

ENVIRONMENTAL PROTECTION

SITE REMEDIATION PROGRAM

OFFICE OF NATURAL RESOURCE RESTORATION

Notice to Receive Interested Party Comments on Proposed Settlement Agreement and Release in the Matter of *New Jersey Department of Environmental Protection, et al. v. Atlantic Richfield Co., et al.*, No. 08-CIV-00312

Take notice that the New Jersey Department of Environmental Protection (Department) hereby gives notice of a proposed Settlement Agreement and Release concerning a settlement with Debtors, Reorganized Debtors, and the Creditor Representative, all defined in the Third Amended Joint Plan of Reorganization for the LyondellBasell Debtors (the Plan), docketed in the confirmed jointly-administered chapter 11 bankruptcy case captioned *In re Lyondell Chemical Company, et al.*, Chapter 11, Case No. 09-10023 (REG) in the United States Bankruptcy Court for the Southern District of New York (the Chapter 11 Case), and Lyondell-Citgo Refining LP, a Delaware Limited Partnership. The Debtors, Reorganized Debtors and Lyondell-Citgo Refining LP, A Delaware Limited Partnership, are referred to collectively as “Lyondell.” The Creditor Representative and Lyondell can be contacted via their respective attorneys as follows: For the Creditor Representative – Steven D. Pohl, Esq., Brown Rudnick, One Financial Center, 18th Floor, Boston, MA 02111; For Lyondell – Alan J. Hoffman, Esq., and Frank A Dante, Esq., Blank Rome LLP, One Logan Square, 130 North 18th Street, Philadelphia, PA 19103-6998.

The Department instituted this lawsuit in June 2007 against nearly 50 companies alleging that they were responsible for contamination of waters of the State of New Jersey with the gasoline additive methyl tertiary butyl ether (MTBE). The defendants include MTBE manufacturers and refiners and major-brand marketers of gasoline containing MTBE. The

defendants also include companies within the chain of distribution of gasoline containing MTBE in the State of New Jersey. The Department alleges that it has identified over 5,000 sites where MTBE has been detected in the waters of the State. The State seeks monetary damages as well as cleanup of the MTBE in the waters of the State.

Under the proposed Settlement Agreement and Release, the Creditor Representative has agreed to settle alleged liability for damages, past cleanup and removal costs, and injunctive relief by allowing the Department a general unsecured claim under the Plan in the amount of \$30,000,000. This allowed claim will entitle the Department to an immediate distribution of 94,174 class A shares of LyondellBasell Industries NV common stock, and a payment to the Department of \$4,487,192 in cash and to future distributions, if any, under the Plan based on the Department's allowed general unsecured claim in the amount of \$30,000,000. The Department would release and covenant not to sue Lyondell for causes of action based upon Lyondell's liability to the Department under the common law or theories of products liability with respect to MTBE discharges that threaten or affect the waters of New Jersey, or based solely upon Lyondell's liability (to the extent such liability exists) under any applicable Federal or State statute, regulation or order, premised upon Lyondell's manufacture, sale, supply, distribution, exchange, transfer, purchase, trading, marketing, and/or branding of MTBE or gasoline with MTBE unless such activity occurred at a time when the facility where such activity occurred was owned or operated by Lyondell. The Department also would release claims for discharges of MTBE or gasoline with MTBE that occurred prior to April 30, 2010. This settlement only concerns MTBE contamination and does not address contamination by any other hazardous substances, pollutants, or contaminants. Lyondell's remediation obligations, if any,

are not affected by this settlement unless barred, enjoined, or discharged by the operation of the Plan, Confirmation Order, Bankruptcy Code, or the Bar Date Order in the Chapter 11 Case.

This Settlement Agreement and Release would constitute a judicially approved settlement under the New Jersey Spill Compensation and Control Act, N.J.S.A. 58:10-23.11f(b), and the Comprehensive Environmental Response, Compensation, and Liability Act, 42 U.S.C. § 9613(f)(2), for the purpose of providing protection to all Released Entities (as defined in the proposed Settlement Agreement and Release) from contribution actions or claims for matters addressed in this Settlement Agreement and Release. Interested persons are advised to review the proposed Settlement Agreement and Release, including the definition of “Released Entities,” and Exhibits “A” and “B” to the proposed Settlement Agreement and Release, for a full description of those parties and entities who are being released and afforded protection from contribution actions or claims.

A copy of the proposed Settlement Agreement and Release is available for inspection via the internet at <http://www.nj.gov/dep/srp/legal/> and at the Department’s Office of Record Access at 401 East State Street, Trenton, NJ. Requests to inspect a paper copy of the proposed Settlement Agreement and Release should be directed to records.custodian@dep.nj.gov.

Written comments on the entry of this Settlement Agreement and Release may be submitted electronically to MTBESettlement@dep.nj.gov, referencing “MTBE Lyondell Settlement” in the subject line of the email. Electronically submitted comments must be provided as portable document format (PDF) files. Alternatively, comments may be submitted in hard copy to:

Office of Record Access
NJDEP
Attn: MTBE Lyondell Settlement Comments

P.O. Box 420, Mail Code 401-06Q
Trenton, NJ 08625-0420

All comments must be submitted within 30 calendar days of the date of this public notice. The Department will consider all comments received and may decide to withdraw or withhold consent to the entry of the Settlement Agreement and Release if comments received disclose facts or considerations that show that the Settlement Agreement and Release is inappropriate, improper or inadequate.

Date

Janis Hoagland
Director, Office of Legal Affairs