chimie France LLC	Delaware
Lyondell Chimie France SAS	France
Lyondell Chimie TDI SCA	France
Lyondell China Holdings Limited	Hong Kong
Lyondell Europe Holdings Inc.	Delaware
Lyondell DNT Limited Partnership	Delaware
Lyondell France Holdings SAS	France
Lyondell Greater China Holdings Limited	Hong Kong
Lyondell Greater China Trading Limited	China
Lyondell Greater China, Ltd.	Delaware
Lyondell Japan, Inc.	Japan
Lyondell PO-11 C.V.	Netherlands

Lyondell POJVGP, LLC	Delaware
Lyondell POJVLP, LLC	Delaware
Lyondell POTechGP, Inc.	Delaware
Lyondell POTechLP, Inc.	Delaware
Lyondell Quimica do Brasil, Ltda	Brazil
Lyondell Refining Company LLC	Delaware
Lyondell Refining I LLC	Delaware
Lyondell South Asia Pte Ltd	Singapore
LyondellBasell Acetyls Holdco, LLC	Delaware
LyondellBasell Acetyls, LLC	Delaware
LyondellBasell Advanced Polyolefins Mexico, S.A. de C.V.	Mexico
LyondellBasell Australia (Holdings) Pty Ltd	Australia
LyondellBasell Australia Pty Ltd	Australia
LyondellBasell China Holdings B.V.	Netherlands
LyondellBasell Disaster Relief Fund	Delaware
LyondellBasell F&F Holdco, LLC	Delaware
LyondellBasell Finance Company	Delaware
LyondellBasell Finance Netherlands B.V.	Netherlands
LyondellBasell Industries Holdings B.V.	Netherlands
LyondellBasell Industries N.V.	Netherlands
LyondellBasell Methanol GP, Inc.	Delaware
LyondellBasell Methanol LP, Inc.	Delaware
LyondellBasell Netherlands Holdings B.V.	Netherlands
LyondellBasell Proche Orient Investissements SAS	France
LyondellBasell Subholdings B.V.	Netherlands
LyondellBasell Syrma SAS	France
OE Insurance Ltd	Bermuda
Oil Insurance Limited	Bermuda
Olefins JV, LP	Delaware
Petroken Petroquimica Ensenada SA	Argentina
PO JV, LP	Delaware
PO Offtake, LP	Delaware
POSM II Limited Partnership, L.P.	Delaware
POSM II Properties Partnership LLC	Delaware
SCI de Plastiques de Normandie	France
Société du Noir d'Acétylene de l'Aubette SAS	France
Technology JV, LP	Delaware
TRV Thermische Rückstandsverwertung GmbH & Co. KG	Germany
TRV Thermische Rückstandsverwertung Verwaltungs-GmbH	Germany

Exhibit 23

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (333-177806) and Form S-8 (333-170814) of LyondellBasell Industries N.V. of our report dated February 29, 2012 relating to the financial statements of LyondellBasell Industries N.V. and our report dated March 17, 2011, except for the guarantor information presented in Note 26 to the consolidated financial statements, as to which the date is June 20, 2011, and except for Revision II described in Note 2 (not presented herein) to the consolidated financial statements in the Registration Statement on Form S-4/A (333-175077) of LyondellBasell Industries N.V. filed on September 6, 2011, as to which the date is August 12, 2011relating to the financial statements of the predecessor to LyondellBasell Industries N.V., which appear in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Houston, Texas
February 29, 2012

Exhibit 31.1

CERTIFICATION

I, James L. Gallogly, certify that:

1 I have reviewed this annual report on Form 10-K of LyondellBasell Industries N.V.;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4 The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5 The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ James L. Gallogly

James L. Gallogly
Chairman of the Management Board and
Chief Executive Officer

Date: February 29, 2012

Exhibit 31.2

CERTIFICATION

I, Karyn F. Ovelmen, certify that:

1 I have reviewed this annual report on Form 10-K of LyondellBasell Industries N.V.;

2 Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3 Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4 The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5 The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ Karyn F. Ovelmen
Karyn F. Ovelmen
Executive Vice President and
Chief Financial Officer

Date: February 29, 2012

Exhibit 32

CERTIFICATIONS PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Annual Report of LyondellBasell Industries N.V. (the company) on Form 10-K for the period ended December 31, 2011, as filed with the U.S. Securities and Exchange Commission on the date hereof (the Report), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

(1) The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the company.

/s/ James L. Gallogly
James L. Gallogly
Chairman of the Management Board and
Chief Executive Officer

/s/ Karyn F. Ovelmen
Karyn F. Ovelmen
Executive Vice President and
Chief Financial Officer

Date: February 29, 2012