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Proposed Counsel for the Official Committee of Unsecured Creditors

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

-----X
In re: : Chapter 11
: :
Chemtura Corporation, et al. : Case No. 09-11233 (REG)
: :
Debtors. : (Jointly Administered)
-----X

**APPLICATION OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF CHEMTURA CORPORATION, ET AL.
TO RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS COUNSEL, NUNC PRO TUNC TO MARCH 26, 2009**

The Official Committee of Unsecured Creditors (the “Committee”) of Chemtura Corporation, et al. (collectively, the “Debtors”) respectfully submits this application (the “Application”), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for entry of an order authorizing the Committee to retain and employ Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) as its counsel in connection with the Debtors’ chapter 11 cases, nunc pro tunc to March 26, 2009. In support of this Application, the Committee respectfully represents as follows:



BACKGROUND

1. On March 18, 2009 (the “Petition Date”), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. Since the Petition Date, the Debtors have continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. On March 19, 2009, the Court entered an order jointly administering these chapter 11 cases pursuant to Bankruptcy Rule 1015(b) for procedural purposes only.

3. On March 26, 2009 (the “Committee Formation Date”), pursuant to Bankruptcy Code section 1102, the United States Trustee for the Southern District of New York appointed the Committee. The Committee currently consists of nine members.¹ On the Committee Formation Date, pursuant to section 1103(a) of the Bankruptcy Code, the Committee selected Akin Gump to serve as counsel to the Committee.

JURISDICTION AND VENUE

4. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the relief requested herein are Bankruptcy Code sections 328(a) and 1103(a) and Bankruptcy Rule 2014.

RELIEF REQUESTED

5. The Committee seeks to employ and retain Akin Gump as its counsel, pursuant to Bankruptcy Code sections 328(a) and 1103(a), effective as of March 26, 2009.

¹ The Committee is comprised of the following entities: The Bank of New York Mellon Trust Company, N.A., as indenture trustee, Entergy Arkansas, Inc.; Federated Investors; Manufacturing & Traders Trust Co., as indenture trustee; Occidental Chemical Corporation; Pension Benefit Guaranty Corporation; RiverSource Investments LLC; U.S. Bank, National Association, as indenture trustee; and WS Packaging Group Inc.

RETENTION OF AKIN GUMP

6. The Committee respectfully submits that it is necessary and appropriate for it to retain and employ Akin Gump to provide, among other things, the following services:
- (a) advise the Committee with respect to its rights, duties and powers in these chapter 11 cases;
 - (b) assist and advise the Committee in its consultations with the Debtors relative to the administration of these chapter 11 cases;
 - (c) assist the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
 - (d) assist the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtors and of the operation of the Debtors' businesses;
 - (e) assist the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of non-residential real property and executory contracts, asset dispositions, financing of other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;
 - (f) assist and advise the Committee as to its communications to the general creditor body regarding significant matters in these chapter 11 cases;
 - (g) represent the Committee at all hearings and other proceedings before this Court;
 - (h) review and analyze motions, applications, orders, statements, operating reports and schedules filed with the Court and advise the Committee as to their propriety, and to the extent deemed appropriate by the Committee support, join or object thereto, as applicable;
 - (i) advise and assist the Committee with respect to any legislative, regulatory or governmental activities;
 - (j) assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives;
 - (k) assist the Committee in its review and analysis of all of the Debtors' various agreements;

- (l) prepare, on behalf of the Committee, any pleadings, including without limitation, statements, motions, applications, memoranda, adversary complaints, objections or comments in connection with any matter related to the Debtors or these chapter 11 cases;
- (m) investigate and analyze any claims against the Debtors' non-debtor affiliates; and
- (n) perform such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules or other applicable law.

7. The Committee believes that Akin Gump possesses extensive knowledge and expertise in the areas of law relevant to these chapter 11 cases, and that Akin Gump is well qualified to represent the Committee in these chapter 11 cases. In selecting counsel, the Committee sought attorneys with considerable experience in representing unsecured creditors' committees in chapter 11 reorganization cases and other debt restructurings. Akin Gump has such experience, as Akin Gump is currently representing and has represented official creditors' committees in many significant chapter 11 reorganizations, including the following chapter 11 cases: In re Allegiance Telecom, Inc.; In re American Commercial Lines LLC; In re ATA Holdings Corp.; In re Bally Total Fitness of Greater New York, Inc.; In re Calpine Corporation; In re Collins & Aikman Corporation; In re Delta Air Lines, Inc.; In re Exide Technologies, Inc.; In re Flag Telecom Holdings Limited; In re Globalstar, LP; In re Hayes Lemmerz, Inc.; In re Heilig Meyers Company; In re Kaiser Aluminum Corporation; In re Kimball Hill, Inc.; In re Loral Space & Communications Ltd.; In re LTV Steel Company, Inc.; In re Magellan Health Services, Inc.; In re Nortel Networks, Inc.; In re Pegasus Satellite Television, Inc.; In re Pierre Foods, Inc.; In re Propex Inc.; In re Quebecor World (USA), Inc.; In re Solutia Inc.; In re Tower Automotive, Inc.; In re TOUSA, Inc.; In re Venture Holdings Company, LLC; In re VeraSun

Energy Corporation; In re Washington Mutual, Inc.; In re WorldCom, Inc.; and In re XO Communications, Inc.

8. Because of the extensive legal services that may be necessary in these chapter 11 cases, and the fact that the full nature and extent of such services are not known at this time, the Committee believes that the employment of Akin Gump to provide the services described above and such other services as may be necessary for the Committee to acquit its obligations to the Debtors' unsecured creditor constituency is appropriate and in the best interests of the Debtors' estates and their creditors.

9. The Committee requests that all fees and related costs and expenses incurred by the Committee on account of services rendered by Akin Gump in these cases be paid as administrative expenses of the estates pursuant to sections 328, 330(a), 331, 503(b) and 507(a)(1) of the Bankruptcy Code. Subject to this Court's approval, Akin Gump will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates in effect on the date such services are rendered, subject to sections 328(a) and 330 of the Bankruptcy Code. The current hourly rates charged by Akin Gump for professionals and paraprofessionals employed in its offices are provided below:

| <u>Billing Category</u> | <u>Range</u> |
|-----------------------------|---------------|
| Partners | \$500-\$1,100 |
| Special Counsel and Counsel | \$470-\$810 |
| Associates | \$290-\$580 |
| Paraprofessionals | \$75-\$250 |

These hourly rates are subject to periodic adjustments (typically in December of each year) to reflect economic and other conditions. Akin Gump will maintain detailed records of actual and necessary costs and expenses incurred in connection with the legal services described above.

Akin Gump reserves its right to file an application for an allowance of an enhanced fee award at the end of this proceeding, subject to the discretion of the Committee.

10. The names, positions and current hourly rates of the Akin Gump attorneys currently expected to have primary responsibility for providing services to the Committee are as follows: Daniel H. Golden (Partner – Financial Restructuring Department) - \$950/hour; Philip C. Dublin (Partner – Financial Restructuring Department) - \$725/hour; Meredith A. Lahaie (Associate – Financial Restructuring Department) - \$460/hour; Stefanie L. Kurlanzik (Associate – Financial Restructuring Department) - \$375/hour; and Kevin M. Eide (Associate – Financial Restructuring Department) - \$325/hour. In addition to the financial restructuring lawyers named above, it will be necessary, during the course of these cases, for other Akin Gump professionals in other legal disciplines to provide services to the Committee.

11. Upon information and belief, Akin Gump does not represent and does not hold any interest adverse to the Debtors' estates or their creditors in the matters upon which Akin Gump is to be engaged, except to the extent set forth in the declaration of Daniel H. Golden, Esq. attached hereto as "Exhibit A." However, Akin Gump is a large firm with a national and international practice, and may represent or may have represented certain of the Debtors' creditors, equity holders, related parties or other parties in interest in matters unrelated to these cases.

12. A draft of this Application was provided to the Office of the United States Trustee for the Southern District of New York prior to its filing.

NO PRIOR REQUEST

13. No prior application for the relief sought in this Application has been made to this or any other court in connection with these chapter 11 cases.

WAIVER OF MEMORANDUM OF LAW

14. Because the relevant facts and law are detailed herein, the Committee respectfully requests that the Court waive the requirement that the Committee file a separate memorandum of law in support of the Application, but the Committee reserves the right to file a brief in reply to any objection to this Application.

NOTICE

15. No trustee or examiner has been appointed in these Chapter 11 Cases. Notice of this Application has been given to: (i) the Office of the United States Trustee for the Southern District of New York; (ii) counsel to the Debtors; (iii) counsel to the agent for the Debtors' postpetition lenders; (iv) counsel to the agent for the Debtors' prepetition secured credit facility; (v) the indenture trustee for each of the Debtors' outstanding note and debenture issuances; (vi) those parties that have requested notice pursuant to Bankruptcy Rule 2002; (vii) the Internal Revenue Services; (viii) the Environmental Protection Agency; and (ix) the Securities and Exchange Commission. Based on the foregoing, the Committee respectfully submits that no further notice is needed.

WHEREFORE, the Committee requests that an order, substantially in the form annexed hereto as “Exhibit B”, be entered authorizing the Committee to retain Akin Gump as its counsel in these cases, nunc pro tunc to March 26, 2009, and providing the Committee such other and further relief as the Court may deem just, proper and equitable.

Dated: New York, New York
May 4, 2009

**THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CHEMTURA CORPORATION, ET AL.**

By: Entergy Arkansas, Inc., solely in its
capacity as Chair of the Committee and not in its
individual capacity,

By: /s/ Jon Majewski

Name: Jon Majewski

Title: Senior Customer Service Specialist

EXHIBIT A

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

-----X
: In re: : Chapter 11
: :
: Chemtura Corporation, *et al.* : Case No. 09-11233 (REG)
: :
: Debtors. : (Jointly Administered)
-----X

DECLARATION OF DANIEL H. GOLDEN

DANIEL H. GOLDEN hereby declares:

1. I am an attorney at law admitted to practice before the state court of New York and the United States District Courts for the Eastern and Southern Districts of New York. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which firm maintains offices at One Bryant Park, New York, New York 10036.

2. I am familiar with the matters set forth herein and make this declaration (the "Declaration") in support of the Application (the "Application"), pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), of the Official Committee of Unsecured Creditors (the "Committee") of Chemtura Corporation ("Chemtura") and certain of its direct and indirect subsidiaries (collectively with Chemtura, the "Debtors") seeking authorization to retain and employ Akin Gump, nunc pro tunc to March 26, 2009, as counsel to the Committee.

3. On March 26, 2009 (the "Committee Formation Date"), the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed the Committee pursuant to Bankruptcy Code section 1102. The Committee currently consists of nine members: The Bank of New York Mellon Trust Company, National Association, as indenture trustee ("BNY");

Entergy Arkansas, Inc. (“Entergy”); Federated Investors; Manufacturing & Trading Trust Co., as indenture trustee; RiverSource Investments, LLC; Occidental Chemical Corporation (“OCC”); Pension Benefit Guaranty Corporation (“PBGC”); U.S. Bank, National Association, as indenture trustee (“US Bank”); and WS Packaging Group, Inc. On the Committee Formation Date, the Committee selected Akin Gump to serve as counsel to the Committee pursuant to Bankruptcy Code section 1103(a).

4. I am not, nor is Akin Gump, an insider of the Debtors. Except as set forth below, neither Akin Gump nor I hold directly any claim, debt, or equity security of the Debtors.

5. To the best of my knowledge and information, no member of Akin Gump has been, within two years from the date of the filing of the Debtors’ petitions, a director, officer, or employee of the Debtors as specified in Bankruptcy Code section 101(14)(B).

6. Akin Gump does not have an interest materially adverse to the interests of the Debtors’ estates or of any class of creditors or equity security holders of the Debtors, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, as specified in Bankruptcy Code section 101(14)(C), or for any other reason.

7. Akin Gump does not currently represent the Debtors or to the best of my knowledge and information, any of their related parties, affiliates, partners, or subsidiaries, and Akin Gump will not undertake the representation of the Debtors or related entities during this engagement. Moreover, Akin Gump will not undertake the representation of any party other than the Committee in connection with the Debtors’ chapter 11 cases.

8. To the best of my knowledge and information, Akin Gump neither holds nor represents any interest adverse to the Committee, the Debtors, their creditors, or other parties in interest or their respective attorneys in these chapter 11 cases. Based upon information available

to me, I believe that Akin Gump is a “disinterested person” within the meaning of the Bankruptcy Code.

9. In preparing this Declaration, through my colleagues, I submitted to Akin Gump’s computerized client and conflict database (the “Conflict Database”) the names set forth in a list of parties identified in the Debtors’ application to retain Kirkland & Ellis LLP (“K&E”), as counsel to the Debtors (the “K&E Application”) and additional parties identified by Akin Gump, which included: (i) the Debtors and affiliates; (ii) 5% shareholders; (iii) indenture trustees; (iv) landlords; (v) lenders; (vi) litigants; (vii) officers and directors; (viii) the Debtors’ proposed professionals; (ix) vendors; (x) foreign vendors; (xi) key staff members of the Office of the United States Trustees for the Southern District of New York; (xii) parties who have filed a notice of appearance in these cases as of March 31, 2009; and (xiii) members of the Committee and its proposed professionals. A copy of the list of the parties searched by Akin Gump is annexed hereto as Schedule 1 (collectively, the “Searched Parties”). With the exception of sub-categories (xii) and (xiii) listed above, the entities listed in Schedule 1 were identified in the K&E Application.

10. The Conflict Database maintained by Akin Gump is designed to include every matter on which the firm is now and has been engaged, by which entity the firm is now or has been engaged and, in each instance, the identity of related parties and adverse parties and certain of the attorneys in the firm that are knowledgeable about the matter. It is the policy of Akin Gump that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the computer Conflict Database the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties. Accordingly, Akin Gump maintains and

systematically updates this system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records.

Representation of Parties in Interest²

11. Set forth in Schedule 2 annexed hereto is a listing of those parties from Schedule 1 (Searched Parties) that Akin Gump either (i) currently represents (the “Current Clients”) in matters wholly unrelated to the Debtors’ chapter 11 cases or (ii) has in the past represented in matters wholly unrelated to the Debtors’ chapter 11 cases. In connection with the services to be rendered to the Committee, Akin Gump will not commence a cause of action against any Current Client with respect to the Debtors’ chapter 11 cases, unless Akin Gump receives a waiver from the Current Client allowing Akin Gump to commence such an action. In connection with these chapter 11 cases, to the extent any causes of action are commenced by or against any Current Client, and a waiver letter is not obtained permitting Akin Gump to participate in such action, the Committee will retain conflicts counsel to represent the interests of the Debtors’ unsecured creditors.

12. Set forth in Schedule 3 annexed hereto is a listing of those parties from Schedule 1 (Searched Parties) that are currently, or have in the past been, adverse to clients of Akin Gump in matters wholly unrelated to these chapter 11 cases.

13. Prior to the filing of the Debtors’ chapter 11 cases, Akin Gump represented Chemtura in connection with two discreet legislative and environmental matters. No services have been rendered by Akin Gump since November 7, 2008. Chemtura has agreed to waive any actual or potential conflict of interest as to Akin Gump and permitting Akin Gump to withdraw as counsel to Chemtura and to be adverse to the Debtors. In the past fiscal year ended December 31, 2008, the total fees and expenses received from Chemtura by Akin Gump were less than 1%

² Akin Gump does not act as general counsel to any of the parties in interest or related entities described herein.

of Akin Gump's 2008 revenues. In addition, in January 2009, Akin Gump received from Chemtura fees and expenses in the amount of \$94,853.54, less than 1% of Akin Gump's revenue through March 2009. Any accounts receivable owed to Akin Gump in connection with Akin Gump's prior representation of Chemtura, estimated to be less than \$1,000.00, has been waived by Akin Gump.

14. In addition, Akin Gump has in the past represented Chemtura with respect to discreet labor matters. No services have been rendered by Akin Gump since May 21, 2006. The partner in charge of these matters, James Gray, left Akin Gump on September 30, 2006. On October 1, 2006, Akin Gump transferred its files to Mr. Gary at the firm of Kutack Rock LLP. There is no outstanding accounts receivable with respect to these matters.

15. Akin Gump has in the past represented Great Lakes Chemical Corporation ("Great Lakes"), one of the Debtors in these chapter 11 cases. Akin Gump has not rendered any services to Great Lakes since July, 1996. There is no outstanding accounts receivable with respect to these matters. The partners in charge of this representation, Diana Dutton and Richard Faulk, have both left Akin Gump.

16. Akin Gump has in the past represented Crompton Europe B.V. ("Crompton Europe") a/k/a Crompton Europe Financial Services, a/k/a Crompton Chemical BV, a subsidiary of Chemtura. No services have been rendered to Crompton Europe since November 24, 2004. There is no outstanding accounts receivable with respect to these matters. The partner in charge of this representation, Steven Pesner, will not have any role in connection with Akin Gump's representation of the Committee.

**Connections with Parties Representing 1% or More of
Akin Gump's Revenues for 2006, 2007 or 2008**

17. At the inception of each engagement for which a declaration is required pursuant to Bankruptcy Rule 2014, Akin Gump reviews the information relating to the parties involved in a bankruptcy case to determine whether any such party, together with its known related entities, were clients of Akin Gump and as a result made payments to Akin Gump for services rendered in calendar years prior to the date of review that in the aggregate for each such party exceeds 1% of Akin Gump's total revenues for such calendar year. In connection with this Declaration, Akin Gump has reviewed similar information for the years 2006, 2007 and 2008.

18. Akin Gump's revenues for services rendered on behalf of the parties in interest identified in Schedule 2 aggregate, with respect to each such party in interest, less than 1% of Akin Gump's annual revenues in each calendar years for 2006, 2007 and 2008; other than:

- Covalence Specialty Coatings ("CSC") and/or certain related parties of CSC;³
- Hexion Specialty Chemicals ("HSC") and/or certain related parties of HSC;⁴ and
- Momentive Performance Materials ("MPM") and/or certain related parties of MPM.⁵

19. The total fees received from CSC, HSC and MPM and/or certain related parties of CSC, HSC and MPM represented approximately: 4.01% of Akin Gump's 2006 revenue; 3.80% of Akin Gump's 2007 revenue; and 6.15% of Akin Gump's 2008 revenues. Akin Gump does not represent CSC, HSC and MPM and/or any related parties of CSC, HSC and MPM on matters relating to the Debtors' chapter 11 cases. Akin Gump does not represent either CSC or

³ According to the Debtors' accounts payable system, the Debtors owe CSC approximately \$448,222.65. This amount is subject to change as the Debtors prepare their schedules and statements of financial affairs.

⁴ According to the Debtors' accounts payable system, HSC does not hold a claim against the estates. This information is subject to change as the Debtors prepare their schedules and statements of financial affairs.

⁵ According to the Debtors' accounts payable system, the Debtors owe MPM approximately \$97,427.31. This amount is subject to change as the Debtors prepare their schedules and statements of financial affairs.

MPM directly – both CSC and MPM are affiliates of an Akin Gump client. To the extent any causes of action are commenced by or against any of CSC, HSC and/or MPM and a waiver letter is not obtained permitting Akin Gump to participate in such action, the Committee will retain conflicts counsel to represent the interests of the Debtors’ unsecured creditors.

Connections with Members of the Committee and its Proposed Professionals

20. Akin Gump serves as counsel to informal and official committees of creditors in many restructurings and/or chapter 11 cases. Of the current Committee members, BNY, Federated, PBGC, and US Bank, and/or certain related parties of such companies have in the past served and/or currently serve as members of informal and/or official creditors’ committees in other cases that are represented by Akin Gump. In addition, certain professionals retained by the Debtors and proposed to be retained by the Committee are involved in many other cases in which Akin Gump serves as counsel to informal and/or official committees.

21. Akin Gump has in the past represented and currently represents US Bank on matters wholly unrelated to the Debtors’ chapter 11 cases. To the extent Akin Gump cannot be adverse to US Bank and a cause of action is commenced by or against US Bank, the Committee will retain conflicts counsel to represent the interests of the Debtors’ unsecured creditors.

22. Akin Gump has in the past represented BNY, Entergy, PBGC, and OCC on matters wholly unrelated to the Debtors’ chapter 11 cases. Akin Gump can be adverse to foregoing parties.

Searched Parties That Currently Serve or Have Served on Informal and/or Official Creditors’ Committees Represented By Akin Gump During the Period January 1, 2005 through the Present

23. Set forth in Schedule 4 annexed hereto is a list of those Searched Parties that currently serve or have served on informal and/or official creditors’ committees represented by Akin Gump during the period January 1, 2005 through the present. None of the committee

representations on Schedule 4 will impair Akin Gump's ability to acquit its obligations to the Committee or the Debtors' unsecured creditor constituency.

Other Connections and General Disclosures

24. Akin Gump may have represented in the past, or in the future represent, entities (other than parties in the attached schedules) not currently known to Akin Gump in matters wholly unrelated to the Debtors' chapter 11 cases who may be parties in interest in these cases. To the extent that Akin Gump discovers any such information or needs to update the information disclosed herein, Akin Gump will disclose such information by filing a supplemental declaration pursuant to Bankruptcy Rule 2014.

25. In addition, Akin Gump regularly represents official committees of unsecured creditors and ad hoc groups of creditors of companies that are facing financial distress, which financial distress may not have been publicly disclosed. Some of these companies may be vendors or creditors of the Debtors. Akin Gump will only represent such parties in matters wholly-unrelated to the Debtors' chapter 11 cases.

26. On April 10, 2009, Akin Gump solicited information by firm-wide email from attorneys and staff to determine if any person employed by Akin Gump holds any of the Debtors' common equity or notes. To the best of my knowledge and information based on the responses received to the foregoing information request no member or employee of Akin Gump holds any of the Debtors' common equity, notes or debentures. In addition, no member or employee has responded that a professionally managed retirement plan on behalf of Akin Gump employees or members of a 401(k) type plan holds equity interests in or other securities of the Debtors.

27. None of Akin Gump's representations of creditors or other parties in interest who are involved in these chapter 11 cases comprise a material component of Akin Gump's practice,

nor does Akin Gump currently represent such parties on any issue relating to these chapter 11 cases. To the best of my knowledge, the standard articulated by courts of the Second Circuit regarding the appointment of counsel by a creditors' committee has been met by Akin Gump in these cases.

28. Akin Gump is willing to be retained by the Committee as its counsel and will make appropriate applications to this Court for compensation and reimbursement of out-of-pocket expenses, all in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules for the United States Bankruptcy Court for the Southern District of New York, and any orders of this Court. Akin Gump will bill at its standard hourly rates which currently are \$500-\$1,100 for partners, \$470-\$810 for special counsel and counsel, \$290-\$580 for associates, and \$75-\$250 for paraprofessionals. The current hourly rates for the Akin Gump professionals with primary responsibility for this matter are:

- (a) Daniel H. Golden (Partner – Financial Restructuring Department), \$950/hour;
- (b) Philip C. Dublin (Partner – Financial Restructuring Department), \$725/hour;
- (c) Meredith A. Lahaie (Associate – Financial Restructuring Department), \$460/hour;
- (d) Stefanie L. Kurlanzik (Associate – Financial Restructuring Department), \$375/hour; and
- (e) Kevin M. Eide (Associate- Financial Restructuring Department), \$325/hour.

The foregoing hourly rates are subject to periodic increase (typically in December of each year) in the normal course of Akin Gump's business. If Akin Gump's billing rates are increased on an across-the-board basis, Akin Gump will make specific disclosure of such increase in the applicable monthly fee statement. Other attorneys and paraprofessionals will, from time to time, assist in the representation of the Committee in connection with these cases at Akin Gump's standard hourly rates in effect for those personnel. The hourly rates set forth above are Akin

Gump's standard hourly rates for work of this nature. These rates are set at a level designated to compensate Akin Gump fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Akin Gump operates in a complicated, national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance and reputation, the nature of the work involved and other factors. Because the sub-markets for legal services are fragmented and are affected by a variety of individualized and interdependent factors, Akin Gump's rates for certain individual attorneys may vary as a function of the type of matter, geographic factors, the nature of certain long-term client relationships, and various factors, including those enumerated above. Akin Gump specifically reserves its right to file an application for allowance of an enhanced fee award at the end of these cases, subject to the discretion of the Committee.

29. It is Akin Gump's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and facsimile charges, photocopying charges, travel expenses, expenses for "working meals," and computerized research, as well as non-ordinary overhead expenses, such as secretarial overtime. Notwithstanding the foregoing, Akin Gump will seek reimbursement for its expenses pursuant to, among other things, any applicable guidelines established by the Court and the United States Trustee's Office.

30. No agreement exists, nor will any be made, to share any compensation received by Akin Gump for its services with any other person or firm other than members of Akin Gump.

31. For the reasons stated herein, Akin Gump represents no interest adverse to the Debtors, the Debtors' individual creditors or the Committee and, therefore, is capable of fulfilling its duties to the Committee and the unsecured creditors that the Committee represents.

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on May 4, 2009

/s/ Daniel H. Golden
Daniel H. Golden

SCHEDULE 1

PARTIES SEARCHED IN THE CONFLICT DATABASE

Debtors and Debtors' Affiliates

Chemtura Corporation
A&M Cleaning Products, Inc.
Agro St Inc
Anderol. Inc.
Aquaterra Engineering, Inc
Assured Insurance Company
Bayrol Deutschland GmbH
Biolab Australia Pty. LTD.
CNK Disposition Corp
CA 008 038 266 PTY LTD
Chemtrura Specialties Ecuador SA
CK Holding Corporation
Crompton Corporation, SA de CV
Energieprojecten Gemeente-energiebedrijf Amsterdam EPA B.V.
GLCC
Great Lakes Chemical Corporation
Great Lakes Europe Unltd.
Great Lakes Holding
Gt Seed Treatment, Inc
Gulf Stabilizers Industries Sales FZCO
Gustafson International Company
Hatco Corp
Homecare Labs, Inc
Hydrotech Chemical Corporation
Interbel Trading, Inc
Kaufman Holdings Corporation
Kem International Corporation
Kem Manufacturing Corporation
Lc Geismar Services, LLC
Lokar Enterprises, Inc
Pooltime GmbH
Recreational Water Products Inc
Trace Chemicals LLC
Uniroyal Chemical
Veolia Water
Witco Europe Investment Partners
Wrl of Indiana, Inc.
9056-0921 Quebec Inc.
A&M Cleaning Products LLC
Anderol Italia Srl
Antimony Products (PTY) Ltd.
Aqua Clear Industries LLC

ASCK Inc.
ASEPSIS Inc.
Asia Stabilizers Co. Ltd.
Baxenden Chemicals Ltd.
Baxenden Scandinavia AS
Bayrol France SAS
Bayrol Iberica SA
Bayrol Scandinavia AS
BioLab Australia Pty. Ltd.
Bio-Lab Canada Inc.
BioLab Company Store LLC
BioLab Franchise Co. LLC
Bio-Lab Inc.
BioLab Textile Additives LLC
BioLab UK Ltd.
BLSA Industries (Pty) Ltd.
Blue Systemes SAS
Certis Europe BV
Chemol Reszvenytarsasag International
Chemtura Manufacturing Germany GmbH
Chemtura (HK) Holding Co. Ltd.
Chemtura (Pty) Ltd.
Chemtura (Thailand) Ltd.
Chemtura Australia Pty. Ltd.
Chemtura Chemicals (Nanjing) Co. Ltd.
Chemtura Chemicals India Pte. Ltd.
Chemtura Colombia Ltda.
Chemtura Corp. Mexico S de RL de CV
Chemtura Europe d.o.o.
Chemtura Europe Ltd.
Chemtura Holding Co. Inc.
Chemtura Hong Kong Ltd.
Chemtura Industria Quimica da Brasil Ltda.
Chemtura Italy SRL
Chemtura Japan Ltd.
Chemtura Korea Inc.
Chemtura LLC
Chemtura Management GmbH
Chemtura NV
Chemtura Quimica Argentina SACI
Chemtura Sales Mexico S de RL de CV
Chemtura Sales UK Ltd.
Chemtura Shanghai Co. Ltd.
Chemtura Singapore Pte. Ltd.
Chemtura Specialties Ecuador SA
Chemtura Taiwan Ltd.
Chemtura Technology Belgium NV
Chemtura Vermögensverwaltungs GmbH & Co. KG
Chemtura Verwaltungs GmbH
CNK Chemical Realty Corp.

CPC Bayrol Ltd.
Crompton & Knowles of Canada Ltd.
Crompton & Knowles Receivables Corp.
Crompton (Uniroyal Chemical) Registrations Ltd.
Crompton Chemicals BV
Crompton Colors Inc.
Crompton Corp. Ltda.
Crompton Europe Financial Services Co.
Crompton Financial Holdings
Crompton Holding Corp.
Crompton Inc.
Crompton Ireland Investment Co. Ltd.
Crompton Kazakhstan LLP
Crompton Monochem Inc.
Crompton Overseas BV
Crompton SA
Crompton Servicios SA de CV
Crompton Specialties Asia Pacific Pte. Ltd.
Crompton Specialties Ltd.
Crompton Specialties Sdn. Bhd.
Crompton Specialties Shanghai Co. Ltd.
DiaKhem Technologies LLC
Estech GmbH & Co. KG
Estech Managing GmbH
GLCC Laurel de Mexico SA de CV
GLCC Mexico Holdings Inc.
GLLC Laurel LLC
Great Lakes Chemical (Far East) Ltd.
Great Lakes Chemical (Netherlands) BV
Great Lakes Chemical (S) Pte Ltd
Great Lakes Chemical Global Inc.
Great Lakes Chemical Konstanz GmbH
Great Lakes Holding (Europe) AG
Great Lakes Trading Co. Inc.
Great Lakes Vermögensverwaltungs GmbH & Co. KG
Gulf Stabilizers Industries Ltd.
Hatco Advanced Technologies Corp.
HomeCare Labs Inc.
Interbayrol AG
ISCI Inc.
Isofoam Ltd.
Laurel Industries Holdings Inc.
Monochem Inc.
MPC SARL
Nanjing Crompton Shuguang Organosilicon Specialties Co. Ltd.
Naugatuck Treatment Co.
Niagara Insurance Co. Ltd.
NPC Services Inc.
Penn Specialty Chemicals Inc.
Poolbrite (SA) (Pty) Ltd.

PT Crompton Indonesia
QO Chemicals GmbH
QO Chemicals Inc.
Recreational Water Products Inc.
Rubicon LLC
Sonneborn Crompton Sodium Joint Venture BV
Tetrabrom Technologies Ltd.
Unimers India Ltd.
Uniroyal Chemical Co. Ltd.
Uniroyal Chemical SA
Uniroyal Chemical Sarl
Uniroyal Chemical Taiwan Ltd.
Weber City Road LLC

5% Shareholders

FMR LLC
Barclays Global Investors NA
Heartland Advisors Inc.
Nasgovitz, William J.
ICC Capital Management

Indenture Trustees

Bank of New York
JP Morgan Trust Co.
Manufacturers & Traders Trust Co.
US Bank NA
Wells Fargo Bank NA

Landlords

Ashley Conyers LLC
BMR-Landmark at Eastview LLC
Centerpoint 300 LLC
Cobalt Industrial REIT USA
Dauby O'Connor & Zaleski
Duke 1725 N Brown Rd.
Duke Realty LP
First Industrial LP
Flavin Realty
Gwinnett Industries Inc.
Harrison French Development LLC
L&S Management Co. Inc.
Lucido, Sam
Lynch, Dalls G
Lyondell Chemical Co.
MPM Silicones LLC
Norfolk Southern Corp.
Old Towne Enterprises LLC
PenCo LLC

Preston Park 2004 LLC
Progenics Pharmaceuticals Inc.
T&R Properties

Lenders

ABN Amro Bank NV
ABN Amro Bank NV, Canada Branch
Banca Intesa SpA, New York Branch
Intesa SanPaolo SpA
Banca Nazionale del Lavoro SpA, New York Branch
Bank of America NA
Bank of America NA, Canada Branch
Bank of Tokyo-Mitsubishi Trust Co., The
Bank of Tokyo-Mitsubishi UFJ Ltd., The
Bank of Tokyo-Mitsubishi UFJ Trust Co.
UFJ Bank Ltd.
BNP Paribas
Calyon, New York Branch
Citibank NA
Citibank NA, Canada Branch
Commerzbank AG, Grand Cayman Branch
Commerzbank AG, New York Branch
Credit Suisse, Cayman Islands Branch
Credit Suisse, Toronto Branch
Deutsche Bank AG, New York Branch
ING Capital LLC
Morgan Stanley Bank
Northern Trust Co., The
Royal Bank of Scotland plc, The
Sumitomo Mitsui Banking Corp.
Wachovia Bank NA

Litigants

Albemarle Corp.
Bayer CropScience
Canadian Government
Citrus & Allied Essences Ltd.
JAM Transportation
Quala Systems Inc.
Quality Carriers Inc.
Spartech Polycom Inc.
Tricor Refining LLC
Asbury, Dixie, Estate of
Batteese, Norma
Brown, Arthur
Campbell, Charles
Campbell, Natoma
Cooper, Emmet

Corona, Maria
Couser, Lola
Dudley, Nancy Lee
Dunbar, Josephine
Dunbar, Paul
Feldkamp, Pamela
Feldkamp, Ronald
Fults, Elizabeth
Geile, Karen
Green, Wade
Herrera, Francisco
Kovaly, John
Lane, Carolyn
Loring, James
Mancia, Victor
Millar, Donna
Millar, Mark
Mills, Jimmy
Mills, Marlene
Monroe, Janet
Ortiz, Irma Rosa
Pate, Doris
Patton, Dennis
Patton, Lori
Powell, Donald
Powell, Kelly
Riley, Dawn
Riley, Robert
Robinson, Debra
Robinson, Linda
Robinson, Michael
Roth, Jill
Smith, Karen
Smith, William
Solis, Gerardo
Stephens, Don
Stetler, Amy
Stetler, Kurt
Stubbs, Doris
Turnbough, Sara
Watson, Louis
Whiteside, Marjorie
Williams, Phoebe

Officers & Directors

Anderson, Carol V.
Andrews, Nigel D.T.
Crownover, James W.
DeGoul, Eric

Dickey, David G.
Flaherty, Billie S.
Forsyth, Stephen C.
Fox, Robert A.
Garden, Edward P.
Hale, Martin M.
Headrick, Roger L.
Mahoney, Kevin
Moon, Lloyd N.
Piccolo, C.A. "Lance"
Rogerson, Craig A.
Swiech, Alan M.
Wedinger, Robert S.
Wesson, Bruce F.
Higidon, Leo I., Jr.
McDaniel, Gregory E.
Meadows-Smith, Marcus
Nichols, Mack G.
Osar, Karen R.
Proops, Jay D.
Schesfky, Lynn A.
Shainman, Barry J.
Vagnini, Michael F.
Wisniewsky, Eric C.
Wood, Robert L.
Yeaw, Gary P.

Debtors' Professionals

Access Litigation Support Services LLC
Advantage Document Services Inc.
Alston & Bird LLP
Amec Geomatrix Inc.
Babst Calland Clements & Zomnir PC
Baker & Daniels LLP
Baker & McKenzie LLP
Barrett Twomey Broom Hughes & Hooke LLP
Bass Berry Sims plc
Blanton Rice Sidwell Nickell Cozear & Collins LLC
Bradley Arant Boult Cummings LLP
Carella Byrne Bain Gilfillan Cecchi Stewart & Olstein PA
Carmody & Torrance LLP
CCPIT Patent & Trademark Law Office, Beijing
ChemRisk Inc.
Chisenhall Nestrud & Julian PA
Cohen & Grigsby PC
Curney Garcia Farmer Pickering & House PC
Davis Brown Koehn Shors & Roberts PC
Day Pitney LLP
DLA Piper US LLP

Donald Randall & Donald
Environ International Corp.
Fios Inc.
Fowler White Boggs Banker PA
Friday Eldredge & Clark LLP
FTI Consulting Inc.
Garan Lucow Miller PC
Gradient Corp.
Greenberg Traurig PA
H&J Corporate Services Ltd.
Herold & Haines PA
Heyl Royster Voelker & Allen PC
Howrey LLP
Hoyle Fickler Herschel & Mathes LLP
Hunton & Williams LLP
K&L Gates LLP
Kacal Adams & Law PC
Kean Miller Hawthorne D'Armond McCowan & Jarman
Kerr Russell & Weber plc
Kilpatrick Stockton LLP
Kirkland & Ellis LLP
Kutak Rock LLP
Latham & Watkins LLP
Lavery De Billy
LawyerLink LLC
LECG LLC
Lemle & Kelleher LLP
Littler Mendelson PC
Locke Reynolds LLP
MacLeod Dixon LLP
Maddox Nix Bowman & Zoeckler
Manko Gold Katcher & Fox LLP
Maron Marvel Bradley & Anderson PA
Martin & Obermaier LLC
Master Data Center, Detroit
Mayer Brown LLP
McKenna Long & Aldridge LLP
Mitchell Williams Selig Gates & Woodyard PLLC
Nexsen Pruet LLC
Nixon Peabody LLP
Nolan & Heller LLP
Ogilvy Renault LLP
O'Melveny & Myers LLP
Phelps Dunbar LLP
Pillsbury Winthrop Shaw Pittman LLP
Pullman & Comley LLC
Quattlebaum Grooms Tull & Burrow PLLC
Rembolt Ludtke LLP
Roberts Mlotkowski Safran & Cole PC
Robinson & Cole LLP

Robison Curphey & O'Connell LLC
RTP Environmental Associates Inc.
Schnader Harrison Segal & Lewis LLP
Sedgwick Detert Moran & Arnold LLP
Skadden Arps Slate Meagher & Flom LLP
Spilman Thomas & Battle PLLC
Steptoe & Johnson PLLC
Stuart & Branigin LLP
Thacher Proffitt & Wood LLP
Thompson Hine LLP
Torres Cantu & Aliseda PC
Trial Partners
Troutman Sanders LLP
Weil Gotshal & Manges LLP
WeirFoulds LLP
Werner Ayers LLP
Wildman Harrold Allen & Dixon LLP
Winston & Strawn LLP
WolfBlock LLP
Wooden & McLaughlin
Allen & Overy LLP
Aon Insurance Managers (USA) Inc.
Aon Risk Services of New York
Bank of America
Merrill Lynch
Bankers Trust Co.
Best & Best Krieger LLP
Citibank Nevada
Conestoga-Rovers & Associates Inc.
Debevoise & Plimpton LLP
Deloitte Tax LLP
Environmental Management Services
Environmental Resources Management Inc.
Ernst & Young LLP
Exponent Inc.
Ice Miller LLP
Johnson Lambert & Co. LLP
KPMG LLP
Locke Liddell & Sapp LLP
MB Financial Bank NA
Richard W Genetelli CPA PC
Ryan & Co. Inc.
Safeparm Laboratories Ltd.
Safety Kleen Corp.
Safety Kleen Systems Inc.
Sexton, Michael Hunter
Urquhart-Dykes & Lord LLP
Watson Wyatt & Co.
Kurtzman Carson Consultants
Lazard

Togut, Segal & Segal LLP
Alvarez & Marsal Inc.

Vendors

AcidChem (USA) Inc.
AG Processing Inc.
Air Products & Chemicals Inc.
Akzo Nobel NV
Albemarle Corp.
All-Con World Systems
Allen & Overy LLP
American Chemistry Council Inc.
American International Chemical
American Peat Technology LLC
Ampal Inc.
Arch Chemicals Inc.
Arizona Chemical Co. LLC
Arkema Inc.
Arnett HMO
Ashland Chemical Co. Inc.
ATS Staffing of Atlanta Inc.
ATTS Inc.
Automotive Rentals Inc.
Avi Nash LLC
Baker Hughes Inc.
Bancroft Bag Inc.
Bankers Trust
Barex World Trade Corp.
BASF Corp.
Ciba Corp.
Baxter-Harriss Co. Inc.
Bayer Cropscience LP
Bayer Material Science
Beacon Systems
BearingPoint Inc.
Berenfield Containers Inc.
Bleyhl Farm Service Inc.
Bold Formulators LLC
BP Energy Co.
Brenntag Midsouth Inc.
Brenntag Specialties Inc.
Buckman Laboratories Corp.
Cabb GmbH
Carbone of America Corp
Caremark
Carrier Rental Systems
Carringers Inc., The
Cefic
Centro Inc.

ChemTreat Inc.
Chemical Services Ltd.
Chevron Phillips Chemical Co. LP
China Haohua Chemical (Group) Corp.
Cisco Systems Capital Corp.
Citibank Nevada
Citizens For Fire Safety Institute
CKS Packaging Inc.
Clariant Corp.
Clean Harbors Inc.
Clearon Corp.
Cleveland Steel Container Corp.
Coams Inc.
Cocochem USA LLC
Cognis Corp.
Compass Chemical International
Conestoga-Rovers & Associates Inc.
Consolidated Murchison Ltd.
Contract Packaging Inc.
Covalence Specialty Coatings
Croda Inc.
Crompton Inc.
Crossmark Retail Services
CSC Consulting Inc.
Deloitte Tax LLP
Delta American Corp.
Delta Dental
Delta Terminal Services Inc.
Desicare Inc.
DLA Piper US LLP
Dolphin IT-Project & Consulting Corp.
Dow Chemical
Duke Realty LP
East West Manufacturing LLC
Eastman Chemical Financial Corp.
EI Dupont De Nemours & Co.
EI Dorado & Wesson Railway Co.
EI Dorado Valve & Gauge LLC
Elite International Transport Inc.
Elizabethtown Gas
Elm Press Inc.
Energy Solutions
Entergy Corp.
Environmental Management Services
Environmental Resources Management Inc.
Erco Worldwide Commerce
Ernst & Young LLP
Eutec Chemical Co. Ltd.
Everlight Chemical
Exxon Mobil Chemical Co.

Falco Lime Inc.
Flexsys America LP
Flowserve FSD Corp.
FMC Corp.
FMC Corp., Lithium Division
Foam Partner Swiss-Tex Inc.
Gallagher Bassett Services Inc.
General Chemical Corp.
General Steel Drum Corp.
Geographics Inc.
Graphic Packaging International
Greenleaf Treatment Services
Greif Inc.
Grom Associates Inc.
Gulf Stabilizers Industries
Gwinnett Industries Inc.
Hach Co.
Harlan Laboratories Ltd.
Haviland Products Co.
Hayward Industries Inc.
Headcount Management Inc.
HFG Engineering US Inc.
Highland Industrial Park Inc.
Holland Co. Inc.
Holly Oak Chemical Inc.
Horsehead Corp.
Hoyer (USA) Inc.
Huntsman Polyurethanes
IAP Inc.
IBC NA Clawson
Inchem Corp.
Industrial Chemicals Inc.
Ineos US Intermediate Finance
Information Resources Inc.
Intarome Fragrance & Flavor Co.
Intellog LLC
Intermodal Research
International Equipment Leasing Inc.
Interstate Chemical Co. Inc.
Invista SARL
Jaci Carroll Staffing
Japit Inc.
Jed Pool Tools Inc.
Jeffries Machine Co.
Jiangsu Yabang
John Ingram Inc.
Johnson Controls Inc.
Jones Hamilton Co.
Kamps Pallets
Kannar Earth Sciences Pty. Ltd.

Katten Muchin Rosenman LLP
Kaufman Container Co. Inc.
Kforce Inc.
King Technology Inc.
KMCO LP
Korex Chicago
KPMG LLP
Kyowa Hakko USA Inc.
L&S Management Co. Inc.
Lanxess Corp.
Laps For CF Inc.
Lazer Spot Inc.
Lee Hecht Harrison LLC
Leschaco Inc.
Long's Roofing & Sheet Metal Inc.
Lonza Inc.
Lyondell Chemical Co.
Mac Equipment Inc.
Magna-Kron Corp.
Master Data Center
Maxim Flexpac Inc.
McKernan Packaging
Meadwestvaco Calmar Inc.
Meglobal Americas Inc.
Meredith Corp.
Merrill Lynch
MG Maher & Co Inc.
Microsoft Services
Milam Oil Corp.
Mitsui & Co. (USA) Inc.
Morgan Lewis & Bockius LLP
Mussop Inc.
Natural Chemistry Inc.
Nisso America Inc.
NSC Systems Inc.
NYSE Market Inc.
Occidental Chemical Corp.
Ocean Computer
Odyssey Logistics & Technology Corp.
Ongweoweh Corp.
Oracle USA Inc.
Orrex Plastic Co. LLC
Ouchi Shinko Chemical Industrial Co. Ltd.
Oxea Corp.
Oxford Global Resources Inc.
Package Supply & Equipment Co.
Packaging Corp. of America
Patrick Products Inc.
PBI/Gordon Corp.
Perstorp Polyols Inc.

Petrin Corp.
Piedmont National Corp.
Pira International
Plastican Inc.
Plastiflex North Carolina LLC
PMC Biogenix Inc.
PMI Inc.
Polytop
Posimat
Power Marketing & Printing
PPG Industries Inc.
Praxair Inc.
Preston Park 2004 LLC
Pride Solvents & Chemical Co.
Procter & Gamble Distributing Co.
Prudential
PTRL West Inc.
Pullman & Comley LLC
Quality Solutions Group
Reagent Chemical & Research Inc.
Reliant Energy Solutions
Reliastar Life Insurance Co.
RepcO Inc.
Rexam Beauty & Closures
Rhodia Inc.
Rianlon International Groups Ltd.
Richard W Genetelli CPA PC
Rimex Supply Ltd.
Rionlon (Tianjin) Chemical Co. Ltd.
RJH Trading Ltd.
Rock Tenn
Rubicon
Sabic LP US LLC
Sapient Corp.
Schuetz Container System (Shanghai)
Sears Holding Co.
Securitas Security Services USA Inc.
Sedgwick Detert Moran & Arnold LLP
Shell Chemical LP
Shell Chemicals Americas Inc.
Shikoku Chemicals Corp.
Shirley Hollywood & Associates
Shuang Bang Industrial Corp.
SI Group Inc.
Sinon Corp.
SkillSoft Corp.
Smith Fibercast
Smurfit Stone Container
Solutia Inc.
Solvay Chemicals Inc.

Sonneborn Inc.
Southern Garrett LLC
Southern Ionics Inc.
St. Charles Parish (LA)
Stolthaven Houston Inc.
Sun Petrochemicals Co.
Sunoco Inc.
Supply Force Co. LLC
Synasia Inc.
Synthesia
Taminco Inc.
Tangoe Inc.
TDC LLC
Terminal Warehouse Inc.
Tetra Technologies
Thermo Labsystems
Thermphos International BV
TK Supplies
TM Deer Park Services
Tomark Industries Inc.
Townsend Polymer Service & Info
Transportation Solutions Inc.
Trigon Chemie GmbH
Trilogy Leasing Co. LLC
Triplex Inc.
Turner Industries Group LLC
Union Tank Car Co.
Univar USA Inc.
Universal Cooperatives Inc.
US Borax Inc.
US Security Associates Inc.
USA Container Co. Inc.
USI Real Estate Brokerage Serv Inc.
UTI Integrated Logistics
Valterra Products Inc.
Vanchlor Catalysts LLC
Vandemark Chemical Inc.
Vendavo Inc.
Venomix Inc.
Vision Service Plan
Volunteer Pastilles
VOTG Tanktainer GmbH
Wildman Harrold Allen & Dixon LLP
Woodside Recycling & Disposal Facility
WR Grace & Co.
WS Packaging Group Inc.
Xi'an Yuanfar International Trade
Yash Technologies Inc.
Meyers

Foreign Vendors

ADM International SARL
Adpo Group
Agros SA
Air Liquide UK Ltd.
Albemarle Corp.
Arkema Ltd.
Ashland Canada Corp.
Astana-Nan Ltd.
Atul Europe Ltd.
Azur Chimie SAS
Baerlocher Italia SPA
BASF AG
BASF Corp.
CIBA Lampertheim GmbH
Bayer Corp.
Schering AG
Bolckmans Immo NV
Borealis Polymers Oy
Bosecom KFT
Bouwcenter Floris
Bromine Compounds Ltd.
Bruno Bock
Bulkhaul Ltd.
Bundeskasse Trier
Canada Receiver General
Certis Europe BV
Chemark KFT
Constellation NewEnergy Canada
De Sangosse Ltd.
Deloitte & Touche
DSM Fine Chemicals Austria GmbH
Dupont Hungary Ltd.
Ecotecna SRL
E.ON Benelux NV
Erdgas Sudbayern GmbH
Ertisa Great Britain Ltd.
Evonik Oxeno GmbH
Exel Europe Ltd.
Faci SPA
Febex SA
FMC Foret SA
Gowan
Hexion Specialty Chemicals
Huntsman
ICC Handels AG
Imperial Oil
Ineos Phenol GmbH & Co Kg
Invista (International) SARL

Jiangsu Yabang
Jurgen Schmidt Chemievertretung
KPMG Management Consulting
KPMG Meijburg En Co.
Kuehne+Nagel SRL
Lanxess Deutschland GmbH
Lonza SPA
Lubrizol UK Ltd.
Lyondell Chemie Nederland BV
Marenzana SPA-Trasporti
Mediofactoring SPA
Mepura Metallpulvergesellschaft mbH
Mercer Human Resource Consulting
Merisol UK Ltd.
Momentive Performance Materials
Nanjing Jingmei Chemical Co. Ltd.
Neill & Brown (Shipping) Ltd.
Odyssey Logistics & Technology
Odyssey Logistics Europe BVBA
Peas BV
Pezzotta Luciano Autotrasporti
Polimeri Europa SPA
Renolit AG
Sabic UK Petrochemicals Ltd.
Sasol-Huntsman GmbH & Co. KG
Schutz (UK) Ltd.
Scottish & Southern Energy Supply
Shandong Haihua Tianji
Shangyu Lixin Chemical Co. Ltd.
Shuang Bang Industrial Corp.
SI Group-Switzerland GmbH
Sonneborn Inc.
Special Materials Co.
Sumitomo Chemical Agro Europe
Supplyforce
Synthesia
Taminco NV
Tessengerlo Italia
Toronto City Treasurer
UK Inland Revenue
UK Inland Revenue Accounts Office
UMG ABS Hong Kong Ltd.
Unipex Solutions Canada Inc.
Univar Canada Ltd.
Univar Solvents
VLS-Group Belgium NV

**Key Staff Members of the Office of the
United States Trustee for the Southern District of New York**

Riffkin, Linda A.
Davis, Tracy Hope
Brooks, Catletha
Choy, Danny A.
Dub, Elizabeth C.
Felton, Marilyn
Golden, Susan
Joseph, Nadkarni
Khodorovsky, Nazar
Martin, Marylou
Martinez, Anna M.
Masumoto, Brian S.
Mendoza, Ercilia A.
Moroney, Mary V.
Nakano, Serene
Morrisey, Richard C.
Schwartzberg, Paul K.
Sharp, Sylvester
Soto, Hector
Velez-Rivera, Andy
Zipes, Greg M.

**Parties Filing a Notice of Appearance
(As of March 31, 2009)**

Baker Petrolite Corporation
FMC Corporation
Citibank, N.A.
ABN AMRO Bank N.V.
The Royal Bank of Scotland plc
Preston Park 2004 LLC
Occidental Chemical Corporation
Rock-Tenn Company
Union Tank Car Company
PPG Industries, Inc.
United Steel Paper and Forestry, Rubber, Manufacturing,
Energy, Allied Industrial and Service Workers
International Union
The Bank of New York Mellon Trust Company,
National Association
United States of America
Momentive Performance Materials
Sonneborn Holdings LLC
Empire HealthChoice Assurance, Inc.
Empire Blue Cross Blue Shield
MB Financial Bank N.A.
Entergy

U.S. Bank National Association
Missouri Department of Revenue
Airgas, Inc.
Bandag, Incorporated
Bridgestone Bandag, LLC
Arlington ISD (Texas)
Dallas County (Texas)
City of Memphis (TN)
Rhodia, Inc.
Brenntag Mid-South Inc.
Chevron Corporation
Calumet Penreco, LLC
ProLiance Energy

Members of the Committee and Proposed Professionals

U.S. Bank National Association
The Bank of New York Mellon Trust Company
Pension Benefit Guaranty Corporation
Manufacturers & Traders Trust Co.
RiverSource Investments, LLC
Federated Investment Management Company
Occidental Chemical Corporation
Entergy Arkansas, Inc.
WS Packaging, Inc.
Houlihan Lokey Howard & Zukin

SCHEDULE 2
PARTIES AND/OR RELATED PARTIES LISTED ON SCHEDULE 1
WHO ARE RECORDED IN THE CONFLICT DATABASE AS BEING
CURRENT OR FORMER CLIENTS OF AKIN GUMP

Debtors and Debtors' Affiliates

As disclosed in the Golden Declaration, Akin Gump has in the past represented Chemtura Corporation (“Chemtura”), Crompton Inc. (“Crompton”); Great Lakes Chemical Corporation (“Great Lakes”); and/or certain related parties of Chemtura, Crompton and Great Lakes on matters wholly unrelated to the Debtors’ chapter 11 cases.

5% Equity Holders

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors’ chapter 11 cases:

FMR LLC

Barclays Global Investors NA

Indenture Trustees

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors’ chapter 11 cases:

JPMorgan Trust Co.

Wells Fargo Bank, N.A.

US Bank, N.A.

Landlords

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors’ chapter 11 cases:

Lyondell Chemical Co.

Norfolk Southern Corp.

Lenders

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|--------------------------------------|-----------------------------------|
| Bank of America NA | Deutsche Bank AG, New York Branch |
| Bank of America NA, Canada Branch | ING Capital LLC |
| Citibank NA | Morgan Stanley Bank |
| Citibank NA, Canada Branch | Royal Bank of Scotland plc |
| Credit Suisse, Cayman Islands Branch | Wachovia Bank NA |
| Credit Suisse, Toronto Branch | |

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|-----------------------------------|--------------------|
| ABN Amro Bank NV | BNP Paribas |
| ABN Amro Bank NV, Canada Branch | Northern Trust Co. |
| Banca Intesa SpA, New York Branch | |

Litigants

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|---------------------|---------------------------------|
| Canadian Government | Citrus & Allied Essentials Ltd. |
|---------------------|---------------------------------|

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|--------------------|-----------------------|
| Quala Systems Inc. | Quality Carriers Inc. |
|--------------------|-----------------------|

Officers & Directors

Akin Gump has not represented any of these individuals.

Professionals

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Bank of America

Ernst & Young

Merrill Lynch

Watson Wyatt & Co.

Citibank Nevada

Lazard

Deloitte & Touche

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Alston & Bird LLP

Skadden Arps Slate Meagher & Flom LLP

Baker & Daniels LLP

Troutman Sanders LLP

Baker & McKenzie LLP

Weil Gotshal & Manges LLP

Carmody & Torrance LLP

Winston & Strawn LLP

CCPIT Patent & Trademark
Law Office, Beijing

WolfBlock LLP

FTI Consulting Inc.

Aon Insurance Managers (USA) Inc.

Greenberg Traurig PA

Aon Risk Services of New York

Hunton & Williams LLP

Debevoise & Plimpton LLP

Kilpatrick Stockton LLP

Bankers Trust co.

Kirkland & Ellis LLP

Debevoise & Plimpton LLP

Latham & Watkins LLP

KPMG LLP

Mitchell Williams Selig Gates &
Woodyard PLLC

Locke Liddell & Sapp LLP

Nixon Peabody LLP

Safety Kleen Corp.

Pillsbury Winthrop Shaw Pittman LLP

Safety Kleen Systems Inc.

Schnader Harrison Segal & Lewis LLP

Urquhart-Dykes & Lord LLP

Vendors

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|----------------------------------|------------------------|
| Akzo Nobel NV | Invista SARL |
| BP Energy Co. | Johnson Controls Inc. |
| Citibank Nevada | Merrill Lynch |
| Covalence Specialty Coatings | Prudential |
| Dow Chemical | Solvay Chemicals, Inc. |
| Eastman Chemical Financial Corp. | Tetra Technologies |
| Ernst & Young LLP | Univar USA Inc. |
| Flowserve FSD Corp. | |

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|----------------------------------|---------------------------------|
| Air Products & Chemicals Inc. | Crompton Inc. |
| American Chemistry Council Inc. | CSC Consulting Inc. |
| Ashland Chemical Co. Inc. | El Dupont De Nemours & Co. |
| Baker Hughes Inc. | Entergy Corp. |
| Bankers Trust | FMC Corp. |
| BASF Corp. | FMC Corp., Lithium Division |
| Caremark | Gallagher Bassett Services Inc. |
| Chevron Phillips Chemical Co. LP | Huntsman Polyurethanes |
| Cisco Systems Capital Corp. | Katten Muchin Rosenman LLP |
| Cognis Corp. | KPMG LLP |

Lyondell Chemical Co.

Reliastar Life Insurance Co.

Microsoft Services

Sapient Corp.

Mitsui & Co. (USA) Inc.

Sears Holding Co.

Occidental Chemical Corp.

Shell Chemical LP

Oracle USA Inc.

Shell Chemicals Americas Inc.

Packaging Corp. of America

Union Tank Car Co.

Proctor & Gamble Distributing Co.

WR Grace & Co.

Foreign Vendors

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Deloitte & Touche

Momentive Performance Materials

Hexion Specialty Chemicals

Univar Canada Ltd.

Mercer Human Resource Consulting

Univar Solvents

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

Agros SA

Dupont Hungary Ltd.

Air Liquide UK Ltd.

KPMG Management Consulting

Ashland Canada Corp.

KPMG Meijburg En Co.

BASF AG

Lyondell Chemical Nederland BV

BASF Corp.

Sumitomo Chemical Agro Europe

Constellation NewEnergy Canada

U.S. Trustee's Office – Personnel

Akin Gump has not represented any of these individuals.

Parties Filing Notice of Appearance (through March 31, 2009)

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|-------------------------------------|--------------------------------|
| Baker Petrolite Corporation | Empire Blue Cross Blue Shield |
| Citibank, N.A. | U.S. Bank National Association |
| The Royal Bank of Scotland plc | Airgas, Inc. |
| Momentive Performance Materials | Bridgestone Bandag, LLC |
| Empire HealthChoice Assurance, Inc. | |

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|--|-----------------------|
| FMC Corporation | Entergy |
| ABN AMRO Bank N.V. | Bandag, Incorporated |
| Occidental Chemical Corporation | Dallas County (Texas) |
| Union Tank Car Company | Chevron Corporation |
| The Bank of New York Mellon Trust Company, National Association | |

Members of the Committee and Proposed Professionals

Akin Gump has in the past represented and currently represents the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|---------------------------------|-------------------------------|
| U.S. Bank, National Association | Houlihan Lokey Howard & Zukin |
|---------------------------------|-------------------------------|

Akin Gump has in the past represented the following companies and/or certain related parties of such companies on matters wholly unrelated to the Debtors' chapter 11 cases:

| | |
|--|---------------------------------|
| The Bank of New York Mellon Trust Company, National Association | Occidental Chemical Corporation |
| Pension Benefit Guaranty Corporation | Entergy Arkansas, Inc |

SCHEDULE 3

PARTIES AND/OR RELATED PARTIES LISTED ON SCHEDULE 1 WHO ARE RECORDED IN THE CONFLICT DATABASE AS BEING CURRENTLY OR FORMERLY ADVERSE TO CLIENTS OF AKIN GUMP

ABN Amro Bank NV
ABN Amro Bank NV, Canada Branch
Airgas, Inc.
Air Liquide UK Ltd.
Air Products & Chemicals Inc.
Akzo Nobel NV
Albemarle Corp.
Alston & Bird LLP
Amec Geomatrix Inc.
Aon Insurance Managers (USA) Inc.
Aon Risk Services of New York
Arizona Chemical Co. LLC
Arnett HMO
Ashland Canada Corp.
Ashland Chemical Co. Inc.
Baker & Daniels LLP
Baker & McKenzie LLP
Baker Hughes Inc.
Bank of America NA
Bank of America NA, Canada Branch
Bank of Tokyo-Mitsubishi Trust Co., The
Bank of Tokyo-Mitsubishi UFJ Ltd., The
Bank of Tokyo-Mitsubishi UFJ Trust Co.
Bankers Trust Co.
Barclays Global Investors NA
BASF AG
BASF Corp.
Bayer Corp.
Bayer Cropscience LP
Bayer Material Science
BearingPoint Inc.
BNP Paribas
BP Energy Co.
Brenntag Mid-South, Inc.
Bridestone Bandad, LLC
Calyon, New York Branch
Canadian Government
Caremark
Chevron Corporation
Chevron Phillips Chemical Co. LP
Ciba Corp.
Cisco Systems Capital Corp.
Citibank NA
Citibank NA, Canada Branch
Citibank Nevada
Cobalt Industrial REIT USA
Commerzbank AG, Grand Cayman Branch
Commerzbank AG, New York Branch
Constellation NewEnergy Canada
Credit Suisse, Cayman Islands Branch
Credit Suisse, Toronto Branch
CSC Consulting Inc.
Dallas County (Texas)
Deloitte Tax LLP
Delta Dental
Desicare Inc.
Deutsche Bank AG, New York Branch
DLA Piper US LLP
Dow Chemical
Duke Realty LP
Dupont Hungary Ltd.
El Dupont De Nemours & Co.
Elizabethtown Gas
Empire Blue Cross Blue Shield
Empire HealthChoice Assurance, Inc.
Entergy Arkansas, Inc.
Entergy Corp.
Environ International Corp.
Ernst & Young LLP
Exponent Inc.
Exxon Mobil Chemical Co.
Flowserve FSD Corp.
FMC Corp.
FMC Corp., Lithium Division
FMR LLC
FTI Consulting Inc.
Gallagher Bassett Services Inc.
Great Lakes Chemical Corporation
Greenberg Traurig PA
Houilhan Lokey Howasd & Zukin
Hunton & Williams LLP
Huntsman Polyurethanes

Imperial Oil
Ineos Phenol GmbH & Co Kg
ING Capital LLC
Interstate Chemical Co. Inc.
Johnson Controls Inc.
JP Morgan Trust Co.
Kforce Inc.
Kilpatrick Stockton LLP
Kirkland & Ellis LLP
KPMG LLP
KPMG Management Consulting
KPMG Mejborg En Co.
Lanxess Corp.
Lanxess Deutschland GmbH
Latham & Watkins LLP
Lazard
Littler Mendelson PC
Locke Liddell & Sapp LLP
Lubrizol UK Ltd.
Lyondell Chemical Co.
Lyondell Chemie Nederland BV
Mayer Brown LLP
Meadwestvaco Calmar Inc.
Mercer Human Resource Consulting
Merrill Lynch
Mitsui & Co. (USA) Inc.
Momentive Performance Materials
Morgan Lewis & Bockius LLP
Morgan Stanley Bank
Norfolk Southern Corp.
Northern Trust Co., The
Occidental Chemical Corporation.
Oracle USA Inc.
Packaging Corp. of America
Pension Benefit Guaranty Coproation
Pillsbury Winthro Shaw Pittman LLP
PPG Industries Inc.
Praxair Inc.
Procter & Gamble Distributing Co.
Prudential
Reliant Energy Solutions

Reliastar Life Insurance Co.
Rexam Beauty & Closures
Rhodia Inc.
Rock Tenn Company
Royal Bank of Scotland plc, The
Ryan & Co. Inc.
Safety Kleen Corp.
Sapient Corp.
Sears Holding Co.
Securitas Security Services USA Inc.
Shell Chemical LP
Shell Chemicals Americas Inc.
Skadden Arps Slate Meagher & Flom LLP
Smurfit Stone Container
Solutia Inc.
Steptoe & Johnson PLLC
Sumitomo Mitsui Banking Corp.
Taminco NV
Tetra Technologies
The Bank of New York Mellon Trust
Company, National Association
Thompson Hine LLP
UFJ Bank Ltd.
Union Tank Car Company
Univar Canada Ltd.
Univar Solvents
Univar USA Inc.
Universal Cooperatives Inc.
US Bank National Association
United States of America
United States Paper and Forestry, Rubber,
Manufacturing, Energy, Allied Industrial
and Service Workers International Union
Vision Service Plan
Wachovia Bank NA
Weil Gotshal & Manges LLP
Wells Fargo Bank NA
Wildman Harrold Allen & Dixon LLP
WR Grace & Co.
WS Packaging Group Inc.
Yash Technologies Inc.

SCHEDULE 4

PARTIES LISTED ON SCHEDULE 1 WHO ARE RECORDED IN THE CONFLICT DATABASE AS SERVING OR HAVING SERVED ON OTHER INFORMAL AND/OR OFFICIAL CREDITORS' COMMITTEES REPRESENTED BY AKIN GUMP

| | |
|--------------------------------------|--------------------------------------|
| ABN Amro Bank NV | Deutsche Bank AG, New York Branch |
| ABN Amro Bank NV, Canada Branch | Federated Investment Company |
| Bank of America NA | FMR LLC |
| Bank of America NA, Canada Branch | JP Morgan Trust Co. |
| Bankers Trust Co. | Merrill Lynch |
| Barclays Global Investors NA | Morgan Stanley Bank |
| BASF AG | Pension Benefit Guaranty Corporation |
| BASF Corp. | Prudential |
| Citibank NA | The Bank of New York Mellon Trust |
| Citibank NA, Canada Branch | Company, National Association |
| Citibank Nevada | US Bank National Association |
| Credit Suisse, Cayman Islands Branch | Wachovia Bank NA |
| Credit Suisse, Toronto Branch | Wells Fargo Bank N |

EXHIBIT B

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

-----X
: :
In re: : Chapter 11
: :
Chemtura Corporation, et al. : Case No. 09-11233 (REG)
: :
Debtors. : (Jointly Administered)
-----X

**ORDER AUTHORIZING THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS OF CHEMTURA CORPORATION, ET AL.
TO RETAIN AND EMPLOY AKIN GUMP STRAUSS HAUER & FELD LLP
AS COUNSEL, NUNC PRO TUNC TO MARCH 26, 2009**

Upon the application dated May 4, 2009 (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Chemtura Corporation, et al. (collectively the “Debtors”) for an order, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the Committee to retain and employ the law firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), nunc pro tunc to March 26, 2009, and upon the Declaration of Daniel H. Golden, Esq., a member of the firm of Akin Gump, dated May 4, 2009 (the “Golden Declaration”); and it appearing that the partners, counsel and associates of Akin Gump who will perform services on behalf of the Committee in these chapter 11 cases are duly qualified to practice before this Court; and the Court finding, based on the representations made in the Application and the Golden Declaration, that Akin Gump does not represent any interest adverse to the Committee and/or the Debtors’ estates with respect to the matters upon which it is to be engaged, that it is a “disinterested person,” as that term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, that its employment is necessary and in the best interests of the Committee and the Debtors’ estates; that

adequate notice of the Application having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefore, it is:

ORDERED, that the Application is approved to the extent provided herein; and it is further

ORDERED, that in accordance with section 1103(a) and, with respect to Akin Gump's hourly rates, section 328(a) of the Bankruptcy Code, and Bankruptcy Rule 2014(a), the Committee is hereby authorized and empowered to employ and retain the firm of Akin Gump as its counsel, nunc pro tunc to March 26, 2009, to represent the Committee in these cases under chapter 11 of the Bankruptcy Code and such retention is hereby approved; and it is further

ORDERED that Akin Gump shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court; and it is further

ORDERED that, if Akin Gump's billing rates are increased on an across-the-board basis, Akin Gump will make specific disclosures of such increase in the applicable monthly fee statement; and it is further

ORDERED that the Committee is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application; and it is further

ORDERED that the terms and conditions of this order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated: _____, 2009
New York, New York

HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE