Objection Deadline: September 9, 2010 at 4:00 p.m. EDT
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

OBJECTION OF INVESTCORP INTERLACHEN MULTI-STRATEGY MASTER FUND LIMITED TO CONFIRMATION OF DEBTORS' REORGANIZATION PLAN UNDER 11 U.S.C. § 1129(b)

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Investcorp Interlachen Multi-Strategy Master Fund Limited ("**Interlachen**") hereby objects to confirmation of the Joint Chapter 11 Plan of Chemtura Corporation *et al.*, as supplemented by the Plan Supplement (the "**Plan**"). In support of its Objection, Interlachen respectfully states as follows:[1]

Preliminary Statement

1. Interlachen is an exempt company organized and existing under the laws of the Cayman Islands, with its registered office at Boundary Hall, Cricket Square, P O Box 1111, Grand Cayman, KY1-1102, Cayman Islands. Interlachen holds (a) Class 7 Claims (2009 Notes Claims) in the principal amount of $4,000,000,[2] (b) Class 8 Claims (2026 Notes Claims) in the principal of $6,000,000, and (c) 10,009,000 Class 13a Interests (shares of Chemtura Corporation ("**Chemtura**" or the "**Debtor**") common stock).

2. The Court should deny confirmation because the Plan:

- is premised on a grossly low enterprise valuation that is contrary to the Debtors' actual reported performance and the market's objective valuation of the Debtors;
- is not "fair and equitable" to current shareholders because Noteholders[3] are recovering more than 100% on account of their claims;
- inappropriately vests Causes of Action (including avoidance actions) in the Reorganized Debtors providing a further windfall to the Noteholders who will own the majority of the Reorganized Debtors' stock under the Plan;
- fails to justify its ill-advised satisfaction and/or settlement of contingent and contested claims;

[1] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Plan.

[2] Interlachen discloses its ownership of certain 2009 Note Claims for informational purposes only, and objects to confirmation of the Plan solely in its capacity as an equity holder and holder of 2026 Note Claims.

[3] "**Noteholders**" refers to claimants holding 2009 Claims, 2016 Claims and 2026 Claims.

- inequitably contemplates providing current management and certain employees with up to 11% of the Reorganized Debtors' common stock, more than double the New Common Stock available for distribution to all current shareholders if they accept the Plan, and multiples of what management currently owns of the Debtors;

- inappropriately provides releases to numerous non-debtor parties; and

- subjects current shareholders to an inappropriate "carrot/stick" voting construct.

3. The proposed Plan seeks to turn over control of the Debtors to the Noteholders while guaranteeing only a *de minimis* return to shareholders, if -- and only if -- they vote to accept the Debtors' fatally flawed Plan. This, despite the fact that (a) the Debtors are solvent, (b) creditors will be paid in full, and (c) there is substantial additional residual value available for distribution to shareholders.

4. The Plan is not "fair and equitable" to shareholders. The Plan is premised on an unsupportable and curiously low enterprise value based on stale financial numbers previously generated by an entrenched management team that stands to reap a significant windfall upon consummation of the Plan. Even Lazard Frères & Co., LLC ("**Lazard**"), the Debtors' financial advisor, acknowledges, as it must, that the Debtors' asserted enterprise valuation is premised upon subjective assumptions provided by the Debtors' management, and that no independent appraisals of the Debtors' assets were performed. Further, as discussed below, the Debtors' valuation inexplicably fails to take into account objective market data and the Debtors' own financial reporting.

5. The artificially low enterprise value and resultant undervaluing of the Reorganized Debtors' equity permits the Noteholders to receive a recovery in excess of their Allowed Claims. This unfair and inequitable result is exacerbated by the Debtors' proposal to vest Causes of Action (including, without limitation, chapter 5 avoidance actions) in the

Reorganized Debtors, rather than placing those assets in a trust or otherwise making the proceeds available to fund cash distributions to creditors while permitting existing shareholders to receive a greater distribution. Thus, the Noteholders will not only receive direct control of the Reorganized Debtors under the Plan, but also will benefit indirectly from any recovery the Reorganized Debtors realize from these prepetition Causes of Action.

6. The Plan further diminishes shareholders' potential for a meaningful recovery by needlessly paying a make-whole and no-call premiums to certain Noteholders and entering into ill-conceived settlements with the PBGC and related to Diacytl Claims. Rather than reinstating their existing bond debt at a 6.875% interest rate, the Debtors and management remarkably have decided to pay to the Noteholders $70 million in unnecessary premiums for the "privilege" of refinancing their bond debt at a higher interest rate and shorter maturity date.

7. Management also proposes to allocate up to 11% of the equity in the Reorganized Debtors to itself and certain employees through the long term incentive program. The actual value of this equity distribution to management is unreasonably and disproportionately high, especially in light of the Reorganized Debtors unnecessarily low debt profile. The Plan proposes to maintain a leverage ratio significantly lower than that of the Debtors' competitors despite the fact that Moody's has indicated that the Reorganized Debtors could retain the same debt rating with twice as much debt. This additional debt would help to provide a meaningful recovery for the Debtors' current shareholders. However, the Plan proposes a lower leverage ratio in order to preserve a larger share of the Reorganized Debtors' equity for the Noteholders and management -- at the expense of existing shareholders.

8. Millions upon millions of dollars in value that should go to the shareholders under the Bankruptcy Code's ("**Code**") priority scheme are improperly and unjustifiably being

transferred to the Noteholders and management under the proposed Plan. The Plan provides an out and out windfall for the Noteholders (who will be the new majority economic owners of the Reorganized Debtors) and the Debtors' management at the sole expense of the existing shareholders -- the very parties to whom the Debtors owe a fiduciary duty that, under the Plan, they seek to evade with an overly broad release.

9. The Debtors unjustifiably discriminate against their shareholders by attempting to coerce their acceptance of the Plan through the use of an inappropriate "carrot/stick" voting construct. Shareholders should not be forced to decide between accepting a certain 5% fixed recovery or gambling on the chance for a 10.4% recovery.[4] The Debtors are solvent. Under the Plan, all classes other than the shareholders are receiving 100% of the principal and interest owed to them (plus, in the case of the 2016 and 2026 Noteholders, a make-whole and no-call premium). Shareholder recovery in this case is not a gift from a senior creditor class -- it is right guaranteed by the Code. All residual value, after the payment of creditors, should flow to the shareholders, yet under the Plan it does not.

10. In short, the Plan is both legally and practically unsound and should not be confirmed. It provides substantially more than payment in full to the Noteholders and an unwarranted windfall to management, and imprudently satisfies various contingent and contested claims -- all at the expense of the shareholders. It discriminates against the shareholders by forcing them to decide between a fixed or an adjustable recovery, when, in truth, they are entitled under the Code to whatever assets remain after payment of all Allowed Claims. Where, as here, the Debtors are solvent and Allowed Claims are being paid in full, shareholders should not be

[4] This alternative treatment demonstrates that the Debtors believe their shareholders may be entitled to more than double the proposed recovery shareholders are to receive if they vote in favor of the Plan.

required to waive their claims to Plan Reserves as a means of securing a guaranteed -- and lower -- recovery.

Objections to Confirmation[5]

I. The Plan Is Not Fair And Equitable To Shareholders

The Plan Is Based on Erroneous Valuation

11. The Plan is unconfirmable because it undervalues the Debtors' business. As a result, the Noteholders are receiving substantially more than a full recovery in violation of the absolute priority rule.

12. The Debtors' valuation fails to take into account substantial market changes that continue to improve the Debtors' business. Lazard relied on the Debtors' projections in conducting its valuation and "did not independently verify the Projections in connection with preparing estimates of Enterprise Value or Equity Value. . . ." *See* DS, Ex. F at 2.[6] Further, "no independent valuations or appraisals of the Debtors were sought or obtained in connection [with the valuation]." *Id*. The Debtors acknowledge that their financial projections, a key component of the Lazard valuation, were last refreshed in April 2010 -- more than five months ago. *See* DS, Ex. E at 1.

13. The Debtors' EBITDAR projection for 2010, which was used in formulating the Debtors' enterprise value, was $301 million. Actual performance during the 12 months ended June 30, 2010, however, shows Adjusted EBITDA of $325 million.[7] *See* Preliminary Offering

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[5] Interlachen anticipates that the Equity Committee and the United States Trustee will file their own objections to the Plan. Interlachen reserves the right to join in those objections or any other objections following its review thereof.

[6] "**DS**" refers to the Disclosure Statement for the joint Chapter 11 Plan of Chemtura Corporation, *et al.* [Docket No. 3324]

[7] The adjustments included in the Adjusted EBITDA (as defined in the Offering Memorandum) calculations contained in the Offering Memorandum and the EBTIDAR calculations in the Financial Projections in the

Memorandum, Chemtura Corporation, Senior Notes Due 2018 in the principal amount of $450,000,000, at 55 ("**Offering Memorandum**"). Further, the Debtors' July 2010 monthly operating report showed revenue up 17% and a $15 million increase in Adjusted EBITDA as compared to July 2009. *See* Exhibit A.

14. Not surprisingly, the end result of using stale numbers as a basis for the Debtors' financial projections is a flawed valuation. The Plan thus cannot be confirmed because it is based on a fundamentally flawed and erroneous valuation.

Markets Agree Asserted Chemtura Enterprise Value Is Too Low

15. Objective market data corroborates Interlachen's conclusion that the Debtors' enterprise value is substantially greater than the Lazard valuation.

16. It is critical to consider the Debtors' valuation in its proper context. First, Lazard acknowledges that there has been no independent appraisal performed on any of the Debtors' assets and that Lazard is relying solely on information provided by the Debtors' entrenched management -- a group that stands to remain employed and profit handsomely under the Plan. Second, because Lazard's valuation admittedly rests on subjective assumptions provided by a self-interested management group, an objective assessment of value provided by a functioning market provides a more accurate view of Chemtura's true value. *Iridium Operating LLC v. Motorola, Inc. (In re Iridium Operating LLC)*, 373 B.R. 283, 291 (Bankr. S.D.N.Y. 2007) ("[T]he public markets constitute a better guide to fair value than the opinions of hired litigation experts whose valuation work is performed after the fact and from an advocate's point of view."); *see also VFB LLC v. Campbell Soup Co.*, 482 F.3d 624, 633 (3d Cir. 2007) ("Absent some reason to distrust it, the market price is a more reliable measure of the stock's value than

Disclosure Statement use comparable methodologies, and thus, provide a comparable measure of the Debtors' earnings.

the subjective estimates of one or two expert witnesses." (internal quotation marks omitted)); *In re Prince*, 85 F.3d 314, 320 (7th Cir. 1996) ("[I]n a properly functioning market, especially where the stock is frequently traded among a number of different buyers and sellers, the price that buyers are presently willing to pay--and that sellers are willing to accept--for shares of the stock is usually the most accurate representation of the present value of the stock's future cash flows."); *Liquidation Trust of Hechinger Inv. Co. v. Fleet Retail Fin. Group (In re Hechinger Inv. Co.)*, 327 B.R. 537, 548 (D. Del. 2005) ("[T]he court will give deference to the prevailing marketplace values,…rather than to values created with the benefit of hindsight for the purposes of litigation.") (internal quotation marks and citation omitted).

17. The equity market has, for an extended period, expressed with its dollars that there is significant value in the Debtors' equity. From January 4, 2010 through June 17, 2010, the day that the Debtors filed their fatally flawed Plan, Chemtura's common stock traded actively. In fact, during that time, an average of 1.54 million Chemtura shares traded daily with an average market capitalization of more than $337 million. Chemtura's market capitalization peaked during this period at $427 million -- roughly <u>six</u> <u>times</u> the value that the shareholders would receive under the Plan. *See* <u>Exhibit B</u>.

18. These trading levels were achieved even before the Debtors' dramatic improvement in earnings and at a time that the Debtors faced significant environmental claims (*see* DS, at 86-7) and an undefined liability on account of the Diacetyl Claims (*see* DS, at 87-92). The equity market's message -- that Chemtura's common stock has significant value -- should not be ignored.

19. Bond prices too have reflected a higher enterprise value than that contemplated by the Plan. In fact, from January 4, 2010, through August 31, 2010, the Debtors' 2016 Notes and

2009 Notes have consistently traded *above* 103 and as high as 118.5. *See* Exhibit C. Even the most structurally subordinated 2026 Notes have traded at prices ranging from 90 to 110 during much of 2010, with prices as high as 114 despite the risk of reinstatement with a low 6.875% coupon and a long-dated maturity. *Id.*

20. Bond trading levels are the result of liquid markets. According to Trade Reporting and Compliance Engine ("**TRACE**"), there have been 249 trades of at least $1 million in the 2016 Notes between January 5, 2010 and August 31, 2010. *Id.* The value of those trades likely is materially more than $249 million, as TRACE reports the size of each trade only as more than $1 million (without specifying how much more).[8] The trading activity set forth in Exhibit C demonstrates the liquid trading of the 2016 Notes, the 2009 Notes and the 2026 Notes.

21. Investors' willingness to pay premiums for the Debtors' existing debt instruments is clear and objective evidence of the market's view of the Debtors' enterprise and equity value -- and that the Plan severely undervalues the Debtors.

Noteholders Will Receive More Than Full Recovery

22. By undervaluing the enterprise, the Debtors have undervalued the new common stock to be issued under the Plan. The Noteholders thus are receiving a recovery well in excess of the amount of their Allowed Claims.

23. Code section 1129(b)(1) requires that a nonconsensual plan must be "fair and equitable" to dissenting classes. The "fair and equitable" standard requires that, with respect to a dissenting class of interests, "the holder of any interest that is junior to the interests of such class

[8] For a description of TRACE reporting guidelines, please see the TRACE Trade Reporting and Compliance Engine User Guide, Version 2.4 - March 31, 2010, p. 50, a copy of which can be found at (http://www.finra.org/Industry/Compliance/MarketTransparency/TRACE/Documentation).

will not receive or retain under the plan on account of such junior interest any property." Code § 1129(b)(2)(C).

24. A corollary to this absolute priority rule is that senior creditors cannot receive a greater than 100% recovery on their claims; excess value must be allocated to junior classes of debt or equity. *In re Granite Broadcasting Corp.*, 369 B.R. 120, 140 (Bankr. S.D.N.Y. 2007); *In re Exide Techs*., 303 B.R. 48, 61 (Bankr. D. Del. 2003); *see also In re P.J. Keating Co.*, 168 B.R. 464, 469-70 (Bankr. D. Mass. 1994) ("An uncodified aspect of the fair and equitable rule governing the cram down of interests is that no class of creditors be paid more than in full.") (citing H.R. Rep. No. 95-595, at 410 (1977), *reprinted in* 1978 U.S.C.C.A.N. 5787, 6370); 7 Collier, Bankruptcy ¶ 1129.03[4][a][ii] at 1129-83 (16th ed. 2010) ("Once the participant receives or retains property equal to its claim, it may receive no more.").

25. The Debtors bear the burden of establishing that the Plan meets the requirements of Code section 1129(b), including the requirement that the plan's treatment of dissenting classes is fair and equitable. *In re DBSD N. Am., Inc.*, 419 B.R. 179, 204 (Bankr. S.D.N.Y. 2009), *aff'd sub nom. Sprint Nextel Corp. v. DBSD N. Am., Inc. (In re DBSD N. Am., Inc.)*, No. 09-Civ-10156, 2010 U.S. Dist. LEXIS 33253 (S.D.N.Y. March 24, 2010) ("To confirm a plan that hasn't been accepted by all impaired classes (thereby failing to satisfy section 1129(a)(8)), the plan proponent must show that the plan 'does not discriminate unfairly' and is 'fair and equitable' with respect to the non-accepting impaired classes."). Accordingly, it is also the Debtors' burden to demonstrate that no senior class is receiving distributions valued at more than 100% of its claims. *See Exide*, 303 B.R. at 58, 61.

26. In *Exide*, a committee objected to the debtors' plan of reorganization asserting that, among other things, the plan was drafted for the benefit of the debtors' prepetition lenders

who would receive more than the full value of their claims under the terms of the plan at the expense of junior creditors and interest holders. *Id.* at 58. As in this case, the dispute revolved around competing views of the debtors' enterprise value.

27. The Exide committee's valuation expert testified that "plans providing management and/or senior creditors with the majority of stock or other options in the reorganized company is a strong indicator that the debtor is being undervalued, resulting in a windfall for management and senior creditors." *Id*. at 60. After reviewing the valuation testimony, the court held that the Exide's plan undervalued the company, producing a prohibited windfall for the prepetition lenders in violation of Code section 1129(b), and denied confirmation of Exide's plan.

28. Here, as in *Exide*, the Debtors' proposed Plan undervalues the company and provides the Noteholders with a majority of the equity in the Reorganized Debtors, producing an unjustifiable windfall for those creditors. As the Equity Committee undoubtedly will show at the confirmation hearing, the Debtors' enterprise value is substantially greater than the valuation ranges suggested by Lazard and results in the Noteholders receiving more than a 100% recovery.

Plan Does Not Attempt To Provide Highest Cash Return To Creditors Or Preserve Equity Value For Shareholders

29. Upon consummation of the Plan, all retained Causes of Action, including (a) all breach of contract claims, (b) claims under section 362 or chapter 5 of the Code, and (c) state fraudulent transfer claims, will vest in the Reorganized Debtors. *See* Plan, § 5.23. By vesting the retained Causes of Action in the Reorganized Debtors, the Noteholders will receive a disproportionate share of the Reorganized Debtors' equity and will receive the benefit of the Causes of Action successfully prosecuted by the Debtors. These claims constitute a valuable

asset that should be used to provide a greater cash recovery for creditors and, accordingly, a larger equity stake in the Reorganized Debtors for current shareholders.

30. The Plan should include a mechanism, such as a call option, permitting the Debtors for some limited period of time to redeem a portion of the shares paid to the Noteholders for cash generated from prosecution of the Causes of Action. Instead, the Debtors are handing over what amounts to a double recovery to the Noteholders: namely, the Noteholders receive a controlling interest in the Reorganized Debtors and the benefit of the Causes of Action through increased equity value and/or dividend payments.

31. The failure to include a mechanism, such as a limited call option on shares distributed to the Noteholders, that would pay creditors in cash while preserving equity value for shareholders is further evidence that the Noteholders and management view the Reorganized Debtors' equity as worth substantially more than implied by the Plan.

Rights Offering Cap Is Nonsensical

32. The cap on the Rights Offering contained in the Plan Support Agreement is further evidence that the shares in the Reorganized Debtors are undervalued. The Plan limits the Rights Offering shares available to the existing shareholders to $100 million in the aggregate at the depressed enterprise value ascribed to the Debtors in the Plan. As contemplated by the Plan, the proceeds of the Rights Offering would be used to increase the amount of cash (versus New Common Stock) that Noteholders would receive in satisfaction of their Claim.

33. Were the Noteholders truly interested in a cash payout, however, there would not be a $100 million cap (indeed, the Noteholders should have requested a $100 million floor, not cap, on the Rights Offering). Rational Noteholders would be expected to prefer to receive a higher percentage of cash than New Common Stock in satisfaction of their Claims. Instead, the

Noteholders here have preconditioned their support for this Plan on the $100 million cap, which assures their receipt of a disproportionate share of undervalued equity. Capping the Rights Offering serves to shift value to the Noteholders and away from the shareholders because Noteholders will receive a higher percentage of undervalued New Common Stock than they otherwise might receive without the cap.

The Plan Unnecessarily And Inappropriately Satisfies And/Or Settles Contingent And Contested Claims

34. The Plan unnecessarily and inappropriately provides for the satisfaction of various contingent and contested claims asserted against the Debtors. The Debtors, however, fail to provide any justification whatsoever for their proposed satisfaction and/or "settlement" of these claims under Code section 1123(b)(3)(A). The settlements and payments permanently impair current shareholder value for the sole benefit of the Noteholders and management, the Debtors' primary future shareholders.

35. This unwarranted transfer of value is particularly troubling in the case of the Debtors' management. By settling and satisfying contingent and contested Claims, management is delivering to itself and certain employees an up to 11% stake in a "cleaner" reorganized company -- at the expense of the existing shareholders. Many of these contingent and contested Claims, rather than being satisfied and receiving distributions of cash or New Common Stock as contemplated by the Plan, should be reinstated as obligations of the Reorganized Debtors and addressed in the ordinary course of the Reorganized Debtors' business.

1. Noteholder Settlements Are Inappropriate

36. The Plan proposes to pay certain of the Noteholders $70 million in make-whole and non-call premiums pursuant a so-called "settlement" under Code section 1123 and Bankruptcy Rule 9019.

37. Courts consider several factors in determining whether to approve a settlement, including: (a) the balance between the likelihood of success compared to the present and future benefits offered by the settlement; (b) the prospect of complex and protracted litigation if the settlement is not approved; (c) the proportion of the class members who do not object or who affirmatively support the proposed settlement; (d) the relative benefits to be received by individuals or by groups of the class; (e) the nature and breadth of releases to be obtained by officers and directors; and (f) the extent to which the settlement is the product of arms-length bargaining. *Committee of Unsecured Creditors of Interstate Cigar Co. Inc. v. Interstate Cigar Distribution, Inc.* (*In re Interstate Cigar Co., Inc.)*, 240 B.R. 816, 822 (Bankr. E.D.N.Y. 1999), (citing *In re Texaco, Inc.*, 84 B.R. 893, 902 (Bankr. S.D.N.Y. 1988) (denying approval of settlement where (i) "the settlement amount pales in comparison to the potential value of the litigation," and (ii) creditors, who had the most to lose if the settlement was approved, opposed the settlement)). The Debtors bear the burden of proof to establish sufficient facts showing that a settlement is fair, equitable, and reasonable given the particular circumstances of the case. *Goodwin v. Mickey Thompson Entm't Group, Inc. (In re Mickey Thompson Entm't Group, Inc.)*, 292 B.R. 415, 420 (9th Cir. B.A.P. 2003); *In re TCI 2 Holdings, LLC,* 428 B.R. 117, 135-39 (Bankr. D.N.J. 2010).

38. Here, the Plan proposes to pay the 2016 Noteholders a make-whole premium, and the 2026 Noteholders a non-call premium despite several compelling arguments that the underlying notes can (and should) be reinstated. *See* DS at 177-79; *JPMorgan Chase Bank, N.A.*

v. Charter Commc'ns Operating, LLC (In re Charter Commc'ns), 419 B.R. 221 (Bankr. S.D.N.Y. 2009) (held, Debtors entitled to reinstate prepetition debt). This purported settlement is illusory -- the Noteholders apparently demanded $70 million and the Debtors agreed to pay it. The proposed settlement is no settlement at all -- it is an outright capitulation to a zealous Noteholder constituency, intent on achieving control of the Reorganized Debtors, by a management team focused more on job preservation and maximizing its own recovery than on satisfying its fiduciary obligations to the Debtors' shareholders.

39. Further, the Debtors have not adequately demonstrated how the proposed "settlement" benefits the shareholders, the class that will ultimately fund this settlement. The Disclosure Statement, is utterly devoid of any justification at all for the proposed Noteholder settlement. In fact, to the contrary, the Debtors described numerous defenses in the Disclosure Statement to the Noteholders' arguments that they are entitled to their premiums, yet they simply surrendered without a fight. Accordingly, the Debtors fall far short of meeting the requirement that they establish facts to support a finding that the proposed settlements are fair and equitable.

40. Finally, as a practical matter, the Noteholder settlement simply makes no sense. The Debtors' intent is to replace their existing low-interest bond debt with new bond debt at a higher interest rate (7.875% coupon rate on the proposed new financing versus the 6.875% coupon rates on the 2016 Notes and 2026 Notes) and with a shorter-dated maturity (than the 2026 Notes). For the "privileges" of a higher interest rate and a shorter maturity, the Debtors would incur unnecessary fees and other transaction costs *in addition to* the $70 million of make-whole and non-call premiums. After taking into consideration these various costs, and incorporating the proposed make-whole and non-call premiums into the cost of refinancing, the Debtors are issuing bonds with an effective interest rate of over 12%. *See* Exhibit D.

41. Reinstating the 2016 Notes and the 2026 Notes would eliminate the $70 million make-whole and non-call premiums, would reduce the costs of the new financing to those amounts already -- and unnecessarily -- expended, and would leave the Reorganized Debtors with a healthy balance sheet and lesser interest rate. The Debtors' purported business judgment should not be used as a shield to permit management to enter into imprudent, foolish and unnecessary settlements at the expense of the existing shareholders.

2. PBGC Settlement Is Not Necessary

42. The Plan's proposed $50 million PBGC settlement is not necessary because the Debtors' pension is not underfunded on a statutory basis. Further, on a financial basis, the Debtors' pension plan is not in a materially different position than the pension plans of similar companies. According to Standard and Poor's, 64% of pension plans of the S&P 500 companies (322 companies out of 500) are underfunded by a total $260 billion. *See* Exhibit E, at 6 and 9. The Debtors' 2009 Annual Report shows that the Debtors' qualified pension plan was underfunded by 28%. *See* Exhibit F *and* Chemtura Corp., Annual Report (Form 10-K), at 102-103 (Mar. 12, 2010). That funding level is in line with the 13 chemical companies included in the S&P 500. *See* Exhibit F.

43. Similar to the Noteholder settlement, the Debtors appear to have simply rolled over, seemingly offering the PBGC everything it demanded. Also similar to the Noteholder settlement is the Debtors' abject failure to show that the settlement with the PBGC is fair, equitable, and reasonable given the particular circumstances of the case.

44. Notably, it is once again the Reorganized Debtors, Noteholders, and management that will benefit from the PBGC "settlement" and the payments described above. And once again, the benefit comes at the expense of current shareholders, who unjustifiably bear the ultimate cost of the settlement.

3. *Diacetyl Settlements Should Ride Through Bankruptcy Case And Be Addressed In the Ordinary Course Of The Reorganized Debtors Business*

45. The Plan proposes to settle Diacetyl Claims rather than litigating them in the ordinary course of the Reorganized Debtors' business. That the Debtors never disclosed Diacetyl Claims in their pre-petition SEC filings is a clear indication that the Debtors believe these claims are ordinary course business obligations and immaterial to the Debtors' overall businesses and performance. However, under the Plan, the Debtors seek to settle the Diacetyl Claims by distributing a substantial amount of value that could otherwise go to shareholders, rather than vigorously pursuing payment of these claims through insurance proceeds.

46. The Debtors believed that they had $240 million of insurance coverage to cover the potential liabilities associated with the Diacetyl Claims. Transcript of April 19, 2010, 169:20-25 [Docket No. 2539]. Nevertheless, the Debtors have reached a settlement with AIG, their insurer, that will cap AIG's obligations to pay benefits at only $35 million of the first $70 million that is paid to current Diacetyl claimants. The Debtor's settlement with AIG eliminates the estates' access to up to $205 million in insurance proceeds and means that the Diacetyl Claims will be settled primarily on the backs of the shareholders. This is yet another example of the Debtors needlessly settling contingent claims at costs that far exceed the potential benefit of litigation and at the sole expense of their shareholders.

<u>The Plan Provides Inequitable Stock Distribution To Management</u>

47. The Plan Supplement filed on September 2, 2010 (the "**Plan Supplement**") contains a proposed long-term incentive plan (the "**LTIP**") that would provide certain of the Debtors' employees and board members with up to 11% of the Reorganized Debtors' stock. In addition to distributions under the LTIP, the Debtors also seek approval of an Emergence Incentive Plan (the "**EIP**") that will provide further stock distributions to employees. As a result,

stock distribution to the Debtors' employees and board members may be more than double the proposed distribution to all current shareholders. Like other actions by the Debtors discussed above, distributions under the LTIP and EIP are grossly inequitable to current shareholders.

48. In addition, the value of management's potential stake in the Reorganized Debtors is significantly enhanced by the Reorganized Debtors' unnecessarily low debt profile. This appears to be at odds with management's fiduciary duty to existing shareholders. It is clear that the Reorganized Debtors could sustain a higher debt load and still retain a flexible balance sheet. Perhaps most important, the incurrence of additional debt would help to provide a recovery to the Debtors' current shareholders. The Debtors' Plan proposes a balance sheet with a debt/Adjusted EBITDA level of 2.3x (based on Adjusted EBITDA for the 12 months ended June 30, 2010). *See* Offering Memorandum, at 20. Moody's rating report for Debtors' newly issued bonds supports our view that the Debtors can prudently support more debt. *See* Moody's Investor Service Report, Aug. 9, 2010, a copy of which is attached hereto as <u>Exhibit G</u>. In particular, Moody's report states that Debtors could have twice as much debt and keep the same Moody's rating.

49. The willingness of current shareholders to invest significant dollars behind a much higher debt load speaks volumes about the Debtors' supportable debt load. For instance, two members of the Equity Committee have expressed a willingness to invest $470 million in the New Common Stock behind a proposed debt load of $1.35 billion -- $600 million more than the Debtors' proposed debt levels under the Plan. Thus, the Debtors' could increase their leverage providing a greater recovery for the shareholders who own the fulcrum security in this case, while still generating additional liquidity.

The Plan Releases Are Overly Broad

50. Article XI of the Plan also provides overly broad releases in violation of the Code. Specifically section 11.3 of the Plan provides that each holder of a Claim or Interest will fully release and discharge from liability the Released Parties, including the Debtors' directors and officers, the Creditors' Committee, the Ad Hoc Bondholders' Committee, the DIP Agent and DIP Lenders.

51. The Second Circuit in *Deutsche Bank AG v. Metromedia Fiber Network, Inc. (In re Metromedia Fiber Network, Inc.)* explained the danger of providing non-debtors with a release:

> [N]ondebtor release is a device that lends itself to abuse. By it, a nondebtor can shield itself from liability to third parties. In form, it is a release; in effect, it may operate as a bankruptcy discharge arranged without a filing and without the safeguards of the Code. The potential for abuse is heightened when releases afford blanket immunity.

416 F.3d 136, 142 (2d Cir. 2005).

52. As the Second Circuit explained, "it is clear that such a release is proper only in rare cases." *Id.* at 141. Here, the Debtors provide no justification for providing the Release Parties with blanket releases under the Plan. There is no evidence that the Debtors' case is a "rare case." Thus, the Plan's releases are *per se* impermissible absent exclusion of these non-debtor parties.

II. The Plan Unjustifiably Discriminates Against Shareholders Based On Their Vote

53. The Debtors' use of a so-called "carrot/stick" provision in the Plan is wholly inappropriate. In exchange for voting in favor of the Plan, the Debtors guarantee that shareholders will receive their pro rata share of 5% of the Reorganized Chemtura equity (subject to dilution of the management incentive plans) and the right to participate in the Rights Offering.

However, the Debtors assert that shareholders may receive as little as 1.6% of the equity if they vote to reject the plan. Further, if the shareholders accept the plan, then any excess value in the Plan Reserves will be returned to the Reorganized Debtors. Thus, to secure a guaranteed return from the Debtors, the shareholders are forced to part with a potential additional source of recovery to which they would otherwise be entitled under the Code. This additional source of recovery will instead inure to the benefit of the Noteholders, as the new majority owners of the Reorganized Debtors, and the Reorganized Debtors' management.

54. The Creditors' Committee's reliance on *In re Adelphia Commc'ns Corp.*, 368 B.R. 140 (Bankr. S.D.N.Y. 2007) as permitting the Debtors' use of the carrot/stick in the Plan is misguided.[9] Official Committee of Unsecured Creditors' Memorandum of Law in Support of Confirmation of the Plan, dated September 3, 2010, [Docket No. 3780], ¶¶ 84-86. First, *Adelphia* was a consensual bankruptcy case in which all 30 impaired classes voted in favor of the plan. *Adelphia*, 368 B.R. at 258. Therefore, the "fair and equitable" requirement under Code § 1129(b), and thus the absolute priority rule, was not implicated. *Id.* Second, the equity committee in *Adelphia* was hopelessly out of the money. *Id.* at 275-76; *see also In re Drexel Burnham Lambert Group, Inc.*, 138 B.R. 714, 717 (Bankr. S.D.N.Y. 1992). Indeed, the *Adelphia* court explained the limitations of its holding:

> This "carrot and stick" provision, by which a creditor is offered an inducement to vote on a plan of reorganization, is not inconsistent with any provision of the Code -- though ***I'd prefer to qualify that general statement to make it applicable if (but only if) the inducement is to give a stakeholder more than it would be entitled to***, rather than to threaten to take an existing right away.

368 B.R. at 275-76 (emphasis added).

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[9] The Debtors and the Ad Hoc Committee of Bondholders failed to adequately address the appropriateness of the carrot/stick provision in their confirmation briefs.

55. Here, the Debtors are solvent. The correct inquiry is how much the current shareholders are entitled to, not whether the current shareholders are entitled to any distribution at all. As will be shown at the confirmation hearing, current shareholders are entitled to much more than their pro rata share of 5% of the Reorganized Debtors' stock. Thus, the Debtors use of the carrot/stick provision is grossly inappropriate.

Conclusion

For all of the foregoing reasons, Interlachen requests that the Court deny confirmation of the Plan and grant it such other relief as is just.

Dated: September 9, 2010
New York, New York

SCHULTE ROTH & ZABEL LLP
Attorneys for Investcorp Interlachen Multi-Strategy Master Fund Limited

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EXHIBIT A

Chemtura Corp.

Comparison of Monthly Operating Results

July 2010 EBITDA v. July 2009 EBITDA

Monthly Operating Results

($ in millions)

	For the Period July 1, 2009 to July 31, 2009	For the Period July 1, 2010 to July 31, 2010
Net Sales	$ 175	$ 206
Cost of goods sold	139	155
Selling, general and administrative	17	17
Depreciation & Amortization	9	9
Research & development	2	2
Gain on sale of business		(2)
Changes in estimates related to expected allowable claims		(1)
Operating Profit	8	26
Interest Expense	(6)	(10)
Other expense/Income	(3)	(10)
Reorganization items	(5)	(7)
Equity income	7	10
Net earnings	**1**	**9**
Net earnings	**1**	**9**
Depreciation & Amortization	9	9
Interest Expense	6	10
EBITDA	**16**	**28**
Equity Income	(7)	(10)
Gain on sale of business	-	(2)
Changes in estimates related to expected allowable claims	-	(1)
Reorganization items	5	7
Other expense/Income	**3**	**10**
Adjusted EBITDA	**$ 17**	**$ 32**

Increase in Adjusted EBITDA from July 2009 to July 2010
$ 15

Source: Monthly Operating Reports

Calculation of Adjusted EBITDA is based on the Company calculation used in Preliminary Offering Memorandum Dated August 10, 2010

EXHIBIT B

Chemtura Corp.

Stock Trading History Between January 1, 2010 and June 17, 2010.

Date	Vol(M)	Last	Market Cap
1/4/2010	921,875	1.18	286.7
1/5/2010	745,262	1.19	289.1
1/6/2010	459,289	1.21	294.0
1/7/2010	803,920	1.21	294.0
1/8/2010	569,279	1.22	296.4
1/11/2010	1,280,553	1.26	306.1
1/12/2010	748,505	1.26	306.1
1/13/2010	609,675	1.26	306.1
1/14/2010	475,066	1.27	308.5
1/15/2010	3,232,923	1.40	340.1
1/19/2010	8,405,562	1.60	388.7
1/20/2010	6,134,216	1.59	386.3
1/21/2010	1,551,715	1.56	379.0
1/22/2010	3,556,765	1.44	349.8
1/25/2010	2,342,465	1.37	332.8
1/26/2010	2,572,840	1.52	369.3
1/27/2010	1,107,341	1.57	381.4
1/28/2010	709,521	1.53	371.7
1/29/2010	2,234,822	1.62	393.6
2/1/2010	1,088,103	1.69	410.6
2/2/2010	1,091,482	1.59	386.3
2/3/2010	847,656	1.50	364.4
2/4/2010	1,203,177	1.43	347.4
2/5/2010	967,481	1.45	352.3
2/8/2010	1,202,471	1.36	330.4
2/9/2010	1,588,248	1.34	325.5
2/10/2010	4,180,360	1.22	296.4
2/11/2010	6,799,062	1.06	257.5
2/12/2010	1,712,252	1.27	308.5
2/16/2010	1,203,795	1.35	328.0
2/17/2010	632,307	1.28	311.0
2/18/2010	1,023,544	1.28	311.0
2/19/2010	521,250	1.34	325.5
2/22/2010	656,070	1.37	332.8
2/23/2010	1,066,349	1.36	330.4
2/24/2010	539,944	1.30	315.8
2/25/2010	260,802	1.33	323.1
2/26/2010	130,607	1.29	313.4
3/1/2010	1,737,950	1.36	330.4
3/2/2010	322,169	1.32	320.7
3/3/2010	138,164	1.31	318.2
3/4/2010	148,536	1.33	323.1
3/5/2010	1,123,754	1.38	335.3
3/8/2010	589,654	1.40	340.1
3/9/2010	502,565	1.40	340.1
3/10/2010	5,840,562	1.54	374.1
3/11/2010	626,659	1.46	354.7
3/12/2010	592,040	1.37	332.8
3/15/2010	1,806,077	1.34	325.5

Source: Bloomberg, TRACE Trade History.

Chemtura Corp.
Stock Trading History Between January 1, 2010 and June 17, 2010.

Date	Vol(M)	Last	Market Cap
3/16/2010	776,802	1.40	340.1
3/17/2010	209,345	1.37	332.8
3/18/2010	1,080,402	1.31	318.2
3/19/2010	1,397,722	1.36	330.4
3/22/2010	779,078	1.35	328.0
3/23/2010	2,257,602	1.29	313.4
3/24/2010	2,733,569	1.23	298.8
3/25/2010	1,253,752	1.25	303.7
3/26/2010	499,976	1.27	308.5
3/29/2010	476,187	1.27	308.5
3/30/2010	1,566,847	1.39	337.7
3/31/2010	741,961	1.37	332.8
4/1/2010	466,442	1.44	349.8
4/5/2010	1,906,648	1.48	359.5
4/6/2010	1,515,625	1.47	357.1
4/7/2010	816,689	1.51	366.8
4/8/2010	331,025	1.49	362.0
4/9/2010	1,842,434	1.43	347.4
4/12/2010	577,551	1.41	342.5
4/13/2010	341,639	1.40	340.1
4/14/2010	261,489	1.39	337.7
4/15/2010	1,081,246	1.47	357.1
4/16/2010	710,754	1.46	354.7
4/19/2010	651,324	1.50	364.4
4/20/2010	1,100,791	1.50	364.4
4/21/2010	576,624	1.51	366.8
4/22/2010	305,004	1.51	366.8
4/23/2010	390,242	1.50	364.4
4/26/2010	229,741	1.49	362.0
4/27/2010	527,625	1.50	364.4
4/28/2010	2,456,577	1.57	381.4
4/29/2010	3,811,854	1.76	427.6
4/30/2010	1,290,262	1.74	422.7
5/3/2010	644,528	1.71	415.4
5/4/2010	812,246	1.61	391.1
5/5/2010	1,659,560	1.55	376.6
5/6/2010	3,220,791	1.45	352.3
5/7/2010	2,742,630	1.50	364.4
5/10/2010	6,995,271	1.52	369.3
5/11/2010	3,018,050	1.61	391.1
5/12/2010	3,686,509	1.69	410.6
5/13/2010	2,053,102	1.75	425.1
5/14/2010	3,899,015	1.68	408.1
5/17/2010	2,420,858	1.60	388.7
5/18/2010	3,929,006	1.47	357.1
5/19/2010	1,338,706	1.48	359.5
5/20/2010	1,463,232	1.41	342.5
5/21/2010	874,458	1.44	349.8
5/24/2010	935,150	1.40	340.1

Source: Bloomberg, TRACE Trade History.

Chemtura Corp.
Stock Trading History Between January 1, 2010 and June 17, 2010.

Date	Vol(M)	Last	Market Cap
5/25/2010	718,163	1.37	332.8
5/26/2010	1,712,030	1.58	383.8
5/27/2010	411,821	1.59	386.3
5/28/2010	369,584	1.53	371.7
6/1/2010	453,210	1.49	362.0
6/2/2010	224,957	1.46	354.7
6/3/2010	294,278	1.43	347.4
6/4/2010	3,849,021	1.14	276.9
6/7/2010	3,486,500	1.11	269.7
6/8/2010	511,515	1.14	276.9
6/9/2010	721,378	1.15	279.4
6/10/2010	2,490,065	0.88	213.8
6/11/2010	3,370,180	0.92	223.5
6/14/2010	1,500,629	0.90	219.1
6/15/2010	2,096,311	0.80	194.3
6/16/2010	1,142,977	0.94	228.4
6/17/2010	1,096,850	0.98	238.1
Average	**1,545,323**	**1.39**	**337.9**

Source: Bloomberg, TRACE Trade History.

EXHIBIT C

Chemtura Corp.

Bond Trading History Between January 1, 2010 and August 31, 2010.

Date	Vol(M)	Trades(#)	Price First	Price High	Price Low	Price Last
CEM 6.875% due 06/01/16 Trade History						
08/31	2,000	2	112.50	112.50	112.50	112.50
08/30	1,000	1	113.00	113.00	113.00	113.00
08/25	2,000	2	112.50	112.50	112.50	112.50
08/24	3,000	4	113.00	113.00	112.50	113.00
08/23	1,000	1	115.00	115.00	115.00	115.00
08/18	2,000	2	116.50	116.75	116.50	116.75
08/16	2,000	2	115.25	115.25	115.00	115.00
08/11	1,000	1	114.00	114.00	114.00	114.00
08/09	4,000	4	114.75	114.75	114.00	114.00
08/05	3,000	3	115.50	115.75	114.50	114.50
08/04	3,000	3	113.25	113.75	113.25	113.75
08/03	1,000	1	113.50	113.50	113.50	113.50
07/29	3,000	3	112.00	113.00	112.00	113.00
07/28	2,000	2	112.13	112.38	112.13	112.38
07/27	2,000	2	111.50	112.00	111.50	112.00
07/22	1,000	1	109.00	109.00	109.00	109.00
07/21	6,000	6	107.50	109.00	106.50	109.00
07/20	2,000	2	105.25	105.25	105.00	105.00
07/19	3,000	3	106.00	106.00	105.75	106.00
07/16	1,000	1	107.00	107.00	107.00	107.00
07/15	4,000	4	104.75	105.50	104.50	104.50
07/14	3,000	3	106.00	106.00	105.50	105.50
07/13	2,000	2	107.00	107.50	107.00	107.50
07/09	1,000	1	107.00	107.00	107.00	107.00
07/07	3,000	3	109.00	110.31	109.00	110.31
06/30	1,000	1	112.50	112.50	112.50	112.50
06/29	5,000	5	113.50	113.50	112.00	112.00
06/28	1,000	1	115.75	115.75	115.75	115.75
06/25	2,000	2	115.25	115.50	115.25	115.50
06/23	1,000	1	115.88	115.88	115.88	115.88
06/22	6,000	6	115.50	115.75	115.50	115.50
06/18	13,000	13	116.00	118.00	114.00	114.75
06/17	2,000	2	109.25	109.50	109.25	109.50
06/15	5,000	5	108.31	109.00	108.00	109.00
06/14	1,000	1	108.00	108.00	108.00	108.00
06/11	1,000	1	107.50	107.50	107.50	107.50
06/10	1,000	1	107.25	107.25	107.25	107.25
06/09	1,000	1	108.00	108.00	108.00	108.00
06/08	4,000	4	108.50	108.75	108.50	108.75
06/07	2,000	2	108.38	108.50	108.38	108.50
06/04	3,000	3	108.75	108.88	108.56	108.88
06/03	8,000	8	109.00	109.50	109.00	109.50
06/01	1,000	1	109.25	109.25	109.25	109.25
05/27	4,000	4	109.25	109.75	108.75	109.25
05/26	4,000	4	110.25	110.25	108.50	109.75

Source: Bloomberg, TRACE Trade History.

Chemtura Corp.
Bond Trading History Between January 1, 2010 and August 31, 2010.

Date	Vol(M)	Trades(#)	Price First	Price High	Price Low	Price Last
05/21	4,000	4	108.00	108.50	107.00	108.00
05/20	3,000	3	110.00	110.00	108.75	108.75
05/19	1,000	1	112.00	112.00	112.00	112.00
05/13	2,000	2	112.50	112.50	112.00	112.00
05/12	2,000	2	114.00	114.00	113.00	113.00
05/11	1,000	1	113.25	113.25	113.25	113.25
05/07	1,000	1	113.00	113.00	113.00	113.00
05/05	3,000	3	113.25	113.25	112.50	112.75
05/03	1,000	1	113.75	113.75	113.75	113.75
04/29	1,000	1	114.00	114.00	114.00	114.00
04/27	1,000	1	113.75	113.75	113.75	113.75
04/26	6,000	6	115.00	115.25	114.50	114.50
04/23	3,000	3	114.63	114.75	114.63	114.75
04/21	3,000	3	115.00	115.25	115.00	115.00
04/20	3,000	3	115.00	115.06	115.00	115.00
04/16	4,000	4	115.50	115.75	115.00	115.75
04/15	2,000	2	117.50	117.50	117.00	117.00
04/07	1,000	1	118.25	118.25	118.25	118.25
04/06	2,000	2	117.00	117.01	117.00	117.01
04/05	1,000	1	117.00	117.00	117.00	117.00
04/01	2,000	2	117.25	118.00	117.25	118.00
03/30	2,000	2	117.88	118.13	117.88	118.13
03/26	2,000	2	117.56	117.56	117.50	117.50
03/25	2,000	2	117.50	117.50	117.25	117.25
03/24	5,000	5	117.75	117.75	116.00	117.00
03/22	3,000	3	118.50	118.50	117.50	117.50
03/19	1,000	1	117.50	117.50	117.50	117.50
03/17	1,000	1	117.00	117.00	117.00	117.00
03/16	1,000	1	117.00	117.00	117.00	117.00
03/15	1,000	1	117.25	117.25	117.25	117.25
03/11	1,000	1	115.75	115.75	115.75	115.75
03/09	1,000	1	115.25	115.25	115.25	115.25
03/05	2,000	2	115.50	115.50	114.00	114.00
03/03	2,000	2	115.25	116.00	115.25	116.00
03/02	3,000	3	115.50	115.50	115.25	115.25
02/24	4,000	4	115.50	115.50	115.25	115.25
02/23	4,000	4	115.25	115.75	115.25	115.75
02/22	1,000	1	115.25	115.25	115.25	115.25
02/19	3,000	3	115.50	115.50	114.75	115.00
02/18	2,000	2	115.00	115.00	114.50	114.50
02/16	2,000	2	113.50	113.50	113.00	113.00
02/12	2,000	2	113.00	113.00	113.00	113.00
02/11	2,000	2	113.00	113.00	112.50	112.50
02/09	1,000	1	113.00	113.00	113.00	113.00
02/08	2,000	2	112.00	112.25	112.00	112.25
02/03	1,000	1	112.00	112.00	112.00	112.00
02/02	1,000	1	113.00	113.00	113.00	113.00
02/01	1,000	1	112.25	112.25	112.25	112.25
01/29	2,000	2	111.75	112.00	111.75	112.00

Source: Bloomberg, TRACE Trade History.

Chemtura Corp.
Bond Trading History Between January 1, 2010 and August 31, 2010.

Date	Vol(M)	Trades(#)	Price First	Price High	Price Low	Price Last
01/27	1,000	1	112.00	112.00	112.00	112.00
01/25	1,000	1	112.00	112.00	112.00	112.00
01/22	2,000	2	112.88	113.13	112.88	113.13
01/20	4,000	4	113.44	113.50	113.44	113.50
01/19	3,000	3	114.00	114.50	114.00	114.50
01/15	2,000	2	114.00	114.00	113.75	113.75
01/14	2,000	2	111.50	111.50	111.50	111.50
01/13	2,000	2	111.00	111.00	111.00	111.00
01/12	2,000	2	109.50	109.56	109.50	109.56
01/11	2,000	2	108.50	108.81	108.50	108.81
01/06	1,000	1	108.50	108.50	108.50	108.50
01/05	1,000	1	107.50	107.50	107.50	107.50
TOTAL 6.875% of 2016	**249,000**	**250**				

CEM 6.875% due 02/01/26 Trade History

Date	Vol(M)	Trades(#)	First	High	Low	Last
08/05	5,000	5	113.19	114.75	113.19	114.75
08/03	2,000	2	112.00	112.50	112.00	112.50
07/29	5,000	6	111.00	112.00	111.00	112.00
07/21	2,000	2	105.75	106.25	105.75	106.25
07/20	1,000	1	106.50	106.50	106.50	106.50
07/16	1,000	1	107.50	107.50	107.50	107.50
07/13	1,000	1	107.50	107.50	107.50	107.50
07/07	1,000	1	108.00	108.00	108.00	108.00
07/06	1,000	1	112.00	112.00	112.00	112.00
07/02	2,000	2	111.00	111.25	111.00	111.25
07/01	1,000	1	111.75	111.75	111.75	111.75
06/29	1,000	1	112.00	112.00	112.00	112.00
06/25	1,000	1	112.75	112.75	112.75	112.75
06/24	1,000	1	112.00	112.00	112.00	112.00
06/22	9,000	9	113.50	113.50	112.50	113.25
06/18	11,000	11	111.00	112.00	111.00	111.25
06/14	2,000	2	99.50	99.50	99.00	99.00
06/08	1,000	1	97.50	97.50	97.50	97.50
06/01	1,000	1	97.00	97.00	97.00	97.00
05/28	1,000	1	96.50	96.50	96.50	96.50
05/27	3,000	3	96.00	96.63	96.00	96.63
05/19	2,000	2	95.75	95.75	95.25	95.25
05/18	2,000	2	95.75	96.25	95.75	96.25
05/13	2,000	2	97.00	97.25	97.00	97.25
05/12	2,000	2	95.50	95.88	95.50	95.88
05/11	2,000	2	95.50	95.50	95.25	95.25
05/07	3,000	3	93.50	93.50	93.00	93.25
05/06	2,000	2	93.00	93.50	93.00	93.50
05/05	2,000	2	94.25	94.25	92.50	92.50
04/27	1,000	1	92.00	92.00	92.00	92.00
04/22	1,000	1	91.25	91.25	91.25	91.25
04/21	7,000	7	89.75	91.75	89.75	90.88

Source: Bloomberg, TRACE Trade History.

Chemtura Corp.

Bond Trading History Between January 1, 2010 and August 31, 2010.

Date	Vol(M)	Trades(#)	Price First	Price High	Price Low	Price Last
04/19	1,000	1	90.00	90.00	90.00	90.00
04/14	1,000	1	89.75	89.75	89.75	89.75
04/06	1,000	1	89.00	89.00	89.00	89.00
03/26	2,000	2	89.50	89.50	88.50	88.50
03/25	1,000	1	89.75	89.75	89.75	89.75
03/24	1,000	1	90.00	90.00	90.00	90.00
03/23	1,000	2	90.75	90.75	90.75	90.75
03/22	5,000	5	90.25	91.00	90.25	90.50
03/19	4,000	4	90.00	91.25	90.00	91.00
03/11	3,000	3	89.00	89.00	87.00	87.50
03/08	2,000	3	87.00	87.00	87.00	87.00
03/05	1,000	1	87.00	87.00	87.00	87.00
02/17	1,000	1	86.00	86.00	86.00	86.00
02/12	1,000	1	86.50	86.50	86.50	86.50
01/27	1,000	1	87.50	87.50	87.50	87.50
01/22	1,000	1	87.75	87.75	87.75	87.75
01/20	1,000	1	87.00	87.00	87.00	87.00
01/19	1,000	1	87.50	87.50	87.50	87.50
01/12	1,000	1	87.00	87.00	87.00	87.00
01/11	1,000	1	88.00	88.00	88.00	88.00
01/07	3,000	3	87.00	87.25	87.00	87.25
01/04	1,000	2	77.50	77.50	77.50	77.50
TOTAL 6.875% of 2026	**114,000**	**118**				

CEM 7.000% due 07/15/09 Trade History

Date	Vol(M)	Trades(#)	First	High	Low	Last
08/31	2,000	2	106.50	106.75	106.50	106.75
08/30	1,000	1	107.00	107.00	107.00	107.00
08/24	2,000	2	107.50	107.50	107.00	107.00
08/19	5,000	5	109.25	109.25	107.75	108.75
08/17	1,000	1	108.75	108.75	108.75	108.75
08/16	1,000	1	108.00	108.00	108.00	108.00
08/13	2,000	2	108.25	108.25	108.00	108.00
08/12	1,000	1	107.75	107.75	107.75	107.75
08/11	3,000	3	108.00	108.25	108.00	108.25
08/09	2,000	2	108.00	108.00	108.00	108.00
08/06	2,000	2	108.00	108.00	107.75	107.75
08/04	4,000	4	107.50	108.00	107.50	108.00
08/03	2,000	2	107.50	107.75	107.50	107.75
07/29	13,000	13	107.00	107.75	106.50	107.63
07/28	6,000	6	106.50	106.63	106.00	106.63
07/27	5,000	5	105.00	105.88	105.00	105.63
07/26	2,000	2	105.25	105.50	105.25	105.50
07/22	1,000	1	105.00	105.00	105.00	105.00
07/21	4,000	4	104.50	104.50	104.19	104.25
07/19	1,000	1	103.75	103.75	103.75	103.75
07/16	1,000	1	103.50	103.50	103.50	103.50
07/15	6,000	6	103.25	104.00	103.00	104.00

Source: Bloomberg, TRACE Trade History.

Chemtura Corp.

Bond Trading History Between January 1, 2010 and August 31, 2010.

Date	Vol(M)	Trades(#)	Price First	Price High	Price Low	Price Last
07/14	1,000	1	103.25	103.25	103.25	103.25
07/13	1,000	1	104.00	104.00	104.00	104.00
07/12	4,000	4	103.88	104.25	103.50	104.25
07/09	4,000	4	103.50	103.50	103.00	103.13
07/06	1,000	1	107.50	107.50	107.50	107.50
07/01	1,000	1	107.50	107.50	107.50	107.50
06/30	5,000	5	108.50	108.50	107.50	107.50
06/29	3,000	3	109.50	109.50	108.00	108.00
06/25	1,000	1	112.00	112.00	112.00	112.00
06/24	1,000	1	111.50	111.50	111.50	111.50
06/23	1,000	1	111.75	111.75	111.75	111.75
06/22	3,000	3	112.25	112.25	112.00	112.00
06/18	16,000	16	113.50	114.00	110.00	112.25
06/16	1,000	1	109.50	109.50	109.50	109.50
06/15	1,000	1	108.50	108.50	108.50	108.50
06/14	5,000	5	108.50	109.00	108.00	108.00
06/11	5,000	5	109.00	109.00	108.00	108.50
06/10	6,000	6	108.00	108.81	108.00	108.25
06/09	1,000	1	108.75	108.75	108.75	108.75
06/02	1,000	1	110.50	110.50	110.50	110.50
05/20	3,000	3	109.00	110.50	109.00	110.50
05/13	1,000	1	113.50	113.50	113.50	113.50
05/10	2,000	2	115.00	115.00	114.00	114.00
05/07	1,000	1	114.00	114.00	114.00	114.00
05/05	1,000	1	114.25	114.25	114.25	114.25
05/03	2,000	2	116.00	116.00	116.00	116.00
04/26	1,000	1	115.25	115.25	115.25	115.25
04/23	2,000	2	115.25	115.25	115.25	115.25
04/21	3,000	3	115.00	115.25	115.00	115.25
04/20	2,000	2	115.00	115.00	115.00	115.00
04/19	1,000	1	114.50	114.50	114.50	114.50
04/16	2,000	2	114.00	114.00	113.75	113.75
04/07	1,000	1	115.00	115.00	115.00	115.00
04/01	5,000	6	113.06	113.50	113.00	113.50
03/31	1,000	1	112.50	112.50	112.50	112.50
03/30	1,000	1	113.00	113.00	113.00	113.00
03/29	1,000	1	113.25	113.25	113.25	113.25
03/25	2,000	2	112.50	112.50	112.50	112.50
03/24	1,000	1	111.50	111.50	111.50	111.50
03/23	1,000	1	112.50	112.50	112.50	112.50
03/22	1,000	1	112.50	112.50	112.50	112.50
03/12	1,000	1	112.25	112.25	112.25	112.25
03/10	1,000	1	110.75	110.75	110.75	110.75
03/09	3,000	3	110.69	110.88	110.69	110.88
02/26	1,000	1	110.00	110.00	110.00	110.00
02/22	3,000	3	109.44	110.00	109.44	110.00
02/19	6,000	6	109.75	109.75	109.44	109.50
02/12	8,000	8	109.00	109.31	109.00	109.31
02/11	7,000	7	110.00	110.00	108.44	109.00

Source: Bloomberg, TRACE Trade History.

Chemtura Corp.

Bond Trading History Between January 1, 2010 and August 31, 2010.

Date	Vol(M)	Trades(#)	Price First	Price High	Price Low	Price Last
02/09	1,000	1	109.00	109.00	109.00	109.00
02/04	1,000	1	109.00	109.00	109.00	109.00
02/03	1,000	1	108.75	108.75	108.75	108.75
01/28	1,000	1	109.00	109.00	109.00	109.00
01/27	1,000	1	108.75	108.75	108.75	108.75
01/25	1,000	1	108.50	108.50	108.50	108.50
01/21	3,000	3	108.50	108.75	108.40	108.75
01/20	6,000	6	108.25	108.50	107.75	108.50
01/19	4,000	4	108.25	108.75	107.75	108.75
01/15	8,000	8	108.00	108.25	107.75	108.25
01/14	5,000	5	108.00	108.00	107.44	107.50
01/13	1,000	1	107.50	107.50	107.50	107.50
01/12	1,000	1	108.00	108.00	108.00	108.00
01/11	7,000	7	108.50	108.81	108.25	108.81
01/07	1,000	1	107.50	107.50	107.50	107.50
TOTAL 7.000% of 2009	**236,000**	**237**				

Source: Bloomberg, TRACE Trade History.

EXHIBIT D

Chemtura Corp.

IRR Calculation of Effective Interest Cost of Issuing New Bonds

	New Bond Issue Details	
[1]	Notional	$455.00
[2]	Coupon	7.88%
[3]	Years	8
[4]	Payment Frequency	2
[5]	Underwriting Fee	3.5%
[6]	Issue Price	99.27%

	Existing Bond Takeout Fees	
[8]	Total Makewhole & Non-Call amount	$70.00

Period	([1] * [6]) Bond Notional Cash Flows	([8]) Pro Rata Takeout Fee	([1] * [5]) Underwriting Fee	([1] * [2] / [4]) Period Interest Cost	Total Cash Flow by Period
0	$451.67	-$70.00	-$15.93		$365.75
1				-$17.92	-$17.92
2				-$17.92	-$17.92
3				-$17.92	-$17.92
4				-$17.92	-$17.92
5				-$17.92	-$17.92
6				-$17.92	-$17.92
7				-$17.92	-$17.92
8				-$17.92	-$17.92
9				-$17.92	-$17.92
10				-$17.92	-$17.92
11				-$17.92	-$17.92
12				-$17.92	-$17.92
13				-$17.92	-$17.92
14				-$17.92	-$17.92
15				-$17.92	-$17.92
16	-$455.00			-$17.92	-$472.92

Effective Interest Rate Per Semiannual Period 5.8599%

Effective Annual Interest Cost **12.06%**

Source: Bloomberg and Offering Memorandum

EXHIBIT E

S&P 500 2009: Pensions and Other Post Employment Benefits (OPEB)

- The 34% global market rebound of 2009 only slightly improved S&P 500 pensions, as underfunding improved to a US$ 261 billion short fall from a short fall of US$ 308 billion.
  - Pension funding rate increased to 81.65% from 78.10%.
  - Discount rate declined to 5.81% from 6.29%.
  - Expected return rate declined to 7.83% from 7.95%.

- Laid-off workers, who otherwise might have remained with their employers, have added additional unanticipated expenditures to pensions as early retirees.

- The shift back to equities from the safety of fixed income helped in 2009, but the current pullback shows the dangers. Funds want safety and companies want returns (less contributions).

- OPEB underfunding remains massive, even as underfunding was reduced to US$ 215 billion from US$ 257 billion.

- Only 18 issues were overfunded in pensions for 2009 compared to 296 issues ten-years ago. Only four issues were overfunded in OPEB in 2009, with just one of those issues overfunded in both pensions and OPEBs.

- Given reduced benefits, reduced personal and retirement accounts, and increased retiree longevity, workers who have a choice will delay retirement, change lifestyles, and accept that retirement as they envisioned it may not exist.

- While pensions remain significantly underfunded, the record level of cash held by S&P 500 companies makes the obligation a business item, not a retiree problem.

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S&P INDICES

Overview

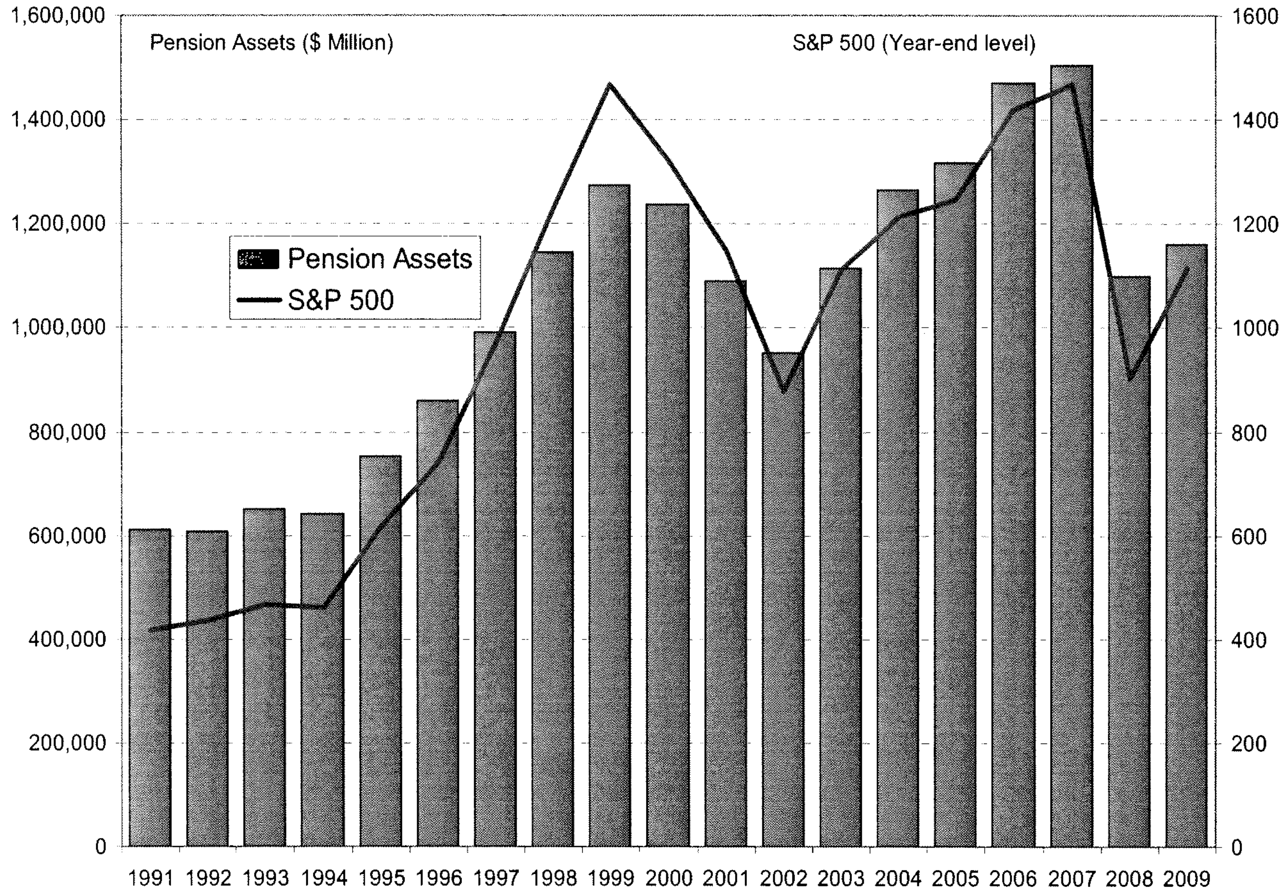
For over fifty years, the relationship between employee and employer not only encompassed the exchange of services for compensation, but extended to obligations in the form of pensions and Other Post Employment Benefits (OPEB), specifically medical care. These benefits are staples of the American dream and marketplace with their related expenditures built into the cost of products and services. From a historical perspective, modern pension expansion began during the Second World War when the average life expectancy was 65 and most pensions, often referred to as widows' funds, were paid to the surviving spouse. By the time the Employee Retirement Income Security Act (ERISA) was passed in 1974, the average life expectancy of Americans had risen to 72 and retirees lived to collect payments directly. Today, the average U.S. life expectancy is 78 and early retirement is a common occurrence. However, the official age of retirement has only been scaled forward, based on the date of birth, from 65 to 67. As a result, the medical cost associated with this longevity has skyrocketed, as has the cost of prescription drugs and elder care. Over the last fifteen years, globalization of markets, materials, and services has grown dramatically. As U.S. economic dominance has shifted and the effects of the current recession have become more prevalent worldwide, the ability of U.S. companies to pass along the costs associated with retirement to consumers has significantly diminished to a level that endangers many companies' competitiveness and financial survival. Moreover, the current cost of public retirements within the United States has grown to a level which endangers the budgets of some municipalities. While the private sector remains in significantly better financial condition to meet these obligations, due mostly to stricter regulations, S&P believes that the current state of affairs amounts to a pension system with archaic accounting regulations that distorts the financial position of pension funds and their sponsors, in addition to a pay-as-you-go OPEB system with very little funding or legal guarantees.

The reality for retirees is that the retirement many of them envisioned will not exist. The personal wealth depletion via lower housing prices and poor market conditions, combined with prolonged high unemployment and lower pension and OBEB benefits (as longevity and the cost of staying healthy continue to escalate), has left potential retirees with little ability to retire. The current economic reality of strained government programs, the need for additional revenue (taxes), and higher social costs have summoned a return to the "old" reality of retirement: you work for most of your longer life and spend your remaining years in retirement in a reduced lifestyle.

Current Pension Status

The market and economy slowly recovered from the 2000-2002 bear market and the brief 2001 recession. While corporate earnings posted 18 consecutive quarters of GAAP (Generally Accepted Accounting Principals) growth (22 quarters for Operating), had record profits in aggregate and obtained record high cash levels, corporate pension plans remained in the red with corporations making minimal contributions. During the earnings run-up, the market followed by producing a 101% S&P 500 gain (October 9, 2002 low through October 9, 2007 high), and slightly surpassed (2.5%) its prior market high set in March 2000. The result for companies in the S&P 500 is that defined-benefit plans for 2007, as a group, returned to their fully-funded status, last seen in 2001 with US$ 63.4 billion in excess assets over obligations, and a funding level of 104.4% of obligations. The improved funding was the result of increased assets (+2.3%) assisted by recognized market gains, decreased liabilities (-4.6%), and a general reduction in the number of covered workers in defined pension funds. Added to the mix was a series of buyout offers within the automotive industry in exchange for reduced, limited, or forfeited future benefits. The downturn in corporate earnings began in Q3 2007, produced five steep declines in quarterly earnings, and then bottomed out in Q4 2008, posting the first negative earnings in S&P 500 history. The loss was so severe that the S&P 500 actually lost more in Q4 2008 (US$ -202 billion) than it ever made (Q2 2007 US$ +194 billion). **The reality of the market was devastating: a -37% return for 2008 producing a 43% gap between what was expected and what was delivered.** Assets declined 26.9% from US$ 1.50 trillion to US$ 1.10 trillion, as liabilities, aided by a higher discount rate, were reduced by a mere 2.6%, to US$ 1.41 trillion from US$ 1.44 trillion. The net result was that the S&P 500 went from an overfunding of US$ 63.4 billion to an underfunding record level of US$ 308.4 billion in one year, a US$ 371 billion turnaround, with the funding status dropping to 0.78 from 1.04. Fiscal 2009 started off poorly within the equity markets but bottomed out in March 2009, resulting in a 56.8% decline over the 17-month Bear market. From their high (March 2009), markets rebounded strongly, turning the early loss into a 26.46% 2009 total return gain for the S&P 500. The gains, however, were no match for the massive damage done to pension fund portfolios in 2008 when equity investment levels were much higher. For 2009, pension funding only slightly improved to an 81.65% level from the 78.10% level in 2008. Aggregate underfunding declined to US$ 260.7 billion from the record US$ 308.4 billion, and was almost a mirror image of the US$ 280.0 billion in overfunding enjoyed by the index ten years ago. Estimated pension return rates continued to decline, posting their ninth consecutive year of decreases to 7.83% from 7.95% in 2008 (in 1999, the rate was 9.17%). Discount rates declined 58 bps to 5.81% from 6.29%, significantly adding to projected obligations. For the year, even the best equity market in over a decade could not overcome the combined reduced returns from asset reallocation, higher obligations, and previous market losses.

S&P 500	PENSION ASSETS $ MILLIONS	PENSION OBLIGATIONS $ MILLIONS	PENSION FUNDING STATUS $ MILLIONS	PENSION FUNDING STATUS RATIO	PENSION DISCOUNT RATE	PENSION RETURN RATE	S&P 500 TOTAL RETURN
2009	$1,160,202	$1,420,912	-$260,709	0.817	5.81%	7.83%	26.46%
2008	$1,100,149	$1,408,580	-$308,432	0.781	6.29%	7.95%	-37.00%
2007	$1,504,516	$1,441,135	$63,380	1.044	6.13%	8.02%	5.49%
2006	$1,470,964	$1,511,301	-$40,337	0.973	5.75%	8.03%	15.79%
2005	$1,318,010	$1,458,439	-$140,430	0.904	5.11%	8.13%	4.91%
2004	$1,265,338	$1,429,667	-$164,328	0.885	5.80%	8.27%	10.88%
2003	$1,113,478	$1,278,265	-$164,787	0.871	6.09%	8.38%	28.69%
2002	$950,963	$1,169,472	-$218,509	0.813	6.64%	8.63%	-22.10%
2001	$1,089,896	$1,086,950	$2,946	1.003	7.13%	9.15%	-11.89%
2000	$1,238,920	$1,012,893	$226,027	1.223	7.43%	9.17%	-9.10%
1999	$1,274,083	$994,061	$280,022	1.282	7.44%	9.13%	21.04%



Year	**2009**	**2008**	**2007**	**2006**	**2005**	**2004**	**2003**
Assets ($ billions)	$1,160	$1,100	$1,505	$1,471	$1,318	$1,265	$1,113
Obligations ($ billions)	$1,421	$1,409	$1,441	$1,511	$1,458	$1,430	$1,278
Funding Status ($ billions)	-$261	-$308	$63	-$40	-$140	-$164	-$165
Funding Ratio	0.82	0.78	1.04	0.97	0.90	0.89	0.87
Employment (millions)	22.0	22.1	22.7	23.8	23.1	22.3	22.0
10-year Treasury (%)	3.84%	2.84%	4.03%	4.70%	4.39%	4.22%	4.26%
30-year Treasury (%)	4.64%	2.69%	4.46%	4.81%	4.55%	4.82%	5.07%
Pension Discount Rate (%)	5.81%	6.29%	6.13%	5.75%	5.11%	5.80%	6.09%
S&P 500 Total Return (%)	26.46%	-37.00%	5.49%	15.79%	4.91%	10.88%	28.69%

While defined-benefit pension plans are more common among large corporations, they are not universal with respect to sector representation. Companies in Information Technology, a relatively new sector with high employee turnover, are the least likely to have plans while companies in the Utilities and Materials sectors are the most likely to have plans. The funding levels also vary across sectors. Over the past several years, the Telecommunication Services sector remained the sole sector with overfunding, a legacy from the AT&T breakup. However, the massive losses of the 2008 recession stripped Telecommunications of that traditional standing, and have left it underfunded for both 2008 and

2009. The Financials sector, which has suffered the most during the recession, reported the least negative underfunding, at 8.26%, along with fewer employees. Ironically, Energy, which has performed (relatively) well with respect to market prices, earnings, and cash flow, is the most underfunded sector with a 28.56% underfunded status (improved from 39.46% underfunded in 2008).

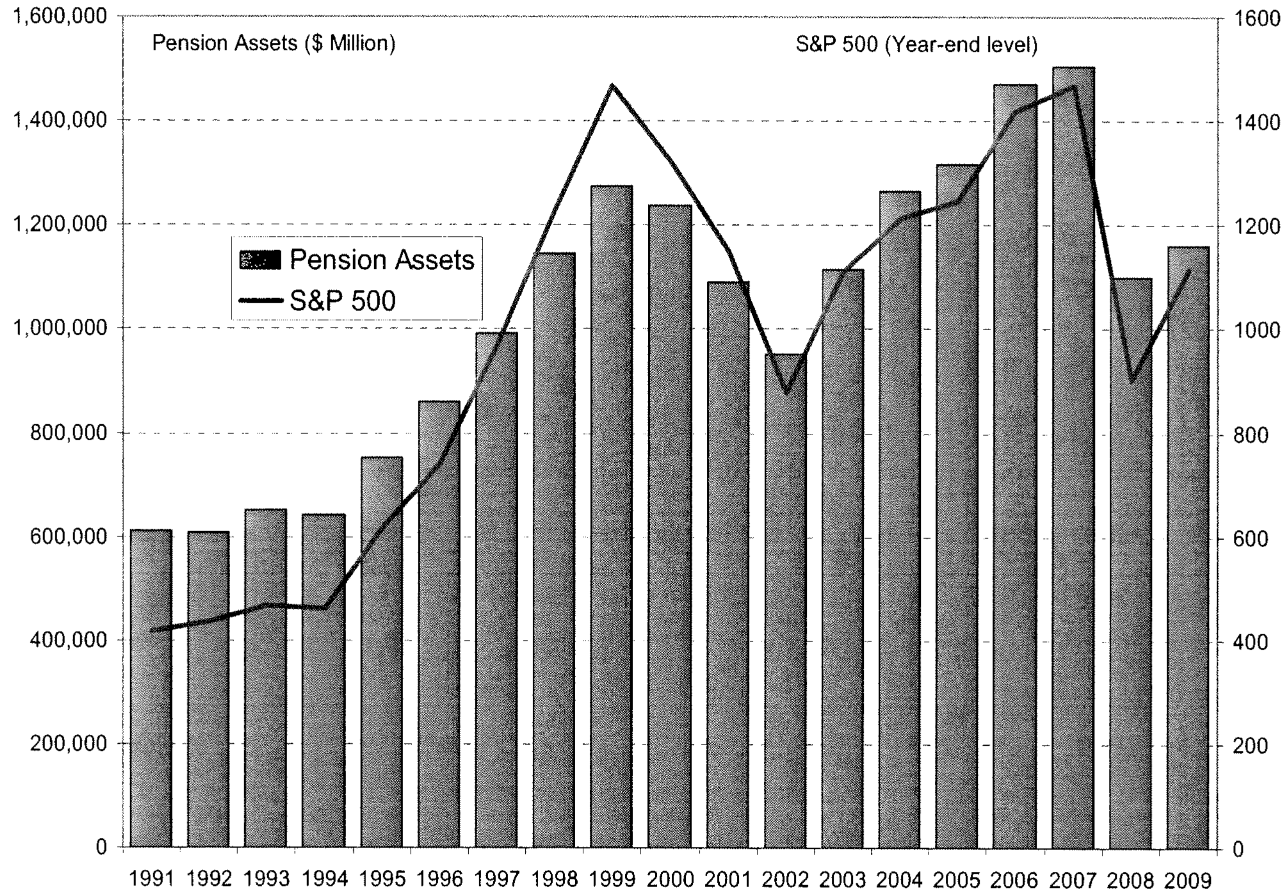
S&P GICS SECTOR	2009 ISSUES	2009 ISSUES OVER FUNDED	2009 ISSUES UNDER FUNDED	2009 PENSION FUNDING STATUS	2008 PENSION FUNDING STATUS	2007 PENSION FUNDING STATUS	2006 PENSION FUNDING STATUS
Consumer Discretionary	80	3	43	-21.03%	-21.42%	0.59%	-4.57%
Consumer Staples	41	0	32	-21.52%	-25.28%	-3.42%	-8.18%
Energy	39	0	32	-28.56%	-39.46%	-13.73%	-19.06%
Financials	79	10	46	-8.26%	-11.66%	11.71%	4.47%
Health Care	52	0	30	-22.48%	-29.25%	-5.21%	-12.32%
Industrials	57	0	42	-19.00%	-22.88%	6.47%	-1.91%
Information Technology	75	0	30	-13.43%	-15.98%	6.58%	-2.72%
Materials	32	2	28	-22.62%	-25.06%	0.71%	-6.78%
Telecommunication Services	9	0	6	-9.85%	-9.59%	29.29%	20.58%
Utilities	36	3	33	-21.62%	-27.46%	2.60%	-3.42%
S&P 500	500	18	322	-18.35%	-21.90%	4.40%	-2.67%

Pension funds have US$ 1.16 trillion in assets, with 86.1% invested in U.S. concerns and 13.9% invested abroad, percentages which have changed little over the past several years. Over the past few years, the asset allocation matrix, however, has changed significantly. For 2009, pension funds reallocated their assets out of equities (63.1% in 2008 to 43.7% in 2009) and into fixed income (32.3% in 2008 and 42.9% in 2009). The shift was the result of the new balance between perceived safety (fixed income) and acceptable risk (equities), inspired by the Bear market and the Financial liquidity crises. While assets shifted, the overall pension fund portfolio return declined only slightly from 8.02% to 7.95%. Given the traditional lower fixed income return, the 7 bps decline would have needed to incorporate much higher equity returns (a strong rebound). As the Bull market of 2009 took hold funds again shifted their allocation, this time back to equities, chasing higher returns and accepting the higher risk associated with the shift. As the market continued to progress, higher degrees of risk became acceptable. The year-end 2009 result is that allocations to equities increased back up to 50.40%, while fixed income allocations dropped to 38.03%.

Corporate contributions increased 68.3% in 2009 to US$ 66.1 billion from US$ 39.3 billion in 2008. Given the equity gains of 2009, the ending asset allocation value suggests that fund managers may have taken some equity profits along the way, limiting the upward rise in equity allocations, and reducing corporate contribution. For 2010, S&P 500 issues are estimating that they will contribute US$ 32.1 billion. **Given the change in allocations, the current market correction will have a greater impact on pensions.** Based on the 7.83% estimated 2010 return, the aggregate year-to-date projections are US$ 66.2 billion short of their goal.

GICS SECTOR	PENSION ASSETS $ MILLIONS ASSETS	PENSION EQUITY ASSET ALLOCATION	PENSION FIXED INCOME ASSET ALLOCATION	PENSION REAL ESTATE ASSET ALLOCATION	PENSION OTHER ASSET ALLOCATION
2009					
Consumer Discretionary	$119,220	45.39%	41.44%	1.07%	12.10%
Consumer Staples	$73,065	51.88%	35.51%	1.50%	11.12%
Energy	$63,011	56.34%	35.58%	2.19%	5.89%
Financials	$143,604	42.82%	40.23%	1.88%	15.08%
Health Care	$73,007	58.66%	30.12%	0.87%	10.35%
Industrials	$288,865	52.60%	37.23%	3.57%	6.61%
Information Technology	$126,662	44.75%	49.26%	3.12%	2.88%
Materials	$92,601	47.90%	40.27%	3.45%	8.37%
Telecommunication Services	$87,403	57.97%	30.49%	6.57%	4.96%
Utilities	$92,763	51.33%	36.54%	2.79%	9.34%
S&P 500 ISSUES	$1,160,202	50.50%	38.03%	2.86%	8.61%

GICS SECTOR	PENSION ASSETS $ MILLIONS ASSETS	PENSION EQUITY ASSET ALLOCATION	PENSION FIXED INCOME ASSET ALLOCATION	PENSION REAL ESTATE ASSET ALLOCATION	PENSION OTHER ASSET ALLOCATION
2008					
Consumer Discretionary	$194,411	33.8%	53.6%	5.7%	6.9%
Consumer Staples	$44,660	49.1%	41.2%	1.3%	8.5%
Energy	$45,940	59.1%	35.0%	2.3%	3.7%
Financials	$116,695	38.3%	47.5%	2.5%	11.7%
Health Care	$57,112	55.3%	34.2%	0.2%	10.2%
Industrials	$237,022	46.6%	38.1%	5.0%	10.4%
Information Technology	$94,077	40.9%	51.6%	4.2%	3.2%
Materials	$75,957	44.4%	36.2%	2.9%	16.5%
Telecommunication Services	$87,491	47.2%	28.7%	9.7%	14.3%
Utilities	$77,224	51.8%	38.6%	4.7%	4.9%
S&P 500 ISSUES	$1,030,589	43.7%	42.8%	4.6%	8.9%
2007					
Consumer Discretionary	$258,030	60.3%	31.8%	1.9%	8.3%
Consumer Staples	$88,842	64.2%	30.3%	1.1%	4.5%
Energy	$67,777	60.4%	33.1%	1.3%	8.5%
Financials	$156,374	60.8%	33.1%	1.1%	6.5%
Health Care	$80,339	65.2%	30.5%	1.1%	4.4%
Industrials	$350,505	61.5%	31.7%	2.8%	4.8%
Information Technology	$160,701	57.4%	39.2%	1.7%	1.7%
Materials	$109,209	59.9%	30.8%	2.3%	8.4%
Telecommunication Services	$129,028	60.0%	27.1%	4.4%	8.5%
Utilities	$103,710	62.3%	31.1%	2.8%	4.0%
S&P 500 ISSUES	$1,504,516	61.3%	32.3%	1.8%	5.9%



Current OPEB Status

The state of OPEB remains extremely poor largely due to the lack of uniform information available and lack of funding requirements. Therefore, analysis and evaluations have limited use and projections require large disclaimers. While disclosure requirements have improved with balance sheet postings, limited information on assumptions is available. Since OPEB has no funding requirements, the reporting rules have become a product of smoothing and the assumed discounted rates for obligations. As medical and drug costs continue to escalate (with many at a double-digit rate) and combine with higher life expectancies, the estimated growth rate used in determining the present value of OPEB becomes the major factor in the evaluation.

YEAR	OPEB ASSETS $ BILLIONS	OPEB OBLIGATIONS $ BILLIONS	OPEB FUNDING STATUS $ BILLIONS	PENSION FUNDING STATUS $ BILLIONS	OPEB FUNDING STATUS RATIO	PENSION FUNDING STATUS RATIO	OPEB & PENSION FUNDING STATUS $ BILLIONS
2009	$61.1	$275.7	-$214.6	-$260.7	0.222	0.817	-$475.32
2008	$65.7	$322.9	-$257.2	-$308.4	0.203	0.781	-$565.66
2007	$95.3	$364.4	-$269.1	$63.4	0.261	1.044	-$205.76
2006	$92.2	$385.9	-$293.7	-$40.3	0.239	0.973	-$334.03
2005	$91.2	$412.1	-$320.9	-$140.4	0.221	0.904	-$461.35
2004	$82.3	$369.3	-$286.9	-$164.3	0.223	0.885	-$451.26

Within the S&P 500, 293 companies (flat from 2008 and down from 310 companies in 2007) offer OPEB, with the aggregate underfunding of US$ 214.6 billion representing a 22.2% funding rate, up from 20.3% in 2008. While funding levels have increased, the stark contrast is to pensions which, while also underfunded, have significantly more asset coverage (81.7%). Adding to the large variance in funding levels is the fact that **pensions have the backing of the PBGC, while OPEBs have no such support or fallback position**. Combined, pension and OPEB assets set aside for issues in the S&P 500 amounted to US$ 1,221.3 billion, to cover US$ 1,696.6 billion in obligations, with the resulting underfunding being US$ 475.3 billion, or 28.0% of underfunding, compared to 32.7% in underfunding in 2008.

GICS SECTOR	ISSUES	PENSION ISSUES OVER FUNDED	PENSION ISSUES UNDER FUNDED	PENSION FUNDING STATUS $ MILLIONS	OPEB ISSUES OVER FUNDED	OPEB ISSUES UNDER FUNDED	OPEB FUNDING STATUS $ MILLIONS
Consumer Discretionary	80	3	43	-$31,755	0	32	-$14,041
Consumer Staples	41	0	32	-$20,039	0	32	-$15,963
Energy	39	0	32	-$25,191	0	29	-$19,580
Financials	79	10	46	-$12,925	2	44	-$9,779
Health Care	52	0	30	-$21,169	1	25	-$12,876
Industrials	57	0	42	-$67,773	0	41	-$44,799
Information Technology	75	0	30	-$19,646	1	19	-$9,486
Materials	32	2	28	-$27,072	0	27	-$18,581
Telecommunication Services	9	0	6	-$9,545	0	6	-$52,278
Utilities	36	3	33	-$25,589	0	34	-$17,224
S&P 500	500	18	322	-$260,704	4	289	-$214,607

Since companies are not required to set up separate funds for OPEBs, the majority of them choose not to. Of the 293 companies with OPEBs, 127 have separate OPEB funds with assets and obligations of US$ 61.1 billion and US$ 220.7 billion, respectively. The resulting US$ 159.6 billion in underfunding for these issues translates into a 27.7% funding rate. The remaining 166 issues have obligations of US$ 55.0 billion. These companies are fully on a pay-as-you-go basis, and experience the immediate impact of any change in costs. Within the S&P 500, only four issues were overfunded (the same four as 2008): JP Morgan Chase, LSI Corp, PerkinElmer, and Principal Financial. Of note is JP Morgan Chase, which is the only issue to also be funded for pensions, and therefore, the only issue within the S&P 500 to be fully funded for both pensions and OPEB. Ironically, the Telecommunications Services sector, which traditionally has been overfunded in pensions, has gone through so many reductions in their work force where early retirement was permitted that it now finds itself paying for those "humane retirements." To this end, Telecommunications Services found itself US$ 52.3 billion short for OPEB (compared to US$ 9.5 billion short for pensions), ranking as the worst sector in this respect. Of continuing interest is AT&T, which has the largest underfunded OPEB at US$ 24.7 billion, and Verizon, which is second, at US$ 24.3 billion underfunded. Combined, these two Telecommunication issues account for 22.8% of the total underfunding. General Electric (US$ 11.6 billion underfunded), Boeing (US$ 7.5 billion) and Exxon Mobil (US$ 6.2 billion) round out the top five, representing 34.6% of the shortage (Ford is number six with US$ 6.1 billion).

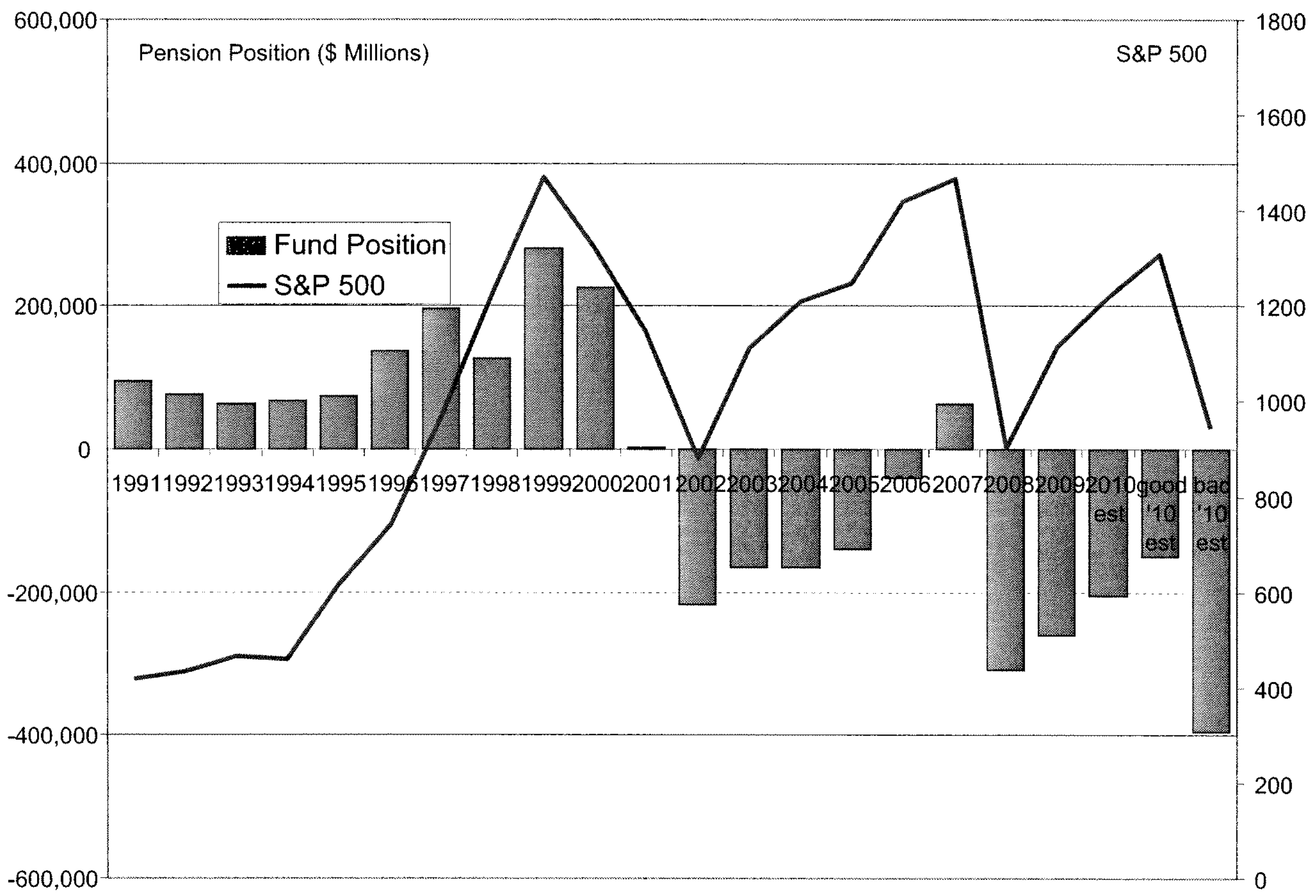
Medical coverage became a key item in the 2008 presidential election and the major issue in the first year of President Obama's term. The passage of the new medical coverage bill will alter the current status for decades to come. Coverage, eligibility, costs, and reimbursements as they have existed will all change. Congress has already altered (reduced) a tax credit system utilized by companies to offset OPEB expense, and also addressed the "donut hole" in the Medicare Part D for individuals. Companies have continued to cut back on OPEB, as well as cap payments, and have introduced multi-tier benefit programs for new employees. OPEB benefits for many current retired workers not covered under collective bargaining agreements are coming under additional stress, as alternative public programs become available. As programs develop, companies are expected to introduce alternative plans, which directly or indirectly, will shift more of the financial burden and responsibility to the retiree. Changes for current retirees under collective bargaining agreements may change less, as companies attempt to reduce longer-term costs by reducing benefits to future retires (current employees) through collective bargaining.

The cost of U.S. private medical retiree benefits, when compared to many non-U.S. competitors has added significantly to costs of U.S. products, and has left those U.S. products at a competitive disadvantage. Corporations, to some degree, must make up the difference of what foreign entities provide in medical benefits, substituting higher prices for their products for the sovereigns' ability to tax individuals. With the U.S. government now taking a more active role, companies will look to shift their expenses. **Similar to the shift away from defined pensions to defined contributions and 401K type savings accounts, post retirement medical care is now shifting away from corporate programs, and will eventually rest as a responsibility of individuals and of U.S. social policy.**

2010: Pension Underfunding

The temporary suspension of pension funding requirements in December 2008 reduced the short-term obligations of many corporations, but did not change the requirements or schedule for current and future payments. Additionally, the one-year suspension of accelerated payments did not give the market (or funds) sufficient time to recover from their massive downturn. While the band-aid helped, it has now been removed. **Even with continued equity gains, and the higher reallocation to equities, it would take years to return to the full funding levels of 2007, much less the comfortable levels of 1999. To some extent, the long-term funding rate may depend more on the discount rate used than the actual returns.** While short-term rates are expected to slightly increase, it is generally believed that once the economy is strong enough, longer-term rates will rise. At that point, the higher discount rate will reduce the future liability and improve funding, at least on paper. The side-bar joke is that if rates go up high enough, full pension funding would be accomplished and success declared. The reality is that you can write as many paper checks as you want, but the bank will only clear the ones for which you have enough cash. At this point the funding requirements of ERISA are playing the safety role, requiring companies to have enough short-term cash and equivalent on hand to currently cover liabilities, regardless of their longer-term evaluations. It should be noted that while plans may be deficient, companies are awash in cash, with Q1 2010 setting a new cash and equivalent record for the S&P Industrials (Old), at US$ 837 billion, the equivalent of 72 weeks of expected operating income.

Given the demographics, it remains mathematically difficult to extrapolate an S&P 500 pension fund that will be fully funded within the next several years. Given the current economic environment, calls for postponements of scheduled funding, and the potential social changes, our current base line estimate calls for pensions to improve from their current level of funding, ending 2010 at US$ 205 billion underfunded. S&P's optimistic estimate, based on an S&P 500 at 1310 (which is 20% above the current close) and interest rates 50 bps higher (across utilized maturities) calculates out to a pension improvement, but underfunding remains solidly in the red by US$ 150 billion. The gloomy forecast, based on the current market correction turning into a Bear market combined with slightly lower interest rates, increases the underfunding to a record US$ 395 billion.



Moving Forward

Current pension underfunding stems from the massive global market meltdown of October 2007 through March 2009. While the market has recovered at almost a record pace, it remains 30% off its 2007 level, and is currently in its first correction mode since starting the recovery. The devastated portfolios of pension funds, as well as supplementary savings and retirement accounts for individuals have improved, but are significantly lower than their peaks. On a higher level, current pension funding difficulties stem from a combination of low interest rates and specific accounting methodologies designed to smooth out market volatility. The intent of the smoothing is to give companies time to recover from the negative swings of the market. This smoothing design was conceived when cash requirements were less significant than they are today. OPEB underfunding stems from medical advancements that increased longevity and quality of life, as well as a lack of requirements or incentives to create or support OPEB funds. Unfortunately, the accounting rules often conceal the short-term condition of funds for several years, by which time significant damage can be done, leaving the company with limited options.

S&P INDICES PENSION REPORT

S&P 500 PENSION AND OPEB, IN $ BILLIONS	**2009**	**2008**	**2007**	**2006**	**2005**	**2004**
COMBINED PENSION AND OPEB STATUS	**-$475**	**-$356**	**-$206**	**-$333**	**-$461**	**-$451**
PENSION ASSETS	**$1,160**	**$1,100**	**$1,505**	**$1,471**	**$1,318**	**$1,265**
PENSION OBLIGATIONS	**$1,421**	**$1,409**	**$1,441**	**$1,511**	**$1,458**	**$1,430**
PENSION FUNDING STATUS	**-$261**	**-$308**	**$63**	**-$40**	**-$140**	**-$164**
OPEB ASSETS	**$61**	**$276**	**$95**	**$92**	**$91**	**$82**
OPEB OBLIGATIONS	**$276**	**$323**	**$364**	**$387**	**$412**	**$369**
OPEB FUNDING STATUS	**-$215**	**-$47**	**-$269**	**-$294**	**-$321**	**-$287**

The gains of the 2002-2007 Bull market improved pensions and allowed for minimal corporate contributions. The Bear market of October 2007 through March 2009 quickly exposed the extent and size of the liability to current and future retirees. However, the accounting treatment has helped to hide these obligations via smoothing and a lack of full disclosures. **The difference and at times the conflict between accounting and ERISA postings, as well as that of the actual cash-flow, prevents most investors from properly analyzing the situation.** Companies are continuing to limit their exposure to both pensions and OPEB. Some of the changes, such as those in the automotive industry, have been forced upon companies and workers as a result of market conditions. Others are the result of cost containment in reaction to competition that does not have such expenses. Currently, the new item that has come into play is that of government's social responsibility, both to individuals and to society as a whole.

Both agencies and governments have a history of waiting until the last minute to take any type of painful action. The massive impact of the medical bill speaks to this issue. We believe that the greatest change (within the scope of this report) is expected to be in competitive OPEB benefits which are currently experiencing double-digit cost growth with shifting contribution levels by companies and retirees. This cost represents an area where corporations can best contain their expenses. **Unlike pensions, which have required funding and legal standing, most OPEBs are not regulatory in nature.** Represented workers negotiate for benefits with companies who view the costs as part of their overall labor contract. Salaried workers, however, have no such contract, and therefore, the company has no legal requirement. This situation leaves the benefits to the discretion of the company. This distinction from pensions is extremely important. The ability of companies to modify their plans (subject to contractual obligations) speaks directly to the extent of their legal obligation to fulfill them. This distinction has been widely discussed, with one of the main effects being an attempt to measure the extent of a company's (both as an ongoing concern and under court supervision) OPEB obligation. In general, companies view these benefits as having to be in tandem with those of represented workers, as well as those being offered by competing peers for the same employees. Currently, the level of benefits is trending downward across sectors lines.

The need to remain competitive within global markets that provide different benefits depending on national boundaries is not new. However, in competitive markets where these benefits represent a significant contribution to product cost, the issue has become one of major contention. During times of stress, the difference can become material to the survival of the company and industry. The automotive industry has long suffered with this variance, and recent events have required both represented and salaried workers to accept lower benefits at a higher cost, and altered the role of government. As a result, companies continue to take the necessary steps to reduce costs in the face of global competition and protect their profit margins from declining in order to stay competitive. Limiting contribution, commonly referred to as capping, continues as corporations implement cost containment programs as well as tiered benefit levels for newer employees. Companies (especially those in the Telecommunications Services sector) have moved to limit their annual contributions via maximum annual caps. This type of benefit reduction is becoming more commonplace, and while workers and hard-pressed unions are resisting the changes, they are being made in response to the economic reality of globalization and the recession. Additionally, these reduced benefits are now deemed acceptable by many workers as a result of the recession, because they have more concern for their current jobs and current medical coverage than their eventual retiree benefits. Over several years, this disproportionate contribution rate will shift significant portions of the OPEB responsibility and costs from the company to the individual. Individuals unable to afford the additional expense may choose to drop their coverage, however, under the recent passed Health Care bill coverage would be required (or there would be a financial penalties). In many of these cases, the medical needs may be picked up via government programs which already are showing signs of strain.

Reductions have become not only common but expected, with the only question being how much more of a reduction in benefits and or an increase in cost will be directly placed on individuals. This situation exists for the U.S. at large as well. **As Americans live longer, the gap between existing benefits and personal wealth, and the escalating cost of staying healthy over a longer period, will grow**. Directly or indirectly, the U.S. Government is the insurer of the last resort, whether it is via the PBGC or as the medical provider via social or entitlement programs. The issue is becoming part of the government's responsibility and it is the government's obligation to alleviate.

Pensions and OPEB have become a social issue, with the key questions being coverage, expense, and how to pay for it. Medical coverage (doctors, hospitals, and drugs) has now emerged as a major issue within the U.S. Government. In general, corporations present the case that traditional U.S. benefits burden them with additional costs that do not exist for many foreign competitors. While short-term solutions are now prepared, the ability to implement and pay for them has not yet been fully developed, and is based on projected overall savings, and a shift in resources. This situation may lead to a slower, more limited, step-by-step implementation, with the economy and politics playing significant roles. Unfortunately, the longer the situation goes on, the worse it will become. Eventually, the government, in conjunction with the private sector, will be forced to address the situation and take the necessary painful steps. **The concern remains that neither the public nor the private sector have shown a tolerance for the pain associated with the type of forward action needed to address the problem**. The longer the situation goes unaddressed or short-term band-aids applied, the stronger the measures will have to be to solve the situation. **In the end, individuals, either as taxpayers or consumers, will need to pay the bill as well as live with the reduction in benefits and lifestyle.**

S&P Data and Classifications

The data used in this report was compiled from Standard & Poor's *Capital IQ, Compustat* and *Stock Guide* database, and is based on SEC filings. Data for 2009 is preliminary. The constituents used consist of the current S&P 500 membership, and the data represent the latest fiscal values. Data that does not conform, or was deemed incomplete for presentation, was not utilized. Additionally, individual issues that did not have complete data were omitted from the summary data. For this reason, some of the sums or variances of the data do not match the aggregates. This report was prepared by S&P Indices, which is separate from the Standard & Poor's Credit Market Services Group (Fixed Income) and separate from Standard & Poor's Equity Research Services. This report does not discuss ratings or credit market aspects and does not make any buy/hold/sell recommendations for any securities.

For additional information on the S&P 500 please see our web page at: www.marketattributes.standardandpoors.com.

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TICKER	COMPANY	2009 Pension and OPEB Status	2008 Pension and OPEB Status	2009 Pension Assets	2009 Pension Oblig.	2009 Funded Status	2008 Pension Assets	2008 Pension Oblig.	2008 Funded Status	2009 OPEB Assets	2009 OPEB Oblig.	2009 OPEB Funded Status	2008 OPEB Assets	2008 OPEB Oblig.	2008 OPEB Funded Status
	Consumer Discretionary	**-$45,797**	**-$55,063**	**$119,220**	**$150,975**	**-$31,755**	**$110,043**	**$140,833**	**-$30,791**	**$520**	**$14,561**	**-$14,041**	**$3,339**	**$27,612**	**-$24,272**
ANF	ABERCROMBIE & FITCH -CL A														
AMZN	AMAZON.COM INC														
APOL	APOLLO GROUP INC -CL A														
AN	AUTONATION INC														
AZO	AUTOZONE INC	-$70	$4	$115	$186	-$70	$161	$157	$4						
BBBY	BED BATH & BEYOND INC														
BBY	BEST BUY CO INC														
BIG	BIG LOTS INC	-$3	-$11	$57	$60	-$3	$42	$54	-$11						
HRB	BLOCK H & R INC														
CCL	CARNIVAL CORP/PLC (USA)														
CBS	CBS CORP	-$2,239	-$2,380	$3,483	$4,897	-$1,414	$3,354	$4,906	-$1,551	$5	$829	-$824	$5	$833	-$828
COH	COACH INC	-$6	-$2	$5	$11	-$6	$6	$8	-$2						
CMCSA	COMCAST CORP	-$368	-$367	$176	$184	-$8	$152	$181	-$29		$360	-$360		$338	-$338
DHI	D R HORTON INC														
DRI	DARDEN RESTAURANTS INC		-$57				$140	$170	-$30					$27	-$27
DV	DEVRY INC														
DTV	DIRECTV	-$145	-$191	$374	$498	-$124	$283	$452	-$169		$21	-$21		$22	-$22
DISCA	DISCOVERY COMMUNICATIONS INC														
DIS	DISNEY (WALT) CO	-$3,089	-$973	$4,833	$6,992	-$2,159	$4,955	$5,249	-$294	$297	$1,227	-$930	$351	$1,030	-$679
EK	EASTMAN KODAK CO	-$2,527	-$1,631	$7,291	$8,414	-$1,123	$7,459	$7,619	-$160		$1,404	-$1,404		$1,471	-$1,471
EXPE	EXPEDIA INC														
FDO	FAMILY DOLLAR STORES														
F	FORD MOTOR CO	-$18,015	-$28,159	$56,021	$67,983	-$11,962	$52,863	$64,743	-$11,880		$6,053	-$6,053	$2,786	$19,065	-$16,279
FO	FORTUNE BRANDS INC	-$419	-$419	$822	$1,112	-$290	$736	$1,005	-$269		$129	-$129		$151	-$151
GME	GAMESTOP CORP														
GCI	GANNETT CO	-$921	-$1,136	$2,376	$3,088	-$713	$2,169	$3,060	-$892		$208	-$208		$244	-$244
GPS	GAP INC														
GPC	GENUINE PARTS CO	-$299	-$501	$1,216	$1,502	-$286	$978	$1,450	-$472		$14	-$14		$29	-$29
GT	GOODYEAR TIRE & RUBBER CO	-$3,266	-$3,258	$5,343	$8,058	-$2,715	$4,430	$7,178	-$2,748	$6	$557	-$551	$4	$514	-$510
HOG	HARLEY-DAVIDSON INC	-$527	-$764	$1,026	$1,285	-$259	$691	$1,178	-$488	$109	$377	-$268	$97	$373	-$276
HAR	HARMAN INTERNATIONAL INDS	-$129	-$131		$129	-$129		$131	-$131						
HAS	HASBRO INC	-$87	-$101	$250	$306	-$56	$232	$300	-$69		$31	-$31		$33	-$33
HD	HOME DEPOT INC														
IPG	INTERPUBLIC GROUP OF COS	-$267	-$262	$391	$604	-$212	$350	$555	-$205		$55	-$55		$58	-$58
IGT	INTL GAME TECHNOLOGY														
JCI	JOHNSON CONTROLS INC	-$1,361	-$1,029	$2,947	$4,033	-$1,086	$2,732	$3,508	-$776		$275	-$275		$253	-$253
KSS	KOHL'S CORP														
LEG	LEGGETT & PLATT INC	-$37	-$29	$197	$235	-$37	$198	$227	-$29						
LEN	LENNAR CORP														
LTD	LIMITED BRANDS INC														
LOW	LOWE'S COMPANIES INC														
M	MACY'S INC	-$1,972	-$1,882	$1,865	$3,559	-$1,694	$1,438	$3,043	-$1,605		$278	-$278		$277	-$277
MAR	MARRIOTT INTL INC														
MAT	MATTEL INC	-$263	-$296	$297	$513	-$216	$234	$479	-$245		$46	-$46		$51	-$51

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	Consumer Discretionary	-$45,797	-$55,063	$119,220	$150,975	-$31,755	$110,043	$140,833	-$30,791	$520	$14,561	-$14,041	$3,339	$27,612	-$24,272
MCD	MCDONALD'S CORP														
MHP	MCGRAW-HILL COMPANIES	-$449	-$574	$1,277	$1,569	-$292	$972	$1,396	-$424		$157	-$157		$151	-$151
MDP	MEREDITH CORP	-$23	$6	$95	$104	-$9	$121	$99	$22		$15	-$15		$16	-$16
NYT	NEW YORK TIMES CO -CL A	-$916	-$1,032	$1,151	$1,902	-$751	$995	$1,865	-$871		$165	-$165		$162	-$162
NWL	NEWELL RUBBERMAID INC	-$591	-$563	$988	$1,411	-$423	$855	$1,255	-$400		$168	-$168		$163	-$163
NWSA	NEWS CORP	-$759	-$666	$2,018	$2,501	-$483	$2,348	$2,690	-$342		$276	-$276		$324	-$324
NKE	NIKE INC -CL B														
JWN	NORDSTROM INC	-$102	-$85		$102	-$102		$85	-$85						
ODP	OFFICE DEPOT INC	-$72	-$66	$120	$192	-$72	$88	$155	-$66						
OMC	OMNICOM GROUP	-$156	-$156	$52	$121	-$69	$64	$134	-$70		$88	-$88		$87	-$87
ORLY	O'REILLY AUTOMOTIVE INC														
JCP	PENNEY (J C) CO	-$287	-$545	$4,314	$4,583	-$269	$3,450	$3,977	-$527		$18	-$18		$18	-$18
RL	POLO RALPH LAUREN CP -CL A														
PCLN	PRICELINE.COM INC														
PHM	PULTEGROUP INC														
RSH	RADIOSHACK CORP	-$24	-$27		$24	-$24		$27	-$27						
ROST	ROSS STORES INC														
SNI	SCRIPPS NETWORKS INTERACTIVE	-$43	-$45	$34	$77	-$43	$24	$69	-$45						
SHLD	SEARS HOLDINGS CORP	-$2,301	-$1,912	$4,844	$6,691	-$1,847	$4,268	$5,788	-$1,520	$102	$556	-$454	$95	$487	-$392
SWK	STANLEY BLACK & DECKER INC	-$136	-$142	$320	$433	-$113	$265	$384	-$119		$23	-$23		$23	-$23
SPLS	STAPLES INC	$85	$17	$1,021	$936	$85	$822	$805	$17						
SBUX	STARBUCKS CORP														
HOT	STARWOOD HOTELS&RESORTS WRLD	-$54	-$100	$159	$195	-$36	$132	$216	-$84	$1	$19	-$18	$2	$18	-$16
TGT	TARGET CORP	-$190	-$330	$2,157	$2,260	-$103	$1,771	$1,984	-$213		$87	-$87		$117	-$117
TIF	TIFFANY & CO	-$223	-$204	$202	$382	-$181	$160	$328	-$168		$42	-$42		$37	-$37
TWC	TIME WARNER CABLE INC	$43	-$205	$1,595	$1,552	$43	$1,113	$1,318	-$205						
TWX	TIME WARNER INC	-$606	-$1,003	$2,962	$3,412	-$450	$3,461	$4,288	-$827		$156	-$156		$176	-$176
TJX	TJX COMPANIES INC	-$125	-$236	$508	$632	-$124	$314	$548	-$234		$2	-$2		$2	-$2
URBN	URBAN OUTFITTERS INC														
VFC	VF CORP	-$251	-$415	$1,034	$1,285	-$251	$693	$1,108	-$415						
VIA.B	VIACOM INC	-$257	-$429	$414	$659	-$245	$231	$648	-$417		$12	-$12		$12	-$12
WPO	WASHINGTON POST -CL B	$257	$175	$1,441	$1,105	$336	$1,327	$1,077	$250		$79	-$79		$75	-$75
WHR	WHIRLPOOL CORP	-$2,329	-$2,425	$2,452	$4,020	-$1,568	$2,368	$3,889	-$1,521		$761	-$761		$904	-$904
WYN	WYNDHAM WORLDWIDE CORP														
WYNN	WYNN RESORTS LTD														
YUM	YUM BRANDS INC	-$277	-$526	$976	$1,180	-$204	$596	$1,049	-$453		$73	-$73		$73	-$73

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TICKER	COMPANY	2009 Pension and OPEB Status	2008 Pension and OPEB Status	2009 Pension Assets	2009 Pension Oblig.	2009 Funded Status	2008 Pension Assets	2008 Pension Oblig.	2008 Funded Status	2009 OPEB Assets	2009 OPEB Oblig.	2009 OPEB Funded Status	2008 OPEB Assets	2008 OPEB Oblig.	2008 OPEB Funded Status
	Consumer Staples	**-$36,002**	**-$38,659**	**$73,065**	**$93,104**	**-$20,039**	**$70,919**	**$93,857**	**-$22,938**	**$3,595**	**$19,558**	**-$15,963**	**$4,523**	**$20,244**	**-$15,721**
MO	ALTRIA GROUP INC	-$3,669	-$3,748	$4,870	$6,075	-$1,205	$3,929	$5,342	-$1,413		$2,464	-$2,464		$2,335	-$2,335
ADM	ARCHER-DANIELS-MIDLAND CO	-$841	-$395	$1,427	$2,012	-$585	$1,662	$1,851	-$189		$256	-$256		$206	-$206
AVP	AVON PRODUCTS	-$548	-$629	$993	$1,447	-$453	$874	$1,368	-$495	$40	$135	-$95	$44	$178	-$135
BF.B	BROWN-FORMAN -CL B		-$175				$284	$415	-$131					$44	-$44
CPB	CAMPBELL SOUP CO	-$1,002	-$355	$1,415	$2,077	-$662	$1,854	$1,882	-$28		$340	-$340		$327	-$327
CLX	CLOROX CO/DE	-$263	-$196	$275	$468	-$193	$340	$465	-$125		$70	-$70		$71	-$71
KO	COCA-COLA CO	-$1,274	-$1,583	$3,032	$3,996	-$964	$2,290	$3,618	-$1,328	$173	$483	-$310	$175	$430	-$255
CCE	COCA-COLA ENTERPRISES INC	-$1,083	-$1,461	$2,964	$3,723	-$759	$2,160	$3,269	-$1,109		$324	-$324		$352	-$352
CL	COLGATE-PALMOLIVE CO	-$1,283	-$1,238	$1,701	$2,409	-$708	$1,454	$2,174	-$720	$28	$603	-$575	$24	$542	-$518
CAG	CONAGRA FOODS INC		-$598				$1,903	$2,220	-$317				$8	$289	-$281
STZ	CONSTELLATION BRANDS -CL A	-$115	-$49	$283	$398	-$115	$240	$289	-$49						
COST	COSTCO WHOLESALE CORP														
CVS	CVS CAREMARK CORP	-$257	-$277	$372	$612	-$240	$286	$546	-$260		$17	-$17		$17	-$17
DF	DEAN FOODS CO	-$90	-$111	$223	$295	-$71	$181	$276	-$95		$19	-$19		$16	-$16
DPS	DR PEPPER SNAPPLE GROUP INC	-$49	-$89	$223	$253	-$30	$162	$230	-$68	$5	$24	-$19	$4	$25	-$21
GIS	GENERAL MILLS INC		-$626				$3,158	$3,167	-$10				$236	$852	-$616
HNZ	HEINZ (H J) CO		-$590				$1,875	$2,230	-$355					$234	-$234
HSY	HERSHEY CO	-$340	-$356	$942	$958	-$15	$923	$964	-$41		$325	-$325		$315	-$315
HRL	HORMEL FOODS CORP	-$442	-$335	$690	$786	-$96	$660	$674	-$14		$346	-$346		$321	-$321
K	KELLOGG CO	-$772	-$1,102	$3,334	$3,616	-$282	$2,574	$3,121	-$547	$672	$1,162	-$490	$553	$1,108	-$555
KMB	KIMBERLY-CLARK CORP	-$2,042	-$2,662	$4,244	$5,491	-$1,247	$3,101	$4,968	-$1,867		$795	-$795		$795	-$795
KFT	KRAFT FOODS INC	-$4,735	-$5,239	$8,893	$10,596	-$1,703	$7,004	$9,344	-$2,340		$3,032	-$3,032		$2,899	-$2,899
KR	KROGER CO	-$1,109	-$1,191	$2,096	$2,893	-$797	$1,513	$2,426	-$913		$312	-$312		$278	-$278
EL	LAUDER (ESTEE) COS INC -CL A	-$286	-$182	$686	$849	-$163	$766	$837	-$71		$123	-$123		$110	-$110
LO	LORILLARD INC	-$247	-$294	$921	$962	-$41	$829	$927	-$98		$206	-$206		$196	-$196
MKC	MCCORMICK & CO INC	-$270	-$151	$514	$682	-$168	$420	$489	-$69		$102	-$102		$82	-$82
MJN	MEAD JOHNSON NUTRITION CO	-$121		$209	$310	-$100					$21	-$21			
TAP	MOLSON COORS BREWING CO	-$786	-$559	$2,783	$3,409	-$626	$2,672	$3,021	-$349		$160	-$160		$210	-$210
PEP	PEPSICO INC	-$2,680	-$3,718	$6,981	$8,315	-$1,334	$5,139	$7,487	-$2,348	$13	$1,359	-$1,346		$1,370	-$1,370
PM	PHILIP MORRIS INTERNATIONAL	-$1,245	-$1,742	$4,437	$4,877	-$440	$3,216	$4,261	-$1,045		$805	-$805		$697	-$697
PG	PROCTER & GAMBLE CO	-$5,240	-$3,198	$6,310	$10,016	-$3,706	$7,225	$10,095	-$2,870	$2,394	$3,928	-$1,534	$3,225	$3,553	-$328
RAI	REYNOLDS AMERICAN INC	-$2,297	-$2,921	$4,054	$5,270	-$1,216	$3,376	$5,106	-$1,730	$270	$1,351	-$1,081	$254	$1,445	-$1,191
SWY	SAFEWAY INC	-$645	-$607	$1,572	$2,096	-$523	$1,513	$2,009	-$496		$122	-$122		$111	-$111
SLE	SARA LEE CORP	-$630	-$572	$3,752	$4,218	-$466	$4,423	$4,744	-$321		$164	-$164	$1	$252	-$251
SJM	SMUCKER (JM) CO		-$100				$300	$363	-$62					$38	-$38
SVU	SUPERVALU INC	-$894	-$1,031	$1,557	$2,320	-$763	$1,008	$1,922	-$914		$131	-$131		$117	-$117
SYY	SYSCO CORP	-$315	-$118	$1,244	$1,552	-$308	$1,527	$1,635	-$108		$7	-$7		$9	-$9
TSN	TYSON FOODS INC -CL A	-$105	-$90	$68	$127	-$59	$79	$122	-$43		$46	-$46		$47	-$47
WAG	WALGREEN CO	-$328	-$371								$328	-$328		$371	-$371
WMT	WAL-MART STORES INC														
WFMI	WHOLE FOODS MARKET INC														

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	Energy	**-$44,771**	**-$49,184**	**$63,011**	**$88,202**	**-$25,191**	**$46,470**	**$76,633**	**-$30,163**	**$1,040**	**$20,620**	**-$19,580**	**$881**	**$19,902**	**-$19,021**
APC	ANADARKO PETROLEUM CORP	-$967	-$851	$979	$1,630	-$651	$748	$1,280	-$532		$316	-$316		$319	-$319
APA	APACHE CORP	-$36	-$34	$118	$135	-$17	$83	$99	-$17		$18	-$18		$17	-$17
BHI	BAKER HUGHES INC	-$265	-$201	$594	$702	-$108	$487	$530	-$43		$157	-$157		$158	-$158
COG	CABOT OIL & GAS CORP	-$56	-$56	$53	$75	-$22	$34	$63	-$29		$34	-$34		$27	-$27
CAM	CAMERON INTERNATIONAL CORP	-$51	-$35	$242	$275	-$32	$195	$221	-$26		$18	-$18		$9	-$9
CHK	CHESAPEAKE ENERGY CORP														
CVX	CHEVRON CORP	-$6,905	-$6,901	$10,539	$14,379	-$3,840	$8,048	$12,018	-$3,970		$3,065	-$3,065		$2,931	-$2,931
COP	CONOCOPHILLIPS	-$3,557	-$3,592	$5,425	$8,143	-$2,718	$4,101	$6,927	-$2,826		$839	-$839	$2	$768	-$766
CNX	CONSOL ENERGY INC	-$3,036	-$2,835	$462	$654	-$192	$375	$572	-$197		$2,844	-$2,844		$2,639	-$2,639
DNR	DENBURY RESOURCES INC														
DVN	DEVON ENERGY CORP	-$512	-$557	$532	$980	-$448	$430	$931	-$501		$64	-$64		$56	-$56
DO	DIAMOND OFFSHRE DRILLING INC														
EP	EL PASO CORP	-$553	-$679	$1,979	$2,133	-$154	$1,773	$1,989	-$216	$243	$642	-$399	$210	$673	-$463
EOG	EOG RESOURCES INC		-$4											$4	-$4
XOM	EXXON MOBIL CORP	-$17,881	-$21,558	$25,678	$37,325	-$11,647	$17,894	$33,262	-$15,368	$514	$6,748	-$6,234	$443	$6,633	-$6,190
FTI	FMC TECHNOLOGIES INC	-$142	-$204	$620	$754	-$134	$477	$669	-$193		$8	-$8		$11	-$11
HAL	HALLIBURTON CO	-$221	-$394	$722	$943	-$221	$496	$798	-$302					$92	-$92
HP	HELMERICH & PAYNE	-$33	-$10	$57	$90	-$33	$60	$69	-$10						
HES	HESS CORP	-$559	-$622	$1,072	$1,547	-$475	$745	$1,290	-$545		$84	-$84		$77	-$77
MRO	MARATHON OIL CORP	-$2,098	-$1,655	$1,971	$3,384	-$1,413	$1,491	$2,452	-$961		$685	-$685		$694	-$694
MEE	MASSEY ENERGY CO	-$228	-$241	$237	$303	-$66	$208	$280	-$72		$162	-$162		$169	-$169
MUR	MURPHY OIL CORP	-$247	-$251	$376	$521	-$146	$278	$442	-$164		$102	-$102		$87	-$87
NBR	NABORS INDUSTRIES LTD	-$5	-$6	$14	$19	-$5	$12	$18	-$6						
NOV	NATIONAL OILWELL VARCO INC	-$108	-$81	$193	$262	-$69	$154	$214	-$61		$39	-$39		$20	-$20
NBL	NOBLE ENERGY INC	-$79	-$84	$172	$228	-$56	$132	$194	-$62		$23	-$23		$22	-$22
OXY	OCCIDENTAL PETROLEUM CORP	-$990	-$946	$482	$583	-$101	$400	$542	-$142	$2	$891	-$889	$3	$807	-$804
BTU	PEABODY ENERGY CORP	-$1,198	-$1,049	$630	$845	-$215	$553	$769	-$216		$982	-$982		$833	-$833
PXD	PIONEER NATURAL RESOURCES CO	-$9	-$10								$9	-$9		$10	-$10
RRC	RANGE RESOURCES CORP														
RDC	ROWAN COS INC	-$276	-$379	$337	$532	-$195	$264	$562	-$298		$81	-$81		$81	-$81
SLB	SCHLUMBERGER LTD	-$1,660	-$2,347	$5,230	$5,957	-$727	$3,403	$4,917	-$1,514	$58	$991	-$933	$29	$862	-$833
SII	SMITH INTERNATIONAL INC	-$16	-$29	$62	$74	-$11	$43	$63	-$19		$5	-$5		$9	-$9
SWN	SOUTHWESTERN ENERGY CO	-$13	-$15	$47	$57	-$10	$35	$48	-$13		$3	-$3		$2	-$2
SE	SPECTRA ENERGY CORP	-$603	-$582	$1,010	$1,366	-$356	$795	$1,123	-$328	$75	$322	-$247	$68	$322	-$254
SUN	SUNOCO INC	-$824	-$912	$804	$1,223	-$419	$837	$1,326	-$489		$405	-$405		$423	-$423
TSO	TESORO CORP	-$605	-$580	$262	$511	-$249	$210	$437	-$227		$356	-$356		$353	-$353
VLO	VALERO ENERGY CORP	-$669	-$1,007	$1,251	$1,454	-$203	$1,005	$1,492	-$487		$466	-$466		$520	-$520
WMB	WILLIAMS COS INC	-$369	-$477	$860	$1,118	-$258	$705	$1,035	-$330	$148	$259	-$111	$126	$273	-$147
XTO	XTO ENERGY INC														

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	Financials	**-$22,703**	**-$27,430**	**$143,604**	**$156,529**	**-$12,925**	**$123,746**	**$141,457**	**-$17,711**	**$6,880**	**$16,659**	**-$9,779**	**$6,100**	**$15,819**	**-$9,720**
AFL	AFLAC INC	-$133	-$148	$283	$416	-$133	$222	$370	-$148						
ALL	ALLSTATE CORP	-$1,772	-$1,929	$4,127	$5,233	-$1,106	$3,399	$4,566	-$1,167		$666	-$666		$762	-$762
AXP	AMERICAN EXPRESS CO	-$730	-$736	$1,989	$2,395	-$406	$1,693	$2,134	-$441		$324	-$324		$295	-$295
AIG	AMERICAN INTERNATIONAL GROUP	-$2,268	-$2,713	$4,112	$6,000	-$1,888	$3,498	$5,825	-$2,327		$380	-$380		$386	-$386
AMP	AMERIPRISE FINANCIAL INC	-$187	-$213	$256	$421	-$165	$200	$385	-$185		$22	-$22		$28	-$28
AON	AON CORP	-$1,777	-$1,566	$4,906	$6,639	-$1,733	$4,194	$5,715	-$1,521	$7	$51	-$44	$7	$52	-$45
AIV	APARTMENT INVT &MGMT -CL A														
AIZ	ASSURANT INC	-$244	-$244	$461	$658	-$197	$381	$581	-$201	$37	$84	-$47	$24	$67	-$43
AVB	AVALONBAY COMMUNITIES INC														
BAC	BANK OF AMERICA CORP	-$617	-$2,020	$18,374	$17,484	$890	$14,256	$14,982	-$726	$113	$1,620	-$1,507	$110	$1,404	-$1,294
BK	BANK OF NEW YORK MELLON CORP	$302	-$79	$3,871	$3,390	$481	$3,060	$2,924	$136	$66	$245	-$179	$56	$271	-$215
BBT	BB&T CORP	$622	-$63	$2,184	$1,523	$661	$1,371	$1,400	-$29		$39	-$39		$34	-$34
BRK.B	BERKSHIRE HATHAWAY	-$2,210	-$2,265	$5,926	$8,136	-$2,210	$5,322	$7,587	-$2,265						
BXP	BOSTON PROPERTIES INC														
COF	CAPITAL ONE FINANCIAL CORP	-$37	-$64	$213	$190	$22	$193	$190	$3	$7	$67	-$60	$7	$74	-$67
CBG	CB RICHARD ELLIS GROUP INC	-$65	-$20	$240	$305	-$65	$186	$205	-$20						
CB	CHUBB CORP	-$630	-$919	$1,558	$1,900	-$342	$1,125	$1,761	-$636	$50	$338	-$288	$32	$315	-$283
CINF	CINCINNATI FINANCIAL CORP	-$77	-$88	$144	$221	-$77	$118	$206	-$88						
C	CITIGROUP INC	-$2,198	-$706	$15,526	$16,578	-$1,052	$16,052	$15,573	$479	$1,081	$2,227	-$1,146	$814	$1,999	-$1,185
CME	CME GROUP INC	-$9	-$4	$108	$108	$0	$94	$88	$5		$9	-$9		$9	-$9
CMA	COMERICA INC	-$42	-$247	$1,338	$1,369	-$31	$1,080	$1,321	-$241	$73	$84	-$11	$74	$80	-$6
DFS	DISCOVER FINANCIAL SVCS INC	-$78	$48	$306	$359	-$54	$325	$256	$68		$24	-$24		$20	-$20
ETFC	E TRADE FINANCIAL CORP														
EQR	EQUITY RESIDENTIAL														
FII	FEDERATED INVESTORS INC														
FITB	FIFTH THIRD BANCORP	-$35	-$84	$182	$217	-$35	$144	$228	-$84						
FHN	FIRST HORIZON NATIONAL CORP	-$63	-$115	$496	$533	-$37	$379	$472	-$94	$16	$42	-$26	$15	$36	-$21
BEN	FRANKLIN RESOURCES INC	-$6	-$5	$39	$39	$0	$33	$32	$1		$6	-$6		$5	-$5
GNW	GENWORTH FINANCIAL INC														
GS	GOLDMAN SACHS GROUP INC	-$769	-$420	$1,133	$1,418	-$285	$842	$821	$21		$484	-$484		$441	-$441
HIG	HARTFORD FINANCIAL SERVICES	-$983	-$842	$3,526	$4,283	-$757	$3,326	$3,938	-$612	$175	$401	-$226	$154	$384	-$230
HCP	HCP INC														
HCN	HEALTH CARE REIT INC	-$3	-$3		$3	-$3		$3	-$3						
HST	HOST HOTELS & RESORTS INC														
HCBK	HUDSON CITY BANCORP INC	-$32	-$74	$144	$142	$2	$96	$132	-$36		$34	-$34		$38	-$38
HBAN	HUNTINGTON BANCSHARES	-$84	-$123	$454	$505	-$51	$407	$470	-$63		$33	-$33		$60	-$60
ICE	INTERCONTINENTALEXCHANGE INC														
IVZ	INVESCO LTD	-$109	-$87	$263	$330	-$67	$225	$271	-$47	$7	$49	-$41	$6	$47	-$41
JNS	JANUS CAPITAL GROUP INC														
JPM	JPMORGAN CHASE & CO	$2,381	-$816	$12,650	$10,513	$2,137	$8,956	$9,803	-$847	$1,269	$1,025	$244	$1,126	$1,095	$31
KEY	KEYCORP	-$377	-$329	$839	$1,202	-$363	$761	$1,066	-$305	$58	$72	-$14	$45	$69	-$24
KIM	KIMCO REALTY CORP														
LM	LEGG MASON INC														
LUK	LEUCADIA NATIONAL CORP	-$70	-$66	$168	$236	-$68	$161	$223	-$62		$1	-$1		$4	-$4
LNC	LINCOLN NATIONAL CORP	-$307	-$435	$1,149	$1,339	-$190	$962	$1,292	-$330	$34	$151	-$117	$32	$137	-$105
L	LOEWS CORP	-$874	-$931	$2,303	$3,029	-$726	$2,037	$2,821	-$784	$73	$221	-$148	$67	$214	-$147
MTB	M & T BANK CORP	-$147	-$263	$767	$857	-$90	$551	$751	-$200		$57	-$57		$63	-$63
MMC	MARSH & MCLENNAN COS	-$1,074	-$1,024	$9,142	$9,983	-$841	$7,728	$8,504	-$776		$233	-$233		$248	-$248
MI	MARSHALL & ILSLEY CORP	-$28	-$37							$36	$64	-$28	$30	$66	-$37
MET	METLIFE INC	-$1,605	-$1,103	$5,770	$6,649	-$879	$5,559	$6,041	-$482	$1,121	$1,847	-$726	$1,011	$1,632	-$621
MCO	MOODY'S CORP	-$118	-$94	$108	$213	-$105	$89	$172	-$83		$13	-$13		$11	-$11
MS	MORGAN STANLEY	-$427	$217	$2,406	$2,630	-$224	$2,473	$2,092	$381		$203	-$203		$164	-$164
NDAQ	NASDAQ OMX GROUP INC	-$58	-$58	$57	$106	-$49	$43	$90	-$48		$9	-$9		$10	-$10
NTRS	NORTHERN TRUST CORP	$23	-$105	$936	$862	$73	$674	$718	-$44		$50	-$50		$61	-$61
NYX	NYSE EURONEXT	-$473	-$529	$760	$1,013	-$253	$653	$964	-$311		$220	-$220		$218	-$218
PBCT	PEOPLE'S UNITED FINL INC	-$20	-$44	$274	$283	-$9	$231	$264	-$33		$11	-$11		$11	-$11
PCL	PLUM CREEK TIMBER CO INC	-$34	-$42	$96	$130	-$34	$86	$128	-$42						
PNC	PNC FINANCIAL SVCS GROUP INC	-$546	-$947	$3,721	$3,893	-$172	$3,292	$3,880	-$588		$374	-$374		$359	-$359
TROW	PRICE (T. ROWE) GROUP														
PFG	PRINCIPAL FINANCIAL GRP INC	-$486	-$675	$1,250	$1,797	-$547	$1,011	$1,712	-$702	$422	$360	$61	$362	$335	$27

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PGR	PROGRESSIVE CORP-OHIO														
PLD	PROLOGIS														
PRU	PRUDENTIAL FINANCIAL INC	$124	$1,073	$9,591	$8,855	$736	$9,917	$8,260	$1,657	$1,519	$2,131	-$612	$1,418	$2,002	-$584
PSA	PUBLIC STORAGE														
RF	REGIONS FINANCIAL CORP	-$368	-$440	$1,252	$1,586	-$334	$1,066	$1,475	-$408	$4	$38	-$34	$4	$36	-$32
SCHW	SCHWAB (CHARLES) CORP														
SPG	SIMON PROPERTY GROUP INC														
SLM	SLM CORP	-$4	$5	$197	$201	-$4	$212	$207	$5						
STT	STATE STREET CORP	-$274	-$376	$828	$990	-$162	$692	$974	-$282		$112	-$112		$94	-$94
STI	SUNTRUST BANKS INC	$308	-$60	$2,334	$2,008	$326	$1,919	$1,922	-$3	$161	$179	-$18	$147	$205	-$58
TMK	TORCHMARK CORP	-$47	-$71	$212	$242	-$30	$175	$230	-$56		$16	-$16		$15	-$15
TRV	TRAVELERS COS INC	-$373	-$474	$2,258	$2,387	-$129	$1,818	$2,044	-$226	$20	$264	-$244	$21	$269	-$248
USB	U S BANCORP	-$449	-$687	$2,089	$2,496	-$407	$1,699	$2,368	-$669	$144	$186	-$42	$158	$176	-$18
UNM	UNUM GROUP	-$427	-$539	$1,049	$1,297	-$248	$778	$1,136	-$358	$12	$191	-$179	$12	$193	-$181
VTR	VENTAS INC														
VNO	VORNADO REALTY TRUST		-$2				$12	$13	-$2						
WFC	WELLS FARGO & CO	-$2,632	-$2,755	$9,112	$10,719	-$1,607	$7,863	$9,661	-$1,798	$376	$1,401	-$1,025	$368	$1,325	-$957
XL	XL CAPITAL LTD	-$27	-$33	$30	$57	-$27	$21	$54	-$33						
ZION	ZIONS BANCORPORATION	-$62	-$64	$99	$160	-$61	$90	$153	-$63		$1	-$1		$1	-$1
	Health Care	**-$34,051**	**-$30,954**	**$73,007**	**$94,183**	**-$21,175**	**$52,961**	**$74,123**	**-$21,162**	**$3,951**	**$16,827**	**-$12,876**	**$3,061**	**$12,853**	**-$9,792**
ABT	ABBOTT LABORATORIES	-$2,404	-$2,721	$5,812	$6,852	-$1,040	$3,997	$5,541	-$1,544	$341	$1,705	-$1,364	$266	$1,443	-$1,177
AET	AETNA INC	-$1,214	-$1,128	$4,395	$5,346	-$951	$3,877	$4,743	-$866	$68	$331	-$263	$67	$330	-$262
AGN	ALLERGAN INC	-$137	-$197	$560	$655	-$95	$463	$620	-$157		$42	-$42		$40	-$40
ABC	AMERISOURCEBERGEN CORP	-$60	-$23	$81	$129	-$48	$94	$106	-$12		$12	-$12		$11	-$11
AMGN	AMGEN INC														
BCR	BARD (C.R.) INC	-$119	-$113	$239	$349	-$110	$181	$284	-$103		$10	-$10		$10	-$10
BAX	BAXTER INTERNATIONAL INC	-$1,649	-$1,571	$2,822	$3,965	-$1,143	$2,381	$3,475	-$1,094		$506	-$506		$477	-$477
BDX	BECTON DICKINSON & CO	-$676	-$374	$1,209	$1,635	-$426	$1,100	$1,272	-$172		$250	-$250		$201	-$201
BIIB	BIOGEN IDEC INC	-$6	-$5		$6	-$6		$5	-$5						
BSX	BOSTON SCIENTIFIC CORP														
BMY	BRISTOL-MYERS SQUIBB CO	-$1,584	-$2,255	$5,103	$6,386	-$1,283	$4,152	$6,068	-$1,916	$278	$579	-$301	$230	$569	-$339
CAH	CARDINAL HEALTH INC														
CFN	CAREFUSION CORP														
CELG	CELGENE CORP														
CEPH	CEPHALON INC														
CERN	CERNER CORP														
CI	CIGNA CORP	-$1,908	-$2,205	$2,850	$4,363	-$1,513	$2,248	$4,101	-$1,853	$24	$419	-$395	$24	$376	-$352
CVH	COVENTRY HEALTH CARE INC														
DVA	DAVITA INC														
XRAY	DENTSPLY INTERNATL INC	-$115	-$118	$89	$192	-$103	$76	$184	-$108		$12	-$12		$11	-$11
ESRX	EXPRESS SCRIPTS INC														
FRX	FOREST LABORATORIES -CL A														
GENZ	GENZYME CORP	-$43	-$22	$65	$108	-$43	$44	$65	-$22						
GILD	GILEAD SCIENCES INC														
HSP	HOSPIRA INC	-$175	-$201	$340	$457	-$117	$282	$429	-$147		$58	-$58		$54	-$54
HUM	HUMANA INC														
ISRG	INTUITIVE SURGICAL INC														
JNJ	JOHNSON & JOHNSON	-$6,100	-$6,994	$10,923	$13,449	-$2,526	$7,677	$11,923	-$4,246	$16	$3,590	-$3,574	$17	$2,765	-$2,748
KG	KING PHARMACEUTICALS INC	-$22	-$12	$41	$52	-$11	$46	$51	-$5		$11	-$11		$7	-$7
LH	LABORATORY CP OF AMER HLDGS	-$108	-$159	$259	$328	-$69	$170	$293	-$123		$40	-$40		$37	-$37
LIFE	LIFE TECHNOLOGIES CORP	-$174	-$246	$707	$844	-$137	$611	$795	-$185	$6	$42	-$37	$5	$67	-$62
LLY	LILLY (ELI) & CO	-$2,398	-$2,448	$6,009	$7,554	-$1,545	$4,796	$6,354	-$1,558	$1,181	$2,033	-$852	$906	$1,796	-$891
MCK	MCKESSON CORP	-$356	-$280	$391	$593	-$202	$309	$456	-$147		$154	-$154		$133	-$133
MHS	MEDCO HEALTH SOLUTIONS INC	-$83	-$88	$148	$215	-$67	$119	$193	-$74		$16	-$16		$14	-$14
MDT	MEDTRONIC INC		-$157				$1,124	$1,215	-$91				$108	$174	-$66
MRK	MERCK & CO	-$3,440	-$1,911	$10,835	$13,183	-$2,349	$5,888	$7,140	-$1,253	$1,523	$2,614	-$1,092	$1,088	$1,747	-$659
MIL	MILLIPORE CORP	-$30	-$51	$96	$123	-$27	$65	$113	-$48		$3	-$3		$3	-$3
MYL	MYLAN INC														
PDCO	PATTERSON COMPANIES INC														
PKI	PERKINELMER INC	-$223	-$215	$256	$484	-$229	$229	$449	-$220	$10	$4	$6	$9	$4	$5
PFE	PFIZER INC	-$9,870	-$5,882	$16,501	$23,008	-$6,507	$10,291	$14,510	-$4,219	$370	$3,733	-$3,363	$303	$1,966	-$1,663

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TICKER	COMPANY	2009 Pension and OPEB Status	2008 Pension and OPEB Status	2009 Pension Assets	2009 Pension Oblig.	2009 Funded Status	2008 Pension Assets	2008 Pension Oblig.	2008 Funded Status	2009 OPEB Assets	2009 OPEB Oblig.	2009 OPEB Funded Status	2008 OPEB Assets	2008 OPEB Oblig.	2008 OPEB Funded Status
DGX	QUEST DIAGNOSTICS INC														
STJ	ST JUDE MEDICAL INC														
SYK	STRYKER CORP	-$85	-$102	$177	$262	-$85	$151	$252	-$102						
THC	TENET HEALTHCARE CORP	-$249	-$245		$249	-$249		$245	-$245						
TMO	THERMO FISHER SCIENTIFIC INC	-$214	-$303	$822	$1,004	-$181	$661	$933	-$272		$32	-$32		$31	-$31
UNH	UNITEDHEALTH GROUP INC														
VAR	VARIAN MEDICAL SYSTEMS INC	-$27	-$18	$100	$121	-$21	$104	$116	-$12		$6	-$6		$6	-$6
WAT	WATERS CORP	-$45	-$58	$94	$135	-$41	$69	$122	-$54	$3	$7	-$4	$2	$6	-$4
WPI	WATSON PHARMACEUTICALS INC														
WLP	WELLPOINT INC	-$535	-$773	$1,704	$1,752	-$48	$1,456	$1,689	-$233	$132	$620	-$487	$35	$575	-$540
ZMH	ZIMMER HOLDINGS INC	-$4	-$78	$381	$385	-$4	$302	$381	-$78						
	Industrials	**-$112,571**	**-$118,152**	**$288,865**	**$356,637**	**-$67,773**	**$264,613**	**$339,265**	**-$74,652**	**$9,595**	**$54,394**	**-$44,799**	**$8,873**	**$52,373**	**-$43,500**
MMM	3M CO	-$2,190	-$2,849	$14,390	$16,076	-$1,686	$12,265	$14,432	-$2,167	$1,075	$1,579	-$504	$929	$1,611	-$682
AVY	AVERY DENNISON CORP	-$327	-$382	$870	$1,159	-$290	$712	$1,062	-$350		$37	-$37		$32	-$32
BA	BOEING CO	-$13,843	-$16,200	$45,810	$52,166	-$6,356	$40,597	$49,017	-$8,420	$89	$7,576	-$7,487	$79	$7,859	-$7,780
CHRW	C H ROBINSON WORLDWIDE INC														
CAT	CATERPILLAR INC	-$7,254	-$9,767	$11,826	$15,606	-$3,780	$8,920	$14,712	-$5,792	$1,063	$4,537	-$3,474	$1,042	$5,017	-$3,975
CTAS	CINTAS CORP														
CSX	CSX CORP	-$1,020	-$1,115	$1,781	$2,395	-$614	$1,320	$2,062	-$742		$406	-$406		$373	-$373
CMI	CUMMINS INC	-$1,026	-$1,084	$2,606	$3,128	-$522	$2,229	$2,810	-$581		$504	-$504		$503	-$503
DHR	DANAHER CORP	-$769	-$869	$1,291	$1,955	-$664	$1,137	$1,883	-$746		$105	-$105		$122	-$122
DE	DEERE & CO	-$5,959	-$1,852	$8,401	$9,708	-$1,307	$7,828	$7,145	$683	$1,666	$6,318	-$4,652	$1,623	$4,158	-$2,535
RRD	DONNELLEY (R R) & SONS CO	-$845	-$788	$2,654	$3,168	-$514	$2,191	$2,673	-$481	$183	$514	-$331	$160	$467	-$307
DOV	DOVER CORP	-$216	-$243	$468	$669	-$201	$411	$638	-$227		$15	-$15		$16	-$16
DNB	DUN & BRADSTREET CORP	-$506	-$516	$1,214	$1,665	-$451	$1,075	$1,512	-$437		$55	-$55		$79	-$79
ETN	EATON CORP	-$2,398	-$2,393	$2,042	$3,610	-$1,568	$1,674	$3,288	-$1,614		$830	-$830		$779	-$779
EMR	EMERSON ELECTRIC CO	-$1,109	-$358	$3,456	$4,066	-$610	$3,649	$3,542	$107		$499	-$499		$465	-$465
EFX	EQUIFAX INC	-$135	-$153	$505	$624	-$119	$441	$578	-$137	$17	$34	-$16	$15	$31	-$16
EXPD	EXPEDITORS INTL WASH INC														
FAST	FASTENAL CO														
FDX	FEDEX CORP		-$671				$10,812	$11,050	-$238					$433	-$433
FSLR	FIRST SOLAR INC														
FLS	FLOWSERVE CORP	-$220	-$286	$427	$607	-$180	$289	$532	-$243		$40	-$40		$43	-$43
FLR	FLUOR CORP	-$26	-$74	$1,192	$1,199	-$7	$997	$1,049	-$52		$20	-$20		$22	-$22
GD	GENERAL DYNAMICS CORP	-$3,063	-$3,562	$5,673	$8,127	-$2,454	$4,823	$7,745	-$2,922	$378	$987	-$609	$332	$972	-$640
GE	GENERAL ELECTRIC CO	-$20,335	-$17,586	$49,016	$57,714	-$8,698	$46,104	$52,916	-$6,812	$1,138	$12,775	-$11,637	$1,175	$11,949	-$10,774
GR	GOODRICH CORP	-$1,250	-$1,327	$2,784	$3,703	-$919	$2,373	$3,358	-$985		$332	-$332		$342	-$342
GWW	GRAINGER (W W) INC	-$148	-$132							$74	$222	-$148	$57	$189	-$132
HON	HONEYWELL INTERNATIONAL INC	-$5,912	-$5,522	$13,765	$17,886	-$4,121	$11,520	$15,046	-$3,526		$1,791	-$1,791		$1,996	-$1,996
ITW	ILLINOIS TOOL WORKS	-$708	-$782	$1,760	$2,194	-$434	$1,422	$1,913	-$490	$260	$534	-$274	$194	$486	-$292
IRM	IRON MOUNTAIN INC														
ITT	ITT CORP	-$1,845	-$2,209	$4,308	$5,700	-$1,392	$3,612	$5,323	-$1,711	$247	$701	-$454	$205	$703	-$497
JEC	JACOBS ENGINEERING GROUP INC	-$312	-$234	$680	$991	-$312	$665	$898	-$234						
LLL	L-3 COMMUNICATIONS HLDGS INC	-$815	-$793	$1,304	$1,964	-$660	$1,064	$1,722	-$658	$33	$188	-$155	$27	$162	-$135
LMT	LOCKHEED MARTIN CORP	-$11,971	-$13,268	$22,154	$32,817	-$10,663	$18,539	$30,421	-$11,882	$1,630	$2,938	-$1,308	$1,426	$2,812	-$1,386
MAS	MASCO CORP	-$497	-$503	$474	$958	-$484	$414	$905	-$491		$13	-$13		$12	-$12
NSC	NORFOLK SOUTHERN CORP	-$1,037	-$1,119	$1,542	$1,696	-$154	$1,333	$1,670	-$337	$161	$1,044	-$883	$138	$920	-$782
NOC	NORTHROP GRUMMAN CORP	-$4,687	-$5,644	$20,973	$23,723	-$2,750	$18,501	$22,147	-$3,646	$843	$2,780	-$1,937	$718	$2,716	-$1,998
PCAR	PACCAR INC	-$55	-$364	$1,276	$1,325	-$49	$914	$1,196	-$283		$7	-$7		$81	-$81
PLL	PALL CORP	-$236	-$168	$307	$543	-$236	$360	$528	-$168						
PH	PARKER-HANNIFIN CORP	-$1,209	-$478	$1,807	$2,952	-$1,145	$2,345	$2,731	-$387		$64	-$64		$92	-$92
PBI	PITNEY BOWES INC	-$597	-$747	$1,764	$2,107	-$343	$1,487	$1,990	-$502		$254	-$254		$245	-$245
PCP	PRECISION CASTPARTS CORP		-$213				$1,170	$1,260	-$90					$123	-$123
PWR	QUANTA SERVICES INC														
RTN	RAYTHEON CO	-$5,041	-$5,923	$12,839	$17,441	-$4,602	$10,907	$16,361	-$5,454	$407	$846	-$439	$365	$834	-$469
RSG	REPUBLIC SERVICES INC	-$34	-$69	$333	$365	-$31	$294	$361	-$67		$2	-$2		$2	-$2
RHI	ROBERT HALF INTL INC														
ROK	ROCKWELL AUTOMATION	-$818	-$250	$2,208	$2,807	-$599	$2,472	$2,507	-$35		$219	-$219		$216	-$216
COL	ROCKWELL COLLINS INC	-$1,270	-$612	$1,928	$2,968	-$1,040	$1,898	$2,322	-$424	$10	$240	-$230	$12	$200	-$188
ROP	ROPER INDUSTRIES INC/DE														
R	RYDER SYSTEM INC	-$370	-$548	$1,283	$1,604	-$321	$976	$1,477	-$502		$49	-$49		$46	-$46

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TICKER	COMPANY	2009 Pension and OPEB Status	2008 Pension and OPEB Status	2009 Pension Assets	2009 Pension Oblig.	2009 Funded Status	2008 Pension Assets	2008 Pension Oblig.	2008 Funded Status
SNA	SNAP-ON INC	-$321	-$268	$716	$969	-$253	$667	$872	-$205
LUV	SOUTHWEST AIRLINES	-$86	-$101						
SRCL	STERICYCLE INC								
TXT	TEXTRON INC	-$2,089	-$2,150	$3,783	$5,226	-$1,443	$3,574	$5,088	-$1,514
UNP	UNION PACIFIC CORP	-$718	-$1,147	$2,044	$2,448	-$404	$1,543	$2,272	-$729
UPS	UNITED PARCEL SERVICE INC	-$5,544	-$6,406	$15,832	$18,338	-$2,506	$13,152	$16,741	-$3,589
UTX	UNITED TECHNOLOGIES CORP	-$3,759	-$6,426	$19,377	$22,271	-$2,894	$15,940	$21,511	-$5,571
WM	WASTE MANAGEMENT INC								
	Information Technology	**-$29,132**	**-$31,673**	**$126,662**	**$146,309**	**-$19,646**	**$117,640**	**$140,045**	**-$22,405**
ADBE	ADOBE SYSTEMS INC								
AMD	ADVANCED MICRO DEVICES								
A	AGILENT TECHNOLOGIES INC	-$440	-$255	$1,957	$2,158	-$201	$1,816	$1,956	-$140
AKAM	AKAMAI TECHNOLOGIES INC								
ALTR	ALTERA CORP	$0	-$10						
APH	AMPHENOL CORP	-$176	-$166	$268	$430	-$162	$223	$374	-$151
ADI	ANALOG DEVICES	-$29	-$29	$136	$165	-$29	$121	$149	-$29
AAPL	APPLE INC								
AMAT	APPLIED MATERIALS INC	-$170	-$133	$110	$279	-$170	$98	$231	-$133
ADSK	AUTODESK INC								
ADP	AUTOMATIC DATA PROCESSING	-$108	$109	$787	$895	-$108	$952	$843	$109
BMC	BMC SOFTWARE INC								
BRCM	BROADCOM CORP -CL A								
CA	CA INC								
CSCO	CISCO SYSTEMS INC		-$90				$109	$199	-$90
CTXS	CITRIX SYSTEMS INC								
CTSH	COGNIZANT TECH SOLUTIONS								
CSC	COMPUTER SCIENCES CORP		-$1,176				$2,624	$3,669	-$1,046
CPWR	COMPUWARE CORP								
GLW	CORNING INC	-$1,449	-$1,401	$2,270	$2,791	-$521	$2,043	$2,601	-$558
DELL	DELL INC								
EBAY	EBAY INC								
ERTS	ELECTRONIC ARTS INC								
EMC	EMC CORP/MA	-$33	-$58	$354	$386	-$33	$297	$351	-$54
FIS	FIDELITY NATIONAL INFO SVCS	-$32	-$29		$32	-$32		$29	-$29
FISV	FISERV INC								
FLIR	FLIR SYSTEMS INC	-$22	-$21		$22	-$22		$21	-$21
GOOG	GOOGLE INC								
HRS	HARRIS CORP								
HPQ	HEWLETT-PACKARD CO	-$5,122	-$1,996	$19,696	$24,178	-$4,482	$16,820	$18,122	-$1,302
INTC	INTEL CORP	-$455	-$645	$963	$1,220	-$257	$760	$1,233	-$473
IBM	INTL BUSINESS MACHINES CORP	-$13,818	-$18,485	$81,574	$89,662	-$8,088	$75,082	$87,927	-$12,845
INTU	INTUIT INC								
JBL	JABIL CIRCUIT INC	-$48	-$50	$81	$130	-$48	$86	$135	-$50
JDSU	JDS UNIPHASE CORP	-$79	-$86	$19	$97	-$78	$28	$114	-$85
JNPR	JUNIPER NETWORKS INC								
KLAC	KLA-TENCOR CORP	-$25	-$21	$8	$33	-$25	$8	$29	-$21
LXK	LEXMARK INTL INC -CL A	-$210	-$311	$606	$771	-$165	$469	$734	-$265
LLTC	LINEAR TECHNOLOGY CORP								
LSI	LSI CORP	-$434	-$436	$819	$1,274	-$455	$721	$1,170	-$450
MA	MASTERCARD INC	-$81	-$128	$214	$235	-$21	$149	$217	-$68
MFE	MCAFEE INC								
WFR	MEMC ELECTRONIC MATRIALS INC	-$39	-$43	$177	$192	-$14	$162	$179	-$17
MCHP	MICROCHIP TECHNOLOGY INC								
MU	MICRON TECHNOLOGY INC								
MSFT	MICROSOFT CORP								
MOLX	MOLEX INC	-$113	-$90	$95	$171	-$76	$125	$168	-$43
MWW	MONSTER WORLDWIDE INC								
MOT	MOTOROLA INC	-$2,674	-$2,400	$5,062	$7,449	-$2,387	$4,308	$6,447	-$2,139
NSM	NATIONAL SEMICONDUCTOR CORP		-$53				$200	$253	-$53

TICKER	COMPANY	2009 OPEB Assets	2009 OPEB Oblig.	2009 OPEB Funded Status	2008 OPEB Assets	2008 OPEB Oblig.	2008 OPEB Funded Status
SNA	SNAP-ON INC	$13	$81	-$69	$10	$74	-$63
LUV	SOUTHWEST AIRLINES		$86	-$86		$101	-$101
SRCL	STERICYCLE INC						
TXT	TEXTRON INC		$646	-$646		$636	-$636
UNP	UNION PACIFIC CORP		$314	-$314		$418	-$418
UPS	UNITED PARCEL SERVICE INC	$298	$3,336	-$3,038	$349	$3,166	-$2,817
UTX	UNITED TECHNOLOGIES CORP	$11	$876	-$865	$16	$871	-$855
WM	WASTE MANAGEMENT INC						
	Information Technology	**$1,362**	**$10,848**	**-$9,486**	**$1,467**	**$10,734**	**-$9,267**
ADBE	ADOBE SYSTEMS INC						
AMD	ADVANCED MICRO DEVICES						
A	AGILENT TECHNOLOGIES INC	$251	$490	-$239	$243	$358	-$115
AKAM	AKAMAI TECHNOLOGIES INC						
ALTR	ALTERA CORP		$0	$0		$10	-$10
APH	AMPHENOL CORP		$15	-$15		$15	-$15
ADI	ANALOG DEVICES						
AAPL	APPLE INC						
AMAT	APPLIED MATERIALS INC						
ADSK	AUTODESK INC						
ADP	AUTOMATIC DATA PROCESSING						
BMC	BMC SOFTWARE INC						
BRCM	BROADCOM CORP -CL A						
CA	CA INC						
CSCO	CISCO SYSTEMS INC						
CTXS	CITRIX SYSTEMS INC						
CTSH	COGNIZANT TECH SOLUTIONS						
CSC	COMPUTER SCIENCES CORP				$56	$187	-$131
CPWR	COMPUWARE CORP						
GLW	CORNING INC		$928	-$928		$843	-$843
DELL	DELL INC						
EBAY	EBAY INC						
ERTS	ELECTRONIC ARTS INC						
EMC	EMC CORP/MA				$0	$4	-$3
FIS	FIDELITY NATIONAL INFO SVCS						
FISV	FISERV INC						
FLIR	FLIR SYSTEMS INC						
GOOG	GOOGLE INC						
HRS	HARRIS CORP						
HPQ	HEWLETT-PACKARD CO	$352	$992	-$640	$402	$1,096	-$694
INTC	INTEL CORP	$2	$200	-$198	$1	$173	-$172
IBM	INTL BUSINESS MACHINES CORP	$137	$5,867	-$5,730	$192	$5,832	-$5,640
INTU	INTUIT INC						
JBL	JABIL CIRCUIT INC						
JDSU	JDS UNIPHASE CORP		$1	-$1		$1	-$1
JNPR	JUNIPER NETWORKS INC						
KLAC	KLA-TENCOR CORP						
LXK	LEXMARK INTL INC -CL A		$45	-$45		$45	-$45
LLTC	LINEAR TECHNOLOGY CORP						
LSI	LSI CORP	$62	$41	$21	$55	$41	$14
MA	MASTERCARD INC		$60	-$60		$60	-$60
MFE	MCAFEE INC						
WFR	MEMC ELECTRONIC MATRIALS INC		$25	-$25		$26	-$26
MCHP	MICROCHIP TECHNOLOGY INC						
MU	MICRON TECHNOLOGY INC						
MSFT	MICROSOFT CORP						
MOLX	MOLEX INC		$37	-$37		$47	-$47
MWW	MONSTER WORLDWIDE INC						
MOT	MOTOROLA INC	$174	$461	-$287	$168	$429	-$261
NSM	NATIONAL SEMICONDUCTOR CORP						

S&P INDICES

S&P 500 2009 PENSION AND OPEB REPORT, 2008 FOR COMPARISONS - NOT HISTORICAL INDEX MAKEUP

TICKER	COMPANY	2009 Pension and OPEB Status	2008 Pension and OPEB Status	2009 Pension Assets	2009 Pension Oblig.	2009 Funded Status	2008 Pension Assets	2008 Pension Oblig.	2008 Funded Status	2009 OPEB Assets	2009 OPEB Oblig.	2009 OPEB Funded Status	2008 OPEB Assets	2008 OPEB Oblig.	2008 OPEB Funded Status
NTAP	NETAPP INC														
NOVL	NOVELL INC	-$13	-$11		$13	-$13		$11	-$11						
NVLS	NOVELLUS SYSTEMS INC	-$7	-$7	$16	$21	-$5	$18	$23	-$5		$3	-$3		$2	-$2
NVDA	NVIDIA CORP														
ORCL	ORACLE CORP														
PAYX	PAYCHEX INC														
QLGC	QLOGIC CORP														
QCOM	QUALCOMM INC														
RHT	RED HAT INC														
SAI	SAIC INC	-$42	-$35	$94	$136	-$42	$64	$99	-$35						
CRM	SALESFORCE.COM INC														
SNDK	SANDISK CORP														
SYMC	SYMANTEC CORP														
TLAB	TELLABS INC	-$1	$0							$10	$10	-$1	$9	$9	$0
TDC	TERADATA CORP	-$89	-$89	$45	$96	-$51	$36	$89	-$53		$38	-$38		$36	-$36
TER	TERADYNE INC	-$113	-$125	$240	$334	-$94	$206	$311	-$105		$19	-$19		$20	-$20
TXN	TEXAS INSTRUMENTS INC	-$372	-$630	$2,531	$2,805	-$274	$2,278	$2,800	-$522	$374	$472	-$98	$341	$449	-$108
TSS	TOTAL SYSTEM SERVICES INC														
VRSN	VERISIGN INC														
V	VISA INC	-$79	-$93	$703	$739	-$36	$624	$667	-$43		$43	-$43		$50	-$50
WDC	WESTERN DIGITAL CORP														
WU	WESTERN UNION CO	-$124	-$107	$276	$400	-$124	$292	$399	-$107						
XRX	XEROX CORP	-$2,735	-$2,574	$7,561	$9,194	-$1,633	$6,923	$8,495	-$1,572		$1,102	-$1,102		$1,002	-$1,002
XLNX	XILINX INC														
YHOO	YAHOO INC														
	Materials	**-$45,653**	**-$45,790**	**$92,601**	**$119,673**	**-$27,072**	**$81,341**	**$108,407**	**-$27,066**	**$2,030**	**$20,611**	**-$18,581**	**$1,833**	**$20,557**	**-$18,725**
APD	AIR PRODUCTS & CHEMICALS INC	-$1,251	-$612	$2,251	$3,386	-$1,135	$2,218	$2,732	-$514		$116	-$116		$99	-$99
ARG	AIRGAS INC														
AKS	AK STEEL HOLDING CORP	-$2,000	-$2,297	$2,370	$3,495	-$1,125	$2,202	$3,518	-$1,316	$1	$877	-$876	$1	$982	-$981
AA	ALCOA INC	-$6,036	-$5,816	$8,529	$11,638	-$3,109	$7,908	$10,765	-$2,857	$111	$3,038	-$2,927	$162	$3,121	-$2,959
ATI	ALLEGHENY TECHNOLOGIES INC	-$550	-$868	$2,164	$2,221	-$57	$1,687	$2,069	-$383	$17	$509	-$492	$35	$521	-$486
BLL	BALL CORP	-$795	-$795	$984	$1,588	-$603	$791	$1,409	-$618		$192	-$192		$178	-$178
BMS	BEMIS CO INC	-$147	-$207	$485	$621	-$137	$381	$577	-$196		$10	-$10		$11	-$11
CF	CF INDUSTRIES HOLDINGS INC	-$85	-$103	$234	$276	-$43	$182	$247	-$66		$42	-$42		$37	-$37
CLF	CLIFFS NATURAL RESOURCES INC	-$464	-$466	$483	$751	-$267	$456	$707	-$251	$137	$333	-$196	$92	$307	-$216
DOW	DOW CHEMICAL	-$7,037	-$5,453	$14,589	$19,914	-$5,325	$11,573	$15,573	-$4,000	$367	$2,079	-$1,712	$368	$1,821	-$1,453
DD	DU PONT (E I) DE NEMOURS	-$9,759	-$9,369	$17,143	$22,770	-$5,627	$16,209	$21,506	-$5,297		$4,132	-$4,132		$4,072	-$4,072
EMN	EASTMAN CHEMICAL CO	-$1,147	-$1,184	$1,087	$1,508	-$421	$930	$1,423	-$493	$51	$777	-$726	$55	$746	-$691
ECL	ECOLAB INC	-$600	-$677	$1,198	$1,656	-$458	$798	$1,336	-$538	$13	$155	-$142	$18	$157	-$139
FMC	FMC CORP	-$374	-$376	$767	$1,099	-$332	$608	$944	-$336		$42	-$42		$40	-$40
FCX	FREEPORT-MCMORAN COP&GOLD	-$730	-$789	$1,166	$1,631	-$465	$1,020	$1,552	-$532		$265	-$265		$257	-$257
IFF	INTL FLAVORS & FRAGRANCES	-$174	-$187	$965	$1,028	-$63	$823	$904	-$81		$111	-$111		$106	-$106
IP	INTL PAPER CO	-$3,233	-$3,864	$6,784	$9,544	-$2,760	$6,194	$9,443	-$3,249		$473	-$473		$615	-$615
MWV	MEADWESTVACO CORP	$699	$387	$3,462	$2,656	$806	$3,087	$2,584	$503		$107	-$107		$116	-$116
MON	MONSANTO CO	-$783	-$579	$1,516	$2,051	-$535	$1,560	$1,878	-$318		$248	-$248		$261	-$261
NEM	NEWMONT MINING CORP	-$303	-$329	$372	$580	-$208	$278	$518	-$240		$95	-$95		$89	-$89
NUE	NUCOR CORP														
OI	OWENS-ILLINOIS INC	-$807	-$989	$3,284	$3,802	-$518	$2,707	$3,435	-$729		$289	-$289		$260	-$260
PTV	PACTIV CORP	-$705	-$1,274	$3,447	$4,084	-$637	$2,506	$3,707	-$1,201		$68	-$68		$73	-$73
PPG	PPG INDUSTRIES INC	-$2,040	-$2,409	$3,594	$4,545	-$951	$2,837	$4,096	-$1,259		$1,089	-$1,089		$1,150	-$1,150
PX	PRAXAIR INC	-$785	-$801	$1,423	$1,945	-$522	$1,112	$1,684	-$572		$263	-$263		$229	-$229
SEE	SEALED AIR CORP	-$103	-$94	$242	$345	-$103	$197	$292	-$94						
SHW	SHERWIN-WILLIAMS CO	-$82	-$83	$633	$414	$218	$542	$360	$182		$301	-$301		$265	-$265
SIAL	SIGMA-ALDRICH CORP	-$97	-$95	$303	$354	-$51	$236	$289	-$54		$46	-$46		$42	-$42
TIE	TITANIUM METALS CORP	-$142	-$108	$194	$315	-$121	$162	$240	-$78		$21	-$21		$30	-$30
X	UNITED STATES STEEL CORP	-$4,599	-$5,118	$8,280	$9,988	-$1,708	$7,587	$9,572	-$1,985	$1,333	$4,224	-$2,891	$1,102	$4,235	-$3,133
VMC	VULCAN MATERIALS CO	-$334	-$315	$494	$710	-$216	$419	$621	-$202		$118	-$118		$113	-$113
WY	WEYERHAEUSER CO	-$1,191	-$919	$4,159	$4,759	-$600	$4,132	$4,426	-$294		$591	-$591		$625	-$625
AMT	AMERICAN TOWER CORP														

S&P INDICES

S&P 500 2009 PENSION AND OPEB REPORT, 2008 FOR COMPARISONS - NOT HISTORICAL INDEX MAKEUP

TICKER	COMPANY	2009 Pension and OPEB Status	2008 Pension and OPEB Status	2009 Pension Assets	2009 Pension Oblig.	2009 Funded Status	2008 Pension Assets	2008 Pension Oblig.	2008 Funded Status	2009 OPEB Assets	2009 OPEB Oblig.	2009 OPEB Funded Status	2008 OPEB Assets	2008 OPEB Oblig.	2008 OPEB Funded Status
	Telecommunication Services	**-$61,822**	**-$63,028**	**$87,403**	**$96,948**	**-$9,545**	**$83,433**	**$91,451**	**-$8,018**	**$15,532**	**$67,810**	**-$52,278**	**$13,670**	**$68,680**	**-$55,010**
T	AT&T INC	-$28,689	-$31,350	$46,873	$50,850	-$3,977	$46,828	$50,822	-$3,994	$11,513	$36,225	-$24,712	$10,175	$37,531	-$27,356
CTL	CENTURYTEL INC	-$1,487	-$386	$3,220	$4,182	-$962	$353	$463	-$110	$57	$582	-$525	$17	$293	-$276
FTR	FRONTIER COMMUNICATIONS CORP	-$463	-$412	$609	$891	-$282	$590	$832	-$242	$8	$189	-$181	$8	$179	-$170
PCS	METROPCS COMMUNICATIONS INC														
Q	QWEST COMMUNICATION INTL INC	-$3,346	-$3,287	$7,326	$8,147	-$821	$7,217	$7,995	-$778	$863	$3,388	-$2,525	$915	$3,424	-$2,509
S	SPRINT NEXTEL CORP														
VZ	VERIZON COMMUNICATIONS INC	-$27,472	-$27,144	$28,592	$31,818	-$3,226	$27,791	$30,394	-$2,603	$3,091	$27,337	-$24,246	$2,555	$27,096	-$24,541
WIN	WINDSTREAM CORP	-$365	-$448	$784	$1,061	-$277	$654	$945	-$291		$89	-$89		$157	-$157
	Utilities	**-$42,813**	**-$48,385**	**$92,763**	**$118,352**	**-$25,589**	**$77,886**	**$107,419**	**-$29,533**	**$16,611**	**$33,835**	**-$17,224**	**$12,326**	**$31,179**	**-$18,853**
AES	AES CORP	-$1,280	-$976	$4,437	$5,717	-$1,280	$3,079	$4,055	-$976						
AYE	ALLEGHENY ENERGY INC	-$598	-$578	$816	$1,226	-$411	$750	$1,125	-$375	$77	$264	-$187	$66	$270	-$204
AEE	AMEREN CORP	-$1,670	-$1,499	$2,495	$3,255	-$760	$2,393	$3,303	-$910	$2,393	$3,303	-$910	$593	$1,182	-$589
AEP	AMERICAN ELECTRIC POWER CO	-$1,931	-$1,965	$3,403	$4,701	-$1,298	$3,161	$4,301	-$1,140	$1,308	$1,941	-$633	$1,018	$1,843	-$825
CNP	CENTERPOINT ENERGY INC	-$738	-$725	$1,432	$1,866	-$434	$1,276	$1,710	-$434	$146	$450	-$304	$135	$426	-$291
CMS	CMS ENERGY CORP	-$1,457	-$1,499	$1,007	$1,823	-$816	$724	$1,619	-$895	$782	$1,423	-$641	$662	$1,266	-$604
ED	CONSOLIDATED EDISON INC	-$3,362	-$4,512	$6,877	$9,408	-$2,531	$5,836	$9,383	-$3,547	$866	$1,697	-$831	$737	$1,702	-$965
CEG	CONSTELLATION ENERGY GRP INC	-$734	-$1,352	$1,058	$1,470	-$412	$868	$1,804	-$937		$322	-$322		$415	-$415
D	DOMINION RESOURCES INC	-$537	-$943	$4,226	$4,126	$100	$3,757	$3,893	-$136	$918	$1,555	-$637	$747	$1,554	-$807
DTE	DTE ENERGY CO	-$2,174	-$2,311	$2,549	$3,436	-$887	$2,155	$3,032	-$877	$864	$2,151	-$1,287	$598	$2,032	-$1,434
DUK	DUKE ENERGY CORP	-$1,203	-$2,043	$4,224	$4,868	-$644	$2,853	$4,327	-$1,474	$169	$728	-$559	$169	$738	-$569
EIX	EDISON INTERNATIONAL	-$1,482	-$2,238	$2,857	$3,688	-$831	$2,340	$3,439	-$1,099	$1,459	$2,110	-$651	$1,212	$2,351	-$1,139
ETR	ENTERGY CORP	-$2,148	-$2,086	$2,607	$3,838	-$1,230	$2,078	$3,305	-$1,227	$362	$1,280	-$918	$296	$1,155	-$859
EQT	EQT CORP	-$52	-$74	$49	$64	-$15	$41	$72	-$32		$37	-$37		$43	-$43
EXC	EXELON CORP	-$5,825	-$6,380	$7,839	$11,482	-$3,643	$6,664	$10,788	-$4,124	$1,476	$3,658	-$2,182	$1,224	$3,480	-$2,256
FE	FIRSTENERGY CORP	-$1,349	-$1,697	$4,399	$5,392	-$993	$3,752	$4,700	-$948	$467	$823	-$356	$440	$1,189	-$749
FPL	FPL GROUP INC	$764	$561	$3,028	$1,866	$1,162	$2,503	$1,604	$899	$32	$430	-$398	$29	$367	-$338
TEG	INTEGRYS ENERGY GROUP INC	-$649	-$642	$934	$1,337	-$404	$830	$1,231	-$400	$231	$476	-$245	$191	$433	-$242
GAS	NICOR INC	-$153	-$171	$364	$306	$58	$307	$270	$36		$211	-$211		$208	-$208
NI	NISOURCE INC	-$1,119	-$1,215	$1,682	$2,356	-$675	$1,441	$2,153	-$713	$287	$731	-$445	$211	$714	-$503
NU	NORTHEAST UTILITIES	-$1,056	-$1,016	$1,790	$2,610	-$821	$1,557	$2,332	-$775	$240	$476	-$235	$196	$436	-$240
NRG	NRG ENERGY INC	-$94	-$96	$263	$357	-$94	$195	$291	-$96						
OKE	ONEOK INC	-$424	-$487	$749	$997	-$248	$602	$888	-$286	$92	$268	-$175	$78	$279	-$201
POM	PEPCO HOLDINGS INC	-$705	-$1,091	$1,500	$1,796	-$296	$1,123	$1,753	-$630	$242	$651	-$409	$192	$653	-$461
PCG	PG&E CORP	-$1,778	-$2,093	$9,330	$10,766	-$1,436	$8,066	$9,767	-$1,701	$1,169	$1,511	-$342	$990	$1,382	-$392
PNW	PINNACLE WEST CAPITAL CORP	-$822	-$680	$1,462	$2,074	-$612	$1,430	$1,885	-$454	$490	$701	-$210	$429	$655	-$226
PPL	PPL CORP	-$1,487	-$1,088	$4,103	$5,393	-$1,290	$3,479	$4,383	-$904	$301	$498	-$197	$267	$451	-$184
PGN	PROGRESS ENERGY INC	-$1,237	-$1,505	$1,673	$2,422	-$749	$1,285	$2,234	-$949	$55	$543	-$488	$52	$608	-$556
PEG	PUBLIC SERVICE ENTRP GRP INC	-$2,198	-$2,180	$2,914	$4,017	-$1,103	$2,364	$3,569	-$1,205	$160	$1,255	-$1,095	$129	$1,104	-$975
STR	QUESTAR CORP	-$209	-$253	$319	$487	-$168	$248	$456	-$208	$36	$76	-$41	$31	$76	-$45
SCG	SCANA CORP	-$241	-$273	$759	$789	-$31	$629	$710	-$80		$210	-$210		$193	-$193
SRE	SEMPRA ENERGY	-$1,280	-$1,512	$2,130	$3,083	-$953	$1,742	$2,865	-$1,123	$658	$985	-$327	$545	$934	-$389
SO	SOUTHERN CO	-$2,147	-$1,888	$5,627	$6,758	-$1,131	$5,093	$5,879	-$786	$743	$1,759	-$1,016	$631	$1,733	-$1,102
TE	TECO ENERGY INC	-$406	-$384	$389	$588	-$199	$361	$555	-$195		$208	-$208		$189	-$189
WEC	WISCONSIN ENERGY CORP	-$307	-$587	$1,026	$1,161	-$135	$719	$1,140	-$421	$203	$375	-$172	$159	$325	-$166
XEL	XCEL ENERGY INC	-$725	-$908	$2,449	$2,830	-$380	$2,185	$2,598	-$413	$385	$729	-$344	$300	$795	-$495

SECTOR	2009 Pension and OPEB Status	2008 Pension and OPEB Status	2009 Pension Assets	2009 Pension Oblig.	2009 Funded Status	2008 Pension Assets	2008 Pension Oblig.	2008 Funded Status	2009 OPEB Assets	2009 OPEB Oblig.	2009 OPEB Funded Status	2008 OPEB Assets	2008 OPEB Oblig.	2008 OPEB Funded Status
Consumer Discretionary	-$45,797	-$55,063	$119,220	$150,975	-$31,755	$110,043	$140,833	-$30,791	$520	$14,561	-$14,041	$3,339	$27,612	-$24,272
Consumer Staples	-$36,002	-$38,659	$73,065	$93,104	-$20,039	$70,919	$93,857	-$22,938	$3,595	$19,558	-$15,963	$4,523	$20,244	-$15,721
Energy	-$44,771	-$49,184	$63,011	$88,202	-$25,191	$46,470	$76,633	-$30,163	$1,040	$20,620	-$19,580	$881	$19,902	-$19,021
Financials	-$22,703	-$27,430	$143,604	$156,529	-$12,925	$123,746	$141,457	-$17,711	$6,880	$16,659	-$9,779	$6,100	$15,819	-$9,720
Health Care	-$34,051	-$30,954	$73,007	$94,183	-$21,175	$52,961	$74,123	-$21,162	$3,951	$16,827	-$12,876	$3,061	$12,853	-$9,792
Industrials	-$112,571	-$118,152	$288,865	$356,637	-$67,773	$264,613	$339,265	-$74,652	$9,595	$54,394	-$44,799	$8,873	$52,373	-$43,500
Information Technology	-$29,132	-$31,673	$126,662	$146,309	-$19,646	$117,640	$140,045	-$22,405	$1,362	$10,848	-$9,486	$1,467	$10,734	-$9,267
Materials	-$45,653	-$45,790	$92,601	$119,673	-$27,072	$81,341	$108,407	-$27,066	$2,030	$20,611	-$18,581	$1,833	$20,557	-$18,725
Telecommunication Services	-$61,822	-$63,028	$87,403	$96,948	-$9,545	$83,433	$91,451	-$8,018	$15,532	$67,810	-$52,278	$13,670	$68,680	-$55,010
Utilities	-$42,813	-$48,385	$92,763	$118,352	-$25,589	$77,886	$107,419	-$29,533	$16,611	$33,835	-$17,224	$12,326	$31,179	-$18,853
S&P 500	-$475,316	-$508,319	$1,160,202	$1,420,912	-$260,709	$1,029,050	$1,313,489	-$284,439	$61,116	$275,723	-$214,607	$56,073	$279,953	-$223,880

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EXHIBIT F

Chemtura Corp.

Capital IQ

Pension Funding Data for Chemical Companies in the S&P 500

Details

As-Of Date: Sep-03-2010

Company Comp Set

Company Name	FY Proj. Benefit Obligation (Pension) - Domestic [1]	FY Total Plan Assets (Pension) - Domestic [2]	Pension Underfunding Ratio (1 - ([2] / [1]))
Air Products & Chemicals Inc. (NYSE:APD)	2,211	1,458	34.1%
Airgas Inc. (NYSE:ARG)	*	*	*
CF Industries Holdings, Inc. (NYSE:CF)	246	208	15.6%
Eastman Chemical Co. (NYSE:EMN)	1,508	854	43.4%
Ecolab Inc. (NYSE:ECL)	1,093	899	17.7%
EI DuPont de Nemours & Co. (NYSE:DD)	22,770	17,143	24.7%
FMC Corp. (NYSE:FMC)	1,099	767	30.2%
International Flavors & Fragrances Inc. (NYSE:IFF)	407	305	25.1%
Monsanto Co. (NYSE:MON)	1,744	1,281	26.5%
PPG Industries Inc. (NYSE:PPG)	4,545	3,594	20.9%
Praxair Inc. (NYSE:PX)	1,385	958	30.8%
Sigma-Aldrich Corporation (NasdaqGS:SIAL)	149	125	15.6%
The Dow Chemical Company (NYSE:DOW)	19,914	14,589	26.7%
Chemtura Corporation (OTCPK:CEMJ.Q)	874	625	28.5%
Summary Statistics			
High	22,770	17,143	43.4%
Low	149	125	15.6%
Mean	4,756	3,515	**26.0%**
Median	1,447	928	**25.8%**

* Data Not Available
Excel Comp Set ID: IQ112882081
Displaying 14 Companies.
All values in millions, except per share data and ratios.
Values converted at today's spot rate.

Financial data provided by Capital IQ
A Standard & Poor's Business

EXHIBIT G

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> Moody's assigns (P)Ba1 to Chemtura's term loan; (P)Ba3 CFR
> 2010-08-11 17:30:07.30 GMT
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> New York   New York
> William Reed   Steven Wood
> VP - Senior Credit Officer   MD - Corporate Finance
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> Moody's assigns (P)Ba1 to Chemtura's term loan; (P)Ba3 CFR
>
> Approximately $750 million of proposed debt securities rated
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> New York, August 11, 2010 -- Moody's Investors Service assigned a
> provisional (P)Ba1 rating to a proposed $300 million, six-year,
senior
> secured term loan credit facility for Chemtura Corporation
(Chemtura).
> Moody's also assigned a provisional (P)B1 rating to proposed $450
> million senior unsecured notes due 2018, a provisional (P)Ba3
> Corporate Family Rating (CFR) and Probability of Default Rating, and
a
> SGL-3 Speculative Grade Liquidity Rating. The outlook for the ratings
> is stable.
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> Moody's understands that the proposed debt offerings will primarily
be
> used to repay the DIP loans of $300 million, financing fees, and
> distributions under Chemtura's plan of reorganization when the
company
> exits from bankruptcy. The provisional ratings are assigned pending
> the emergence from bankruptcy and the closing of the proposed exit
> financing.
> The company is expected to emerge from bankruptcy in early October
2010.
>
> The ratings assigned are subject to a complete review by Moody's of
> the final credit facility, term loan and senior note documents and
are
> also subject to the transactions being closed in a manner and with
> terms that are substantially identical to those that have been shared
with Moody's.
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> Assignments:
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> Issuer: Chemtura Corporation
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> Corporate Family Rating, Assigned (P)Ba3
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> Probability of Default Rating, Assigned (P)Ba3
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> Speculative Grade Liquidity Rating, Assigned SGL-3
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> Senior Secured Bank Term Loan, Assigned (P)Ba1 (LGD2, 17%)
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> Senior Unsecured Note, Assigned (P)B1 (LGD4, 68%)
>
> The (P)Ba3 CFR reflects the company's initial moderately high
leverage
> and weak credit metrics along with the possible uncertainty
> surrounding the company's future performance upon exiting bankruptcy.
> An additional concern centers on the high amount of restructuring the
> firm and its employees have been subject to and the prospect of
modest
> additional restructuring efforts. A final concern centers on the
still
> developing board of directors and a desire to better understand the
> financial philosophy of the board with a specific focus on the makeup
> of the shareholder base and what their goals are for their investment
> in Chemtura.
>
> Following the refinancing and exit from bankruptcy, Chemtura will
have
> moderately high leverage, particularly after adjusting debt for
> operating leases and pensions, which add some $197 million and $441
> million, respectively. At the end of calendar year 2008 Chemtura's
> balance sheet debt totaled roughly $1.2 billion versus the expected
> balance sheet debt of about $750 million upon emergence. Chemtura's
> leverage is still markedly lower than many companies that have exited
> bankruptcy in the past. Moody's projected coverage for fiscal year
> 2010 (based on our debt adjustments), as measured by
EBITDAR/Interest,
> is about 3.0 times while projected leverage as measured by
> Debt/EBITDAR is approximately 4.2 times. In Moody's forecast,
adjusted
> debt is projected at slightly above
> $1.4 billion at year end 2010 post-emergence. Pro forma debt to book
> capital would be just above 50%. As mentioned above, these ratios are
> generally more favorable than the weaker historic metrics of other
> companies coming out of bankruptcy. Moody's notes that with fresh
> start accounting, tangible net worth is likely to be a positive
number
> in excess of $350 million which is also unique for companies exiting
> bankruptcy.
>
> Chemtura's business profile and annual revenues in excess of $2.5
> billion in 2010 are consistent with the Baa rating category.
> Chemtura's strong business profile reflects its operational,
> geographic and product diversity in the numerous businesses that it
> operates in. With operating plant sites in North and South America,
> Europe, Africa and the Middle East, and Asia-Pacific, Chemtura has
> both operational (31 sites in 13

> countries) and geographic diversity befitting a strong business
profile.
> Revenues are split between its four main business segments - with
> Industrial Performance Products segment representing the largest
> business with some 45% of revenues for the 12 months ending June 30,
> 2010.
> Chemtura also scores relatively high in terms of market positions
> within the end markets of its main products.
>
> Additional positive factors supporting the ratings include the
> reduction in pre-bankruptcy liability exposure and the relative
> stability of EBITDAR margins over the last four years (excluding
> reorganization
> costs)
> with margins never dropping below 11%. Management's track record and
> actions to effectively cut costs and to improve Chemtura's business
> profile during the bankruptcy period are positive factors supporting
> the ratings. These efforts resulted in the reduction in work force by
> some 32% since the end of 2006 and the reduction (via closure or
sale)
> of six facilities.
>
> The stable outlook reflects Moody's expectation that management will
> continue to focus on improving global cost positions and generating
> free cash flow. Additionally, it assumes that management's financial
> policies will be relatively conservative. The board has yet to be
> determined and the ultimate shareholders of the company and their
> relative voting power is also unclear. Thus a limiting factor for
> further upward rating movement is the need to understand what
changes,
> if any, the new board will institute in management's aspirations to
> de-lever, reduce pension underfunding, and achieve higher credit
ratings.
>
> If Moody's were to become comfortable with management's financial
> goals and Chemtura were to maintain total debt/EBITDA of less than
> 3.2x and RCF/total debt of 20%, Moody's would consider a positive
> outlook or the appropriateness of a higher rating. If, however, total
> debt/EBITDA were to rise above 5.0x, Moody's could change the outlook
to negative.
>
> The Speculative Grade Liquidity Rating of SGL-3 reflects the
company's
> adequate liquidity and Moody's expectation of reasonable free cash
> flow generation, in excess of $60 million, during 2011. The rating is
> supported by Chemtura's favorable debt maturity profile and expected
> flexibility under the financial covenants for the company's asset
> backed credit facility. A factor supporting a higher SGL rating is
the
> cash balance in excess of $100 million, in combination with a
revolver
> that is not expected to be accessed over the long term provides good
> liquidity.
> However, seasonal working capital growth needs in the first half of
> 2011 will likely be financed by the revolver, which could be repaid
by
> the end of 2011 with the corresponding working capital inflows. Until

> a permanent board with an enumerated financial philosophy is made
> public it is difficult to provide full credit for the excess cash on
> the balance sheet. The SGL-3 also reflects the fact that final drafts
> of the credit agreements along with the financial covenants were not
> yet available.
>
> The unrated asset-based credit facilities are secured by a first lien
> on inventory and receivables and a second lien on assets securing the
> term loan. The term loan has second priority liens on the inventory
> and receivables and first priority liens on property, plant and
> equipment that suggests adequate collateral coverage. In our opinion,
> the collateral package for the term loan may at the current time
> adequately cover the term loan in a default scenario. The (P)B1
rating
> on the unsecured notes reflects its subordination to a substantial
> amount of first lien debt and potential debt at international
> subsidiaries. The rating on the unsecured notes also recognizes the
> high proportion of notes in Chemtura's capital structure and reflects
> their junior position in the capital structure and the prospect of
> limited protection after the first and second lien lenders have been
> provided for in a distressed scenario.
>
> This is the first time that Moody's has rated the debt of Chemtura on
> a monitored basis since withdrawing its Ca CFR in March of 2009 after
> the company filed voluntary petitions for reorganization under
Chapter
> 11 of the U.S. Bankruptcy Code.
>
> The principal methodology used in rating Chemtura was Moody's Global
> Chemical Industry rating methodology, published in December 2009 and
> available on www.moodys.com in the Rating Methodologies sub-directory
> under the Research & Ratings tab. Other methodologies and factors
that
> may have been considered in the process of rating this issuer can
also
> be found in the Rating Methodologies sub-directory on Moody's
website.
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> Chemtura Corporation manufactures and sells innovative,
> application-focused specialty chemical and consumer products
offerings.
> The company's principal executive offices are located in
Philadelphia,
> Pennsylvania and Middlebury, Connecticut with a large portion of the
> headquarters function residing in Middlebury. Chemtura operates in a
> wide variety of end-use industries, including automotive,
> transportation, construction, packaging, agriculture, lubricants,
> plastics for durable and non-durable goods, electronics, and pool and
> spa chemicals.
> Pro-forma
> net sales for the twelve months ending June 30, 2010 are estimated to
> be
> $2.6 billion.
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