

HUNTSMAN INTERNATIONAL LLC  
Form 10-Q  
November 02, 2011

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[TABLE OF CONTENTS](#)

[Table of Contents](#)

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**Form 10-Q**

(Mark One)

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

**For the quarterly period ended September 30, 2011**

**OR**

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

**For the transition period from                      to**

| <b>Commission<br/>File Number</b> | <b>Exact Name of Registrant as Specified in its Charter,<br/>Principal Office Address and Telephone Number</b> | <b>State of Incorporation<br/>or Organization</b> | <b>I.R.S. Employer<br/>Identification No.</b> |
|-----------------------------------|--|---|---|
| 001-32427                         | Huntsman Corporation<br>500 Huntsman Way<br>Salt Lake City, Utah 84108<br>(801) 584-5700                       | Delaware  | 42-1648585                                    |
| 333-85141                         | Huntsman International LLC<br>500 Huntsman Way<br>Salt Lake City, Utah 84108<br>(801) 584-5700                 | Delaware  | 87-0630358                                    |

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Huntsman Corporation                      YES       NO   
Huntsman International LLC              YES       NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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Huntsman Corporation YES  NO   
Huntsman International LLC YES  NO

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

|                            |  |   |  |   |
|----------------------------|--|---|--|---|
| Huntsman Corporation       | Large accelerated<br>filer <input checked="" type="checkbox"/> | Accelerated filer<br><input type="checkbox"/> | Non-accelerated filer<br><input type="checkbox"/>            | Smaller reporting<br>company <input type="checkbox"/> |
| Huntsman International LLC | Large accelerated<br>filer <input type="checkbox"/>            | Accelerated filer<br><input type="checkbox"/> | Non-accelerated filer<br><input checked="" type="checkbox"/> | Smaller reporting<br>company <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Huntsman Corporation YES  NO   
Huntsman International LLC YES  NO

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On October 24, 2011, 237,778,496 shares of common stock of Huntsman Corporation were outstanding and 2,728 units of membership interests of Huntsman International LLC were outstanding. There is no established trading market for Huntsman International LLC's units of membership interests. All of Huntsman International LLC's units of membership interests are held by Huntsman Corporation.

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This Quarterly Report on Form 10-Q presents information for two registrants: Huntsman Corporation and Huntsman International LLC. Huntsman International LLC is a wholly owned subsidiary of Huntsman Corporation and is the principal operating company of Huntsman Corporation. The information reflected in this Quarterly Report on Form 10-Q is equally applicable to both Huntsman Corporation and Huntsman International LLC, except where otherwise indicated. Huntsman International LLC meets the conditions set forth in General Instructions H(1)(a) and (b) of Form 10-Q and, to the extent applicable, is therefore filing this form with a reduced disclosure format.

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Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES  
HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES  
QUARTERLY REPORT ON FORM 10-Q FOR THE QUARTERLY PERIOD  
ENDED SEPTEMBER 30, 2011**

**TABLE OF CONTENTS**

|  | <b>Page</b> |
|--|-------------|
| <u>PART I</u>  | <u>3</u>    |
| <u>FINANCIAL INFORMATION</u>   | <u>3</u>    |
| <u>ITEM 1.</u>   | <u>3</u>    |
| <u>Financial Statements:</u>   | <u>3</u>    |
| Huntsman Corporation and Subsidiaries:   |             |
| <u>Condensed Consolidated Balance Sheets (Unaudited)</u>   | <u>3</u>    |
| <u>Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (Unaudited)</u> | <u>4</u>    |
| <u>Condensed Consolidated Statements of Cash Flows (Unaudited)</u>                                 | <u>5</u>    |
| <u>Condensed Consolidated Statements of Equity (Unaudited)</u>                                     | <u>7</u>    |
| Huntsman International LLC and Subsidiaries:   |             |
| <u>Condensed Consolidated Balance Sheets (Unaudited)</u>   | <u>8</u>    |
| <u>Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) (Unaudited)</u> | <u>9</u>    |
| <u>Condensed Consolidated Statements of Cash Flows (Unaudited)</u>                                 | <u>10</u>   |
| <u>Condensed Consolidated Statements of Equity (Unaudited)</u>                                     | <u>12</u>   |
| Huntsman Corporation and Subsidiaries and Huntsman International LLC and Subsidiaries:             |             |
| <u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u>                            | <u>13</u>   |
| <u>ITEM 2.</u>   | <u>70</u>   |
| <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>       | <u>70</u>   |
| <u>ITEM 3.</u>   | <u>96</u>   |
| <u>Quantitative and Qualitative Disclosures About Market Risk</u>                                  | <u>96</u>   |
| <u>ITEM 4.</u>   | <u>98</u>   |
| <u>Controls and Procedures</u>   | <u>98</u>   |
| <u>PART II</u>   | <u>99</u>   |
| <u>OTHER INFORMATION</u>   | <u>99</u>   |
| <u>ITEM 1.</u>   | <u>99</u>   |
| <u>Legal Proceedings</u>   | <u>99</u>   |
| <u>ITEM 1A.</u>  | <u>99</u>   |
| <u>Risk Factors</u>  | <u>99</u>   |
| <u>ITEM 2.</u>   | <u>99</u>   |
| <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>                                 | <u>99</u>   |
| <u>ITEM 6.</u>   | <u>100</u>  |
| <u>Exhibits</u>  | <u>100</u>  |

Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****HUNTSMAN CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)****(Dollars in Millions, Except Share and Per Share Amounts)**

|   | September 30,<br>2011 | December 31,<br>2010 |
|---|-----------------------|----------------------|
| <b>ASSETS</b>   |                       |                      |
| <b>Current assets:</b>  |                       |                      |
| Cash and cash equivalents(a)  | \$ 453                | \$ 966               |
| Restricted cash(a)  | 6                     | 7                    |
| Accounts and notes receivable (net of allowance for doubtful accounts of \$51 and \$52, respectively), (\$739 and \$589 pledged as collateral, respectively)(a)               | 1,762                 | 1,413                |
| Accounts receivable from affiliates   | 14                    | 15                   |
| Inventories(a)  | 1,687                 | 1,396                |
| Prepaid expenses  | 58                    | 46                   |
| Deferred income taxes   | 2                     | 1                    |
| Other current assets(a)   | 292                   | 164                  |
| <b>Total current assets</b>   | <b>4,274</b>          | <b>4,008</b>         |
| Property, plant and equipment, net(a)   | 3,659                 | 3,605                |
| Investment in unconsolidated affiliates   | 206                   | 234                  |
| Intangible assets, net(a)   | 99                    | 105                  |
| Goodwill  | 110                   | 94                   |
| Deferred income taxes   | 185                   | 166                  |
| Notes receivable from affiliates  | 6                     | 7                    |
| Other noncurrent assets(a)  | 469                   | 495                  |
| <b>Total assets</b>   | <b>\$ 9,008</b>       | <b>\$ 8,714</b>      |
| <b>LIABILITIES AND EQUITY</b>   |                       |                      |
| <b>Current liabilities:</b>   |                       |                      |
| Accounts payable(a)   | \$ 941                | \$ 842               |
| Accounts payable to affiliates  | 36                    | 45                   |
| Accrued liabilities(a)  | 732                   | 628                  |
| Deferred income taxes   | 19                    | 19                   |
| Current portion of debt(a)  | 230                   | 519                  |
| <b>Total current liabilities</b>  | <b>1,958</b>          | <b>2,053</b>         |
| Long-term debt(a)   | 3,847                 | 3,627                |
| Notes payable to affiliates   | 4                     | 4                    |
| Deferred income taxes   | 324                   | 314                  |
| Other noncurrent liabilities(a)   | 941                   | 866                  |
| <b>Total liabilities</b>  | <b>7,074</b>          | <b>6,864</b>         |
| <b>Commitments and contingencies (Notes 13 and 14)</b>  |                       |                      |
| <b>Equity</b>   |                       |                      |
| <b>Huntsman Corporation stockholders' equity:</b>   |                       |                      |
| Common stock \$0.01 par value, 1,200,000,000 shares authorized, 241,822,022 and 239,549,365 issued and 235,720,273 and 236,799,455 outstanding in 2011 and 2010, respectively | 2                     | 2                    |

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|  |                 |                 |
|--|-----------------|-----------------|
| Additional paid-in capital                             | 3,228           | 3,186           |
| Treasury stock, 4,043,526 shares at September 30, 2011 | (50)            |                 |
| Unearned stock-based compensation                      | (14)            | (11)            |
| Accumulated deficit                                    | (1,029)         | (1,090)         |
| Accumulated other comprehensive loss                   | (337)           | (297)           |
| <b>Total Huntsman Corporation stockholders' equity</b> | <b>1,800</b>    | <b>1,790</b>    |
| Noncontrolling interests in subsidiaries               | 134             | 60              |
| <b>Total equity</b>                                    | <b>1,934</b>    | <b>1,850</b>    |
| <b>Total liabilities and equity</b>                    | <b>\$ 9,008</b> | <b>\$ 8,714</b> |

(a) At September 30, 2011 and December 31, 2010, respectively, \$61 and \$7 of cash and cash equivalents, \$2 and nil of restricted cash, \$35 and \$8 of accounts and notes receivable (net), \$53 and \$45 of inventories, \$2 each of other current assets, \$412 and \$275 of property, plant and equipment (net), \$24 and \$7 of intangible assets (net), \$21 and \$18 of other noncurrent assets, \$62 and \$56 of accounts payable, \$19 and \$16 of accrued liabilities, \$27 and \$15 of current portion of debt, \$279 and \$185 of long-term debt, and \$97 and \$109 of other noncurrent liabilities from consolidated variable interest entities are included in the respective Balance Sheet captions above. See "Note 5. Variable Interest Entities."

See accompanying notes to condensed consolidated financial statements (unaudited).

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND  
COMPREHENSIVE INCOME (LOSS) (UNAUDITED)**

(Dollars in Millions, Except Per Share Amounts)

|   | <b>Three months<br/>ended<br/>September 30,</b> |              | <b>Nine months<br/>ended<br/>September 30,</b> |              |
|---|---|--------------|--|--------------|
|   | <b>2011</b>                                     | <b>2010</b>  | <b>2011</b>                                    | <b>2010</b>  |
| <b>Revenues:</b>  |   |              |  |              |
| Trade sales, services and fees, net                                   | \$ 2,923  | \$ 2,360     | \$ 8,445                                       | \$ 6,689     |
| Related party sales   | 53  | 41           | 144  | 149          |
| <b>Total revenues</b>   | <b>2,976</b>                                    | <b>2,401</b> | <b>8,589</b>                                   | <b>6,838</b> |
| <b>Cost of goods sold</b>   | <b>2,486</b>                                    | <b>1,986</b> | <b>7,138</b>                                   | <b>5,757</b> |
| <b>Gross profit</b>   | <b>490</b>                                      | <b>415</b>   | <b>1,451</b>                                   | <b>1,081</b> |
| <b>Operating expenses:</b>  |   |              |  |              |
| Selling, general and administrative                                   | 217   | 202          | 691  | 628          |
| Research and development  | 42  | 39           | 123  | 111          |
| Other operating (income) expense                                      | (1)   | 3            | 7  | 2            |
| Restructuring, impairment and plant closing costs                     | 155   | 4            | 171  | 24           |
| Total expenses  | 413   | 248          | 992  | 765          |
| <b>Operating income</b>   | <b>77</b>                                       | <b>167</b>   | <b>459</b>                                     | <b>316</b>   |
| Interest expense, net   | (63)  | (64)         | (187)  | (168)        |
| Equity in income of investment in unconsolidated affiliates           | 2   | 3            | 6  | 20           |
| Loss on early extinguishment of debt                                  | (2)   | (7)          | (5)  | (169)        |
| Expenses associated with the Terminated Merger and related litigation |   | (3)          |  | (4)          |
| Other (loss) income   | (1)   | 2            |  | 3            |
| <b>Income (loss) from continuing operations before income taxes</b>   | <b>13</b>                                       | <b>98</b>    | <b>273</b>                                     | <b>(2)</b>   |
| Income tax expense  | (55)  | (41)         | (111)  | (46)         |
| <b>(Loss) income from continuing operations</b>                       | <b>(42)</b>                                     | <b>57</b>    | <b>162</b>                                     | <b>(48)</b>  |
| Income (loss) from discontinued operations, net of tax                | 10  | (1)          | (5)  | 48           |
| <b>(Loss) income before extraordinary gain</b>                        | <b>(32)</b>                                     | <b>56</b>    | <b>157</b>                                     |              |
| Extraordinary gain on the acquisition of a business,                  |   |              | 2  |              |

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net of tax of nil

|   |      |     |      |     |
|---|------|-----|------|-----|
| <b>Net (loss) income</b>                            | (32) | 56  | 159  |     |
| Net income attributable to noncontrolling interests | (2)  | (1) | (17) | (3) |

|   |         |       |        |        |
|---|---------|-------|--------|--------|
| <b>Net (loss) income attributable to Huntsman Corporation</b> | \$ (34) | \$ 55 | \$ 142 | \$ (3) |
|---|---------|-------|--------|--------|

|                                   |         |       |        |    |
|-----------------------------------|---------|-------|--------|----|
| <b>Net (loss) income</b>          | \$ (32) | \$ 56 | \$ 159 | \$ |
| Other comprehensive (loss) income | (195)   | 146   | (39)   | 38 |

|   |       |     |      |     |
|---|-------|-----|------|-----|
| <b>Comprehensive (loss) income</b>                            | (227) | 202 | 120  | 38  |
| Comprehensive income attributable to noncontrolling interests | (2)   | (1) | (18) | (3) |

|   |          |        |        |       |
|---|----------|--------|--------|-------|
| <b>Comprehensive (loss) income attributable to Huntsman Corporation</b> | \$ (229) | \$ 201 | \$ 102 | \$ 35 |
|---|----------|--------|--------|-------|

**Basic income (loss) per share:**

|  |           |         |         |           |
|--|-----------|---------|---------|-----------|
| (Loss) income from continuing operations attributable to Huntsman Corporation common stockholders                        | \$ (0.19) | \$ 0.24 | \$ 0.61 | \$ (0.22) |
| Income (loss) from discontinued operations attributable to Huntsman Corporation common stockholders, net of tax          | 0.05      | (0.01)  | (0.02)  | 0.21      |
| Extraordinary gain on the acquisition of a business attributable to Huntsman Corporation common stockholders, net of tax |           |         | 0.01    |           |

|  |           |         |         |           |
|--|-----------|---------|---------|-----------|
| Net (loss) income attributable to Huntsman Corporation common stockholders | \$ (0.14) | \$ 0.23 | \$ 0.60 | \$ (0.01) |
|--|-----------|---------|---------|-----------|

|                         |       |       |       |       |
|-------------------------|-------|-------|-------|-------|
| Weighted average shares | 237.6 | 236.4 | 238.2 | 235.9 |
|-------------------------|-------|-------|-------|-------|

**Diluted income (loss) per share:**

|  |           |         |         |           |
|--|-----------|---------|---------|-----------|
| (Loss) income from continuing operations attributable to Huntsman Corporation common stockholders                        | \$ (0.19) | \$ 0.23 | \$ 0.60 | \$ (0.22) |
| Income (loss) from discontinued operations attributable to Huntsman Corporation common stockholders, net of tax          | 0.05      |         | (0.02)  | 0.21      |
| Extraordinary gain on the acquisition of a business attributable to Huntsman Corporation common stockholders, net of tax |           |         | 0.01    |           |

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|  |           |         |         |           |
|--|-----------|---------|---------|-----------|
| Net (loss) income attributable to Huntsman Corporation common stockholders | \$ (0.14) | \$ 0.23 | \$ 0.59 | \$ (0.01) |
|--|-----------|---------|---------|-----------|

|                         |       |       |       |       |
|-------------------------|-------|-------|-------|-------|
| Weighted average shares | 237.6 | 241.0 | 242.6 | 235.9 |
|-------------------------|-------|-------|-------|-------|

**Amounts attributable to Huntsman Corporation common stockholders:**

|  |         |       |        |         |
|--|---------|-------|--------|---------|
| (Loss) income from continuing operations | \$ (44) | \$ 56 | \$ 145 | \$ (51) |
|--|---------|-------|--------|---------|

|  |    |     |     |    |
|--|----|-----|-----|----|
| Income (loss) from discontinued operations, net of tax | 10 | (1) | (5) | 48 |
|--|----|-----|-----|----|

|   |  |  |   |  |
|---|--|--|---|--|
| Extraordinary gain on the acquisition of a business, net of tax |  |  | 2 |  |
|---|--|--|---|--|

|                   |         |       |        |        |
|-------------------|---------|-------|--------|--------|
| Net (loss) income | \$ (34) | \$ 55 | \$ 142 | \$ (3) |
|-------------------|---------|-------|--------|--------|

|                     |         |         |         |         |
|---------------------|---------|---------|---------|---------|
| Dividends per share | \$ 0.10 | \$ 0.10 | \$ 0.30 | \$ 0.30 |
|---------------------|---------|---------|---------|---------|

See accompanying notes to condensed consolidated financial statements (unaudited).



Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)****(Dollars in Millions)**

|   | <b>Nine months<br/>ended<br/>September 30,</b> |              |
|---|--|--------------|
|   | <b>2011</b>                                    | <b>2010</b>  |
| <b>Operating Activities:</b>  |  |              |
| Net income  | \$ 159   | \$           |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |  |              |
| Gain on the consolidation of a variable interest entity                                     | (12)   |              |
| Equity in income of investment in unconsolidated affiliates                                 | (6)  | (20)         |
| Depreciation and amortization   | 327  | 295          |
| (Gain) loss on disposal of businesses/assets, net   | (5)  | 8            |
| Loss on early extinguishment of debt  | 5  | 169          |
| Noncash interest expense  | 28   | 12           |
| Noncash impairment charge   | 53   |              |
| Deferred income taxes   | (4)  | 72           |
| Noncash (gain) loss on foreign currency transactions  | (15)   | 8            |
| Stock-based compensation  | 19   | 19           |
| Portion of insurance settlement representing cash provided by investing activities          |  | (34)         |
| Other, net  |  | 9            |
| Changes in operating assets and liabilities:  |  |              |
| Accounts and notes receivable   | (314)  | (318)        |
| Accounts receivable from A/R Programs   |  | (254)        |
| Inventories   | (273)  | (184)        |
| Prepaid expenses  | (15)   | (15)         |
| Other current assets  | (150)  | (36)         |
| Other noncurrent assets   | 20   | (69)         |
| Accounts payable  | 81   | 61           |
| Accrued liabilities   | 123  | (15)         |
| Other noncurrent liabilities  | 4  | (58)         |
| <b>Net cash provided by (used in) operating activities</b>                                  | <b>25</b>                                      | <b>(350)</b> |
| <b>Investing Activities:</b>  |  |              |
| Capital expenditures  | (217)  | (132)        |
| Proceeds from settlements treated as reimbursement of capital expenditures                  | 3  | 34           |
| Cash assumed in connection with the initial consolidation of a variable interest entity     | 28   | 11           |
| Cash paid for acquisition of a business   | (23)   |              |
| Proceeds from sale of business/assets   | 7  |              |
| Investment in unconsolidated affiliates   | (17)   | (4)          |
| Cash received from unconsolidated affiliates  | 19   | 5            |
| Other, net  |  | 1            |
| <b>Net cash used in investing activities</b>  | <b>(200)</b>                                   | <b>(85)</b>  |

(Continued)



Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (Continued)

(Dollars in Millions)

|  | Nine months<br>ended September 30, |              |
|--|------------------------------------|--------------|
|  | 2011                               | 2010         |
| <b>Financing Activities:</b>                           |                                    |              |
| Net repayments under revolving loan facilities         | \$                                 | \$ (7)       |
| Revolving loan facility from A/R Programs              |                                    | 254          |
| Net borrowings on overdraft facilities                 | 10                                 | 6            |
| Repayments of short-term debt                          | (151)                              | (153)        |
| Borrowings on short-term debt                          | 126                                | 188          |
| Repayments of long-term debt                           | (287)                              | (1,073)      |
| Proceeds from issuance of long-term debt               | 89                                 | 725          |
| Repayments of notes payable                            | (24)                               | (36)         |
| Borrowings on notes payable                            | 35                                 | 38           |
| Debt issuance costs paid                               | (7)                                | (25)         |
| Call premiums related to early extinguishment of debt  | (5)                                | (159)        |
| Dividends paid to common stockholders                  | (72)                               | (72)         |
| Dividends paid to noncontrolling interest              | (5)                                |              |
| Repurchase and cancellation of stock awards            | (9)                                | (6)          |
| Repurchase of common stock                             | (50)                               |              |
| Proceeds from issuance of common stock                 | 4                                  | 2            |
| Excess tax benefit related to stock-based compensation | 10                                 | 4            |
| Other, net   | 1                                  |              |
| <b>Net cash used in financing activities</b>           | <b>(335)</b>                       | <b>(314)</b> |
| Effect of exchange rate changes on cash                | (3)                                | 7            |
| Decrease in cash and cash equivalents                  | (513)                              | (742)        |
| Cash and cash equivalents at beginning of period       | 966                                | 1,745        |
| Cash and cash equivalents at end of period             | \$ 453                             | \$ 1,003     |
| <b>Supplemental cash flow information:</b>             |                                    |              |
| Cash paid for interest                                 | \$ 178                             | \$ 142       |
| Cash paid for income taxes                             | 84                                 | 19           |

During the nine months ended September 30, 2011 and 2010, the amount of capital expenditures in accounts payable decreased by \$12 million and \$6 million, respectively.

See accompanying notes to condensed consolidated financial statements (unaudited).



Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (UNAUDITED)**

(Dollars in Millions)

**Huntsman Corporation Stockholders**

|   | Shares            |        | Additional | Treasury | Unearned     | Accumulated | Accumulated   | Noncontrolling | Total    |
|---|-------------------|--------|------------|----------|--------------|-------------|---------------|----------------|----------|
|   | Common            | Common | paid-in    | Stock    | stock-based  | deficit     | other         | interests in   | equity   |
|   | stock outstanding | stock  | capital    |          | compensation |             | comprehensive | subsidiaries   |          |
|   |                   |        |            |          |              |             | (loss) income |                |          |
| Balance,<br>January 1, 2011                                     | 236,799,455       | \$ 2   | \$ 3,186   | \$       | \$ (11)      | \$ (1,090)  | \$ (297)      | \$ 60          | \$ 1,850 |
| Net income  |                   |        |            |          |              | 142         |               | 17             | 159      |
| Dividend paid<br>to<br>noncontrolling<br>interest               |                   |        |            |          |              |             |               | (5)            | (5)      |
| Other<br>comprehensive<br>(loss) income                         |                   |        |            |          |              |             | (40)          | 1              | (39)     |
| Consolidation<br>of a variable<br>interest entity               |                   |        |            |          |              |             |               | 61             | 61       |
| Issuance of<br>nonvested stock<br>awards                        |                   |        | 11         |          | (11)         |             |               |                |          |
| Vesting of<br>stock awards                                      | 2,222,925         |        | 13         |          |              |             |               |                | 13       |
| Recognition of<br>stock-based<br>compensation                   |                   |        | 4          |          | 8            |             |               |                | 12       |
| Repurchase of<br>common stock                                   | (4,043,526)       |        |            | (50)     |              |             |               |                | (50)     |
| Repurchase and<br>cancellation of<br>stock awards               | (505,517)         |        |            |          |              |             | (9)           |                | (9)      |
| Stock options<br>exercised                                      | 1,246,936         |        | 4          |          |              |             |               |                | 4        |
| Excess tax<br>benefit related<br>to stock-based<br>compensation |                   |        | 10         |          |              |             |               |                | 10       |
| Dividends paid<br>on common<br>stock                            |                   |        |            |          |              |             | (72)          |                | (72)     |
| Balance,<br>September 30,<br>2011                               | 235,720,273       | \$ 2   | \$ 3,228   | \$ (50)  | \$ (14)      | \$ (1,029)  | \$ (337)      | \$ 134         | \$ 1,934 |

**Huntsman Corporation Stockholders**

|                             | Shares            |        | Additional | Treasury | Unearned     | Accumulated | Accumulated   | Noncontrolling | Total    |
|-----------------------------|-------------------|--------|------------|----------|--------------|-------------|---------------|----------------|----------|
|                             | Common            | Common | paid-in    | Stock    | stock-based  | deficit     | other         | interests in   | equity   |
|                             | stock outstanding | stock  | capital    |          | compensation |             | comprehensive | subsidiaries   |          |
|                             |                   |        |            |          |              |             | (loss) income |                |          |
| Balance,<br>January 1, 2010 | 234,081,490       | \$ 2   | \$ 3,155   | \$       | \$ (11)      | \$ (1,015)  | \$ (287)      | \$ 21          | \$ 1,865 |

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|  |             |    |    |    |       |     |      |    |         |    |       |    |    |    |       |
|--|-------------|----|----|----|-------|-----|------|----|---------|----|-------|----|----|----|-------|
| Net (loss) income                                      |             |    |    |    | (3)   |     |      |    | 3       |    |       |    |    |    |       |
| Other comprehensive income                             |             |    |    |    |       |     | 38   |    | 38      |    |       |    |    |    |       |
| Consolidation of a variable interest entity            |             |    |    |    |       |     |      |    | 35      |    |       |    |    |    |       |
| Issuance of nonvested stock awards                     |             |    | 12 |    | (12)  |     |      |    |         |    |       |    |    |    |       |
| Vesting of stock awards                                | 1,933,030   |    | 9  |    |       |     |      |    | 9       |    |       |    |    |    |       |
| Recognition of stock-based compensation                |             |    | 3  |    | 10    |     |      |    | 13      |    |       |    |    |    |       |
| Repurchase and cancellation of stock awards            | (428,944)   |    |    |    |       | (6) |      |    | (6)     |    |       |    |    |    |       |
| Stock options exercised                                | 863,218     |    | 2  |    |       |     |      |    | 2       |    |       |    |    |    |       |
| Excess tax benefit related to stock-based compensation |             |    | 4  |    |       |     |      |    | 4       |    |       |    |    |    |       |
| Dividends paid on common stock                         |             |    |    |    |       |     | (72) |    | (72)    |    |       |    |    |    |       |
| Balance, September 30, 2010                            | 236,448,794 | \$ | 2  | \$ | 3,185 | \$  | (13) | \$ | (1,096) | \$ | (249) | \$ | 59 | \$ | 1,888 |

See accompanying notes to condensed consolidated financial statements (unaudited).

Table of Contents**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

(Dollars in Millions)

|   | September 30,<br>2011 | December 31,<br>2010 |
|---|-----------------------|----------------------|
| <b>ASSETS</b>   |                       |                      |
| <b>Current assets:</b>  |                       |                      |
| Cash and cash equivalents(a)  | \$ 234                | \$ 561               |
| Restricted cash(a)  | 6                     | 7                    |
| Accounts and notes receivable (net of allowance for doubtful accounts of \$51 and \$52, respectively), (\$739 and \$589 pledged as collateral, respectively)(a) | 1,762                 | 1,413                |
| Accounts receivable from affiliates   | 131                   | 100                  |
| Inventories(a)  | 1,687                 | 1,396                |
| Prepaid expenses  | 57                    | 45                   |
| Deferred income taxes   | 40                    | 40                   |
| Other current assets(a)   | 287                   | 160                  |
| <b>Total current assets</b>   | <b>4,204</b>          | <b>3,722</b>         |
| Property, plant and equipment, net(a)   | 3,541                 | 3,469                |
| Investment in unconsolidated affiliates   | 206                   | 234                  |
| Intangible assets, net(a)   | 101                   | 107                  |
| Goodwill  | 110                   | 94                   |
| Deferred income taxes   | 198                   | 179                  |
| Notes receivable from affiliates  | 6                     | 7                    |
| Other noncurrent assets(a)  | 468                   | 495                  |
| <b>Total assets</b>   | <b>\$ 8,834</b>       | <b>\$ 8,307</b>      |
| <b>LIABILITIES AND EQUITY</b>   |                       |                      |
| <b>Current liabilities:</b>   |                       |                      |
| Accounts payable(a)   | \$ 940                | \$ 840               |
| Accounts payable to affiliates  | 47                    | 59                   |
| Accrued liabilities(a)  | 729                   | 626                  |
| Deferred income taxes   | 63                    | 63                   |
| Note payable to affiliate   | 100                   | 100                  |
| Current portion of debt(a)  | 230                   | 519                  |
| <b>Total current liabilities</b>  | <b>2,109</b>          | <b>2,207</b>         |
| Long-term debt(a)   | 3,847                 | 3,627                |
| Notes payable to affiliates   | 544                   | 439                  |
| Deferred income taxes   | 155                   | 94                   |
| Other noncurrent liabilities(a)   | 933                   | 852                  |
| <b>Total liabilities</b>  | <b>7,588</b>          | <b>7,219</b>         |
| <b>Commitments and contingencies (Notes 13 and 14)</b>  |                       |                      |
| <b>Equity</b>   |                       |                      |
| <b>Huntsman International LLC members' equity:</b>  |                       |                      |
| Members' equity, 2,728 units issued and outstanding   | 3,076                 | 3,049                |
| Accumulated deficit   | (1,574)               | (1,667)              |
| Accumulated other comprehensive loss  | (390)                 | (354)                |

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|   |          |          |
|---|----------|----------|
| <b>Total Huntsman International LLC members' equity</b> | 1,112    | 1,028    |
| <b>Noncontrolling interests in subsidiaries</b>         | 134      | 60       |
| <b>Total equity</b>                                     | 1,246    | 1,088    |
| <b>Total liabilities and equity</b>                     | \$ 8,834 | \$ 8,307 |

(a)

At September 30, 2011 and December 31, 2010, respectively, \$61 and \$7 of cash and cash equivalents, \$2 and nil of restricted cash, \$35 and \$8 of accounts and notes receivable (net), \$53 and \$45 of inventories, \$2 each of other current assets, \$412 and \$275 of property, plant and equipment (net), \$24 and \$7 of intangible assets (net), \$21 and \$18 of other noncurrent assets, \$62 and \$56 of accounts payable, \$19 and \$16 of accrued liabilities, \$27 and \$15 of current portion of debt, \$279 and \$185 of long-term debt, and \$97 and \$109 of other noncurrent liabilities from consolidated variable interest entities are included in the respective Balance Sheet captions above. See "Note 5. Variable Interest Entities."

See accompanying notes to condensed consolidated financial statements (unaudited).



Table of Contents

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND**  
**COMPREHENSIVE INCOME (LOSS) (UNAUDITED)**

(Dollars in Millions)

|  | Three months<br>ended<br>September 30, |          | Nine months<br>ended<br>September 30, |          |
|--|--|----------|---------------------------------------|----------|
|  | 2011                                   | 2010     | 2011                                  | 2010     |
| <b>Revenues:</b>   |  |          |                                       |          |
| Trade sales, services and fees, net                          | \$ 2,923                               | \$ 2,360 | \$ 8,445                              | \$ 6,689 |
| Related party sales  | 53                                     | 41       | 144                                   | 149      |
| <b>Total revenues</b>  | 2,976                                  | 2,401    | 8,589                                 | 6,838    |
| <b>Cost of goods sold</b>                                    | 2,481                                  | 1,981    | 7,124                                 | 5,744    |
| <b>Gross profit</b>  | 495                                    | 420      | 1,465                                 | 1,094    |
| <b>Operating expenses:</b>                                   |  |          |                                       |          |
| Selling, general and administrative                          | 216                                    | 202      | 688                                   | 625      |
| Research and development                                     | 42                                     | 39       | 123                                   | 111      |
| Other operating (income) expense                             | (1)                                    | 3        | 7                                     | (8)      |
| Restructuring, impairment and plant closing costs            | 155                                    | 4        | 171                                   | 24       |
| Total expenses   | 412                                    | 248      | 989                                   | 752      |
| <b>Operating income</b>                                      | 83                                     | 172      | 476                                   | 342      |
| Interest expense, net  | (66)                                   | (69)     | (197)                                 | (182)    |
| Equity in income of investment in unconsolidated affiliates  | 2                                      | 3        | 6                                     | 20       |
| Loss on early extinguishment of debt                         | (2)                                    | (7)      | (5)                                   | (23)     |
| Other (loss) income  | (1)                                    | 1        |                                       | 3        |
| <b>Income from continuing operations before income taxes</b> | 16                                     | 100      | 280                                   | 160      |
| Income tax expense   | (55)                                   | (40)     | (111)                                 | (56)     |
| <b>(Loss) income from continuing operations</b>              | (39)                                   | 60       | 169                                   | 104      |
| Income (loss) from discontinued operations, net of tax       | 10                                     | (1)      | (5)                                   | 48       |
|  | (29)                                   | 59       | 164                                   | 152      |

|   |          |        |        |        |
|---|----------|--------|--------|--------|
| <b>(Loss) income before extraordinary gain</b>                                |          |        |        |        |
| Extraordinary gain on the acquisition of a business, net of tax of nil        |          |        | 2      |        |
| <b>Net (loss) income</b>  | (29)     | 59     | 166    | 152    |
| Net income attributable to noncontrolling interests                           | (2)      | (1)    | (17)   | (3)    |
| <b>Net (loss) income attributable to Huntsman International LLC</b>           | \$ (31)  | \$ 58  | \$ 149 | \$ 149 |
| <b>Net (loss) income</b>  | \$ (29)  | \$ 59  | \$ 166 | \$ 152 |
| Other comprehensive (loss) income   | (194)    | 148    | (35)   | 42     |
| <b>Comprehensive (loss) income</b>  | (223)    | 207    | 131    | 194    |
| Comprehensive income attributable to noncontrolling interests                 | (2)      |        | (18)   | (2)    |
| <b>Comprehensive (loss) income attributable to Huntsman International LLC</b> | \$ (225) | \$ 207 | \$ 113 | \$ 192 |

See accompanying notes to condensed consolidated financial statements (unaudited).

Table of Contents**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)****(Dollars in Millions)**

|   | <b>Nine months<br/>ended<br/>September 30,</b> |              |
|---|--|--------------|
|   | <b>2011</b>                                    | <b>2010</b>  |
| <b>Operating Activities:</b>  |  |              |
| Net income  | \$ 166   | \$ 152       |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: |  |              |
| Gain on the consolidation of a variable interest entity                                     | (12)   |              |
| Equity in income of investment in unconsolidated affiliates                                 | (6)  | (20)         |
| Depreciation and amortization   | 310  | 279          |
| (Gain) loss on disposal of businesses/assets, net   | (5)  | 8            |
| Loss on early extinguishment of debt  | 5  | 23           |
| Noncash interest expense  | 38   | 26           |
| Noncash impairment charge   | 53   |              |
| Deferred income taxes   | 47   | 66           |
| Noncash (gain) loss on foreign currency transactions  | (15)   | 8            |
| Noncash compensation  | 17   | 17           |
| Portion of insurance settlement representing cash provided by investing activities          |  | (34)         |
| Other, net  | (1)  | 7            |
| Changes in operating assets and liabilities:  |  |              |
| Accounts and notes receivable   | (314)  | (318)        |
| Accounts receivable from A/R Programs   |  | (254)        |
| Inventories   | (273)  | (184)        |
| Prepaid expenses  | (14)   | (14)         |
| Other current assets  | (150)  | (26)         |
| Other noncurrent assets   | 20   | (69)         |
| Accounts payable  | 72   | 60           |
| Accrued liabilities   | 122  | 2            |
| Other noncurrent liabilities  | 8  | (54)         |
| <b>Net cash provided by (used in) operating activities</b>                                  | <b>68</b>                                      | <b>(325)</b> |
| <b>Investing Activities:</b>  |  |              |
| Capital expenditures  | (217)  | (132)        |
| Proceeds from settlements treated as reimbursement of capital expenditures                  | 3  | 34           |
| Cash assumed in connection with the initial consolidation of a variable interest entity     | 28   | 11           |
| Cash paid for acquisition of a business   | (23)   |              |
| Proceeds from sale of business/assets   | 7  |              |
| Decrease in receivable from affiliate   | (35)   | (42)         |
| Investment in unconsolidated affiliates   | (17)   | (4)          |
| Cash received from unconsolidated affiliates  | 19   | 5            |
| Other, net  |  | 1            |
| <b>Net cash used in investing activities</b>  | <b>(235)</b>                                   | <b>(127)</b> |

(Continued)

Table of Contents

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (Continued)

(Dollars in Millions)

|  | Nine months<br>ended<br>September 30, |            |
|--|---------------------------------------|------------|
|  | 2011                                  | 2010       |
| <b>Financing Activities:</b>                               |                                       |            |
| Net repayments under revolving loan facilities             | \$                                    | \$ (7)     |
| Revolving loan facility from A/R Programs                  |                                       | 254        |
| Net borrowings on overdraft facilities                     | 10                                    | 6          |
| Repayments of short-term debt                              | (151)                                 | (153)      |
| Borrowings on short-term debt                              | 126                                   | 188        |
| Repayments of long-term debt                               | (287)                                 | (837)      |
| Proceeds from issuance of long-term debt                   | 89                                    | 725        |
| Repayments of notes payable to affiliate                   |                                       | (125)      |
| Proceeds from notes payable to affiliate                   | 105                                   | 110        |
| Repayments of notes payable                                | (24)                                  | (36)       |
| Borrowings on notes payable                                | 35                                    | 38         |
| Debt issuance costs paid                                   | (7)                                   | (25)       |
| Call premiums related to early extinguishment of debt      | (5)                                   | (13)       |
| Dividends paid to parent                                   | (56)                                  |            |
| Dividends paid to noncontrolling interest                  | (5)                                   |            |
| Excess tax benefit related to noncash compensation         | 10                                    | 4          |
| Other, net   | 3                                     |            |
| <b>Net cash (used in) provided by financing activities</b> | <b>(157)</b>                          | <b>129</b> |
| Effect of exchange rate changes on cash                    | (3)                                   | 7          |
| Decrease in cash and cash equivalents                      | (327)                                 | (316)      |
| Cash and cash equivalents at beginning of period           | 561                                   | 919        |
| Cash and cash equivalents at end of period                 | \$ 234                                | \$ 603     |

**Supplemental cash flow information:**

|                            |        |        |
|----------------------------|--------|--------|
| Cash paid for interest     | \$ 179 | \$ 133 |
| Cash paid for income taxes | 34     | 17     |

During the nine months ended September 30, 2011 and 2010, the amount of capital expenditures in accounts payable decreased by \$12 million and \$6 million, respectively. During the nine months ended September 30, 2011 and 2010, Huntsman Corporation contributed \$17 million for each related to stock-based compensation.

See accompanying notes to condensed consolidated financial statements (unaudited).



Table of Contents

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (UNAUDITED)**

(Dollars in Millions)

**Huntsman International LLC Members**

|  | Members' equity |          | Accumulated<br>other comprehensive |               | Noncontrolling<br>interests in<br>subsidiaries | Total<br>equity |
|--|-----------------|----------|------------------------------------|---------------|--|-----------------|
|  | Units           | Amount   | deficit                            | (loss) income |  |                 |
| Balance, January 1, 2011                           | 2,728           | \$ 3,049 | \$ (1,667)                         | \$ (354)      | \$ 60  | \$ 1,088        |
| Net income   |                 |          | 149                                |               | 17   | 166             |
| Dividend paid to noncontrolling interest           |                 |          |                                    |               | (5)  | (5)             |
| Other comprehensive income                         |                 |          |                                    | (36)          | 1  | (35)            |
| Consolidation of a variable interest entity        |                 |          |                                    |               | 61   | 61              |
| Contributions from parent                          |                 | 17       |                                    |               |  | 17              |
| Dividend paid to parent                            |                 |          | (56)                               |               |  | (56)            |
| Excess tax benefit related to noncash compensation |                 | 10       |                                    |               |  | 10              |
| Balance, September 30, 2011                        | 2,728           | \$ 3,076 | \$ (1,574)                         | \$ (390)      | \$ 134   | \$ 1,246        |

**Huntsman International LLC Members**

|  | Members' equity |          | Accumulated<br>other comprehensive |               | Noncontrolling<br>interests in<br>subsidiaries | Total<br>equity |
|--|-----------------|----------|------------------------------------|---------------|--|-----------------|
|  | Units           | Amount   | deficit                            | (loss) income |  |                 |
| Balance, January 1, 2010                           | 2,728           | \$ 3,021 | \$ (1,847)                         | \$ (348)      | \$ 21  | \$ 847          |
| Net income   |                 |          | 149                                |               | 3  | 152             |
| Other comprehensive loss                           |                 |          |                                    | 42            |  | 42              |
| Consolidation of a variable interest entity        |                 |          |                                    |               | 35   | 35              |
| Contributions from parent                          |                 | 17       |                                    |               |  | 17              |
| Excess tax benefit related to noncash compensation |                 | 4        |                                    |               |  | 4               |
| Balance, September 30, 2010                        | 2,728           | \$ 3,042 | \$ (1,698)                         | \$ (306)      | \$ 59  | \$ 1,097        |

See accompanying notes to condensed consolidated financial statements (unaudited).

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**1. GENERAL**

**CERTAIN DEFINITIONS**

For convenience in this report, the terms "Company," "our," "us" or "we" may be used to refer to Huntsman Corporation and, unless the context otherwise requires, its subsidiaries and predecessors. In this report, "Huntsman International" refers to Huntsman International LLC (our 100% owned subsidiary) and, unless the context otherwise requires, its subsidiaries; "HPS" refers to Huntsman Polyurethanes Shanghai Ltd. (our consolidated splitting joint venture with Shanghai Chlor-Alkali Chemical Company, Ltd); and "SLIC" refers to Shanghai Liengheng Isocyanate Company (our unconsolidated manufacturing joint venture with BASF AG and three Chinese chemical companies).

In this report, we may use, without definition, the common names of competitors or other industry participants. We may also use the common names or abbreviations for certain chemicals or products.

**INTERIM FINANCIAL STATEMENTS**

Our interim condensed consolidated financial statements (unaudited) and Huntsman International's interim condensed consolidated financial statements (unaudited) were prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP" or "U.S. GAAP") and in management's opinion reflect all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of results of operations, financial position and cash flows for the periods presented. Results for interim periods are not necessarily indicative of those to be expected for the full year. These condensed consolidated financial statements (unaudited) should be read in conjunction with the audited consolidated financial statements and notes to consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2010 for our Company and Huntsman International.

**DESCRIPTION OF BUSINESS**

We are a global manufacturer of differentiated organic chemical products and of inorganic chemical products. Our products comprise a broad range of chemicals and formulations, which we market globally to a diversified group of consumer and industrial customers. Our products are used in a wide range of applications, including those in the adhesives, aerospace, automotive, construction products, durable and nondurable consumer products, electronics, medical, packaging, paints and coatings, power generation, refining, synthetic fiber, textile chemicals and dye industries. We are a leading global producer in many of our key product lines, including MDI, amines, surfactants, maleic anhydride, epoxy-based polymer formulations, textile chemicals, dyes and titanium dioxide.

We operate in five segments: Polyurethanes, Performance Products, Advanced Materials, Textile Effects and Pigments. Our Polyurethanes, Performance Products, Advanced Materials and Textile Effects segments produce differentiated organic chemical products and our Pigments segment produces inorganic chemical products.

**COMPANY**

Our Company, a Delaware corporation, was formed in 2004 to hold the Huntsman businesses. Jon M. Huntsman founded the predecessor to our Company in the early 1970s as a small packaging



Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**1. GENERAL (Continued)**

company. Since then, we have grown through a series of acquisitions and now own a global portfolio of businesses.

We operate all of our businesses through Huntsman International, our 100% owned subsidiary. Huntsman International is a Delaware limited liability company.

**HUNTSMAN CORPORATION AND HUNTSMAN INTERNATIONAL FINANCIAL STATEMENTS**

Except where otherwise indicated, these notes relate to the consolidated financial statements for both our Company and Huntsman International. The differences between our financial statements and Huntsman International's financial statements relate primarily to the following:

purchase accounting recorded at our Company for the 2003 step-acquisition of Huntsman International Holdings LLC, the former parent company of Huntsman International that was merged into Huntsman International in 2005;

the different capital structures;

expenses associated with our terminated merger with a subsidiary of Hexion (the "Terminated Merger"); and

a note payable from Huntsman International to us.

**PRINCIPLES OF CONSOLIDATION**

Our condensed consolidated financial statements (unaudited) include the accounts of our wholly-owned and majority-owned subsidiaries and any variable interest entities for which we are the primary beneficiary. All intercompany accounts and transactions have been eliminated, except for intercompany sales between continuing and discontinued operations.

**USE OF ESTIMATES**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**RECLASSIFICATIONS**

Certain amounts in the consolidated financial statements for prior periods have been reclassified to conform with the current presentation. Beginning in 2011, we reclassified bank accepted drafts in China with maturities greater than 90 days from receipt from accounts receivable to other current assets.

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**1. GENERAL (Continued)**

**RECENT DEVELOPMENTS**

**Sale of Stereolithography Resin and Digitalis® Machine Manufacturing Businesses**

On November 1, 2011 we announced that our Advanced Materials division completed the sale of its stereolithography resin and Digitalis® machine manufacturing businesses to 3D Systems Corporation for \$41 million in cash. See "Note 21. Subsequent Events."

**REDEMPTION OF SENIOR SUBORDINATED NOTES**

On November 1, 2011, Huntsman International provided notice that it will redeem in full the remaining €68 million (approximately \$93 million) of its 6.875% senior subordinated notes due 2013. See "Note 21. Subsequent Events."

**Textile Effects Restructuring Program**

On September 27, 2011, we announced plans to implement a significant restructuring of our Textile Effects business. See "Note 6. Restructuring, Impairment and Plant Closing Costs."

**Share Repurchase Program**

Effective August 5, 2011, our Board of Directors authorized our Company to repurchase up to \$100 million in shares of our common stock. See "Note 11. Huntsman Corporation Stockholders' Equity Share Repurchase Program."

**2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

**ACCOUNTING PRONOUNCEMENTS ADOPTED DURING 2011**

In October 2009, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2009-13, *Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements a consensus of the FASB Emerging Issues Task Force*. This ASU provides amendments to the criteria for separating consideration in multiple-deliverable arrangements. The amendments in this ASU replace the term "fair value" in the revenue allocation guidance with "selling price" to clarify that the allocation of revenue is based on entity-specific assumptions rather than assumptions of a marketplace participant and establish a selling price hierarchy for determining the selling price of a deliverable. The amendments in this ASU will eliminate the residual method of allocation and require that arrangement consideration be allocated at the inception of the arrangement to all deliverables using the relative selling price method, and significantly expand the required disclosures related to multiple-deliverable revenue arrangements. The amendments in this ASU were effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning after June 15, 2010. The initial adoption of this statement did not have a significant impact on our condensed consolidated financial statements (unaudited).

In December 2010, the FASB Emerging Issues Task Force ("EITF") issued ASU No. 2010-29, *Business Combinations (Topic 805) Disclosure of Supplementary Pro Forma Information for Business Combinations*, which requires public entities that present comparative financial statements to disclose

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS (Continued)**

revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred at the beginning of the comparable prior annual reporting period only. The amendments in this ASU also expand the supplemental pro forma disclosures under Topic 805 to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. The amendments in this ASU are effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2010. We complied with the disclosure requirements of this standard in connection with our April 2, 2011 acquisition of the chemical business of Laffans Petrochemicals Limited ("Laffans") and in connection with our April 1, 2011 consolidation of the Sasol-Huntsman GmbH and Co. KG ("Sasol-Huntsman") joint venture. See "Note 3. Business Combinations" and "Note 5. Variable Interest Entities."

In May 2011, the FASB issued ASU No. 2011-04, *Fair Value Measurement (Topic 820): Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*, providing a consistent definition of fair value between U.S. GAAP and International Financial Reporting Standards ("IFRSs") as well as developing common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with U.S. GAAP and IFRSs. The amendments in this ASU are to be applied prospectively and will be effective during interim and annual periods beginning after December 15, 2011. We do not expect the adoption of the amendments in this ASU to have a significant impact on our condensed consolidated financial statements (unaudited).

In June 2011, the FASB issued ASU No. 2011-05, *Comprehensive Income (Topic 220): Presentation of Comprehensive Income*, requiring entities to present net income and other comprehensive income in either a single continuous statement of comprehensive income or in two separate, but consecutive, statements of net income and other comprehensive income. The option to present components of other comprehensive income as part of the statement of equity is eliminated. The amendments do not change the option to present components of other comprehensive income either net of related tax effects or before related tax effects, with one amount shown for the aggregate income tax expense or benefit related to the total of other comprehensive income components. These amendments in this ASU should be applied retrospectively and will be effective for fiscal years, and interim periods within those years, beginning after December 15, 2011. We do not expect the adoption of these amendments in this ASU to have a significant impact on our condensed consolidated financial statements (unaudited).

In September 2011, the FASB issued ASU No. 2011-08, *Intangibles - Goodwill and Other (Topic 350): Testing Goodwill for Impairment*. The guidance in this ASU is intended to reduce complexity and costs of the annual goodwill impairment test by providing entities with the option of performing a qualitative assessment to determine whether further impairment testing is necessary. The amendments in this ASU include examples of events and circumstances that might indicate that a reporting unit's fair value is less than its carrying value. The amendments in this ASU are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, provided that the entity has not yet issued its

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****2. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS (Continued)**

financial statements for the period that includes its annual test date. We did not early adopt the provisions of this ASU for our annual impairment test on July 1 and do not expect the adoption of the amendments in this ASU to have a significant impact on our condensed consolidated financial statements (unaudited).

**3. BUSINESS COMBINATIONS****LAFFANS ACQUISITION**

On April 2, 2011, we completed the acquisition of Laffans, an amines and surfactants manufacturer located in Ankleshwar, India (the "Laffans Acquisition") at a cost of approximately \$23 million. The acquired business has been integrated into our Performance Products segment. Transaction costs charged to expense related to this acquisition were not significant. We have made residual claims against the seller for a portion of the purchase price and as a result the acquisition cost may change.

We have accounted for the Laffans Acquisition using the acquisition method. As such, we analyzed the fair value of tangible and intangible assets acquired and liabilities assumed. The preliminary allocation of acquisition cost to the assets acquired and liabilities assumed is summarized as follows (dollars in millions):

|  |       |
|--|-------|
| Acquisition cost                                       | \$ 23 |
| Fair value of assets acquired and liabilities assumed: |       |
| Accounts receivable                                    | \$ 10 |
| Inventories  | 2     |
| Other current assets                                   | 2     |
| Property, plant and equipment                          | 14    |
| Accounts payable                                       | (3)   |
| Accrued liabilities                                    | (1)   |
| Other noncurrent liabilities                           | (1)   |
| Total fair value of net assets acquired                | \$ 23 |

The acquisition cost allocation is preliminary pending final determination of the fair value of assets acquired and liabilities assumed, including final valuation of property, plant and equipment, intangible assets and the determination of related deferred taxes. For purposes of this preliminary allocation of fair value, we have assigned any excess of the acquisition cost of historical carrying values to property, plant and equipment and no amounts have been allocated to goodwill. It is possible that changes to this allocation could occur.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****3. BUSINESS COMBINATIONS (Continued)**

If this acquisition were to have occurred on January 1, 2010, the following estimated pro forma revenues and net income (loss) attributable to Huntsman Corporation and Huntsman International would have been reported (dollars in millions):

**Huntsman Corporation**

|  | Pro Forma                                      |          |   |
|--|--|----------|---|
|  | Three Months<br>Ended<br>September 30,<br>2010 | 2011     | Nine Months<br>Ended<br>September 30,<br>2010 |
| Revenues   | \$ 2,414                                       | \$ 8,603 | \$ 6,875                                      |
| Net income (loss) attributable to Huntsman Corporation | 55   | 143      | (3)   |

**Huntsman International**

|   | Pro Forma                                      |          |   |
|---|--|----------|---|
|   | Three Months<br>Ended<br>September 30,<br>2010 | 2011     | Nine Months<br>Ended<br>September 30,<br>2010 |
| Revenues  | \$ 2,414                                       | \$ 8,603 | \$ 6,875                                      |
| Net income attributable to Huntsman International | 58   | 150      | 149   |

**4. INVENTORIES**

Inventories are stated at the lower of cost or market, with cost determined using last-in first-out ("LIFO"), first-in first-out, and average costs methods for different components of inventory. Inventories consisted of the following (dollars in millions):

|                            | September 30,<br>2011 | December 31,<br>2010 |
|----------------------------|-----------------------|----------------------|
| Raw materials and supplies | \$ 424                | \$ 321               |
| Work in progress           | 99                    | 99                   |
| Finished goods             | 1,258                 | 1,043                |
| <b>Total</b>               | 1,781                 | 1,463                |
| LIFO reserves              | (94)                  | (67)                 |
| <b>Net</b>                 | \$ 1,687              | \$ 1,396             |

As of September 30, 2011 and December 31, 2010, approximately 13% and 12%, respectively, of inventories were recorded using the LIFO cost method.

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**4. INVENTORIES (Continued)**

In the normal course of operations we, at times, exchange raw materials and finished goods with other companies for the purpose of reducing transportation costs. The net nonmonetary open exchange positions are valued at cost. The amounts included in inventory under nonmonetary open exchange agreements receivable by us as of September 30, 2011 and December 31, 2010 were \$15 million and \$3 million, respectively. Other open exchanges are settled in cash and result in a net deferred profit margin. The amounts payable under these open exchange agreements as of September 30, 2011 and December 31, 2010 were \$3 million and nil, respectively.

**5. VARIABLE INTEREST ENTITIES**

We evaluate our investments and transactions to identify variable interest entities ("VIEs") for which we are the primary beneficiary. We hold a variable interest in the following four joint ventures for which we are the primary beneficiary:

Rubicon LLC manufactures products for our Polyurethanes segment. The joint venture is structured such that the total equity investment at risk is not sufficient to permit it to finance its activities without additional financial support. Under the Rubicon LLC operating agreement, we purchase a majority of the output, absorb a majority of the operating costs and provide a majority of the additional funding.

Pacific Iron Products Sdn Bhd ("Pacific Iron Products") manufactures products for our Pigments segment. In this joint venture, we supply all the raw materials through a fixed cost supply agreement, operate the manufacturing facility and market the products. Under the fixed cost supply agreement, we are exposed to the risks related to the fluctuation of raw material prices.

Arabian Amines Company manufactures ethyleneamines products for our Performance Products segment. Prior to July 1, 2010, this joint venture was accounted for under the equity method. In July 2010, Arabian Amines Company exited the development stage, which triggered its reconsideration as a VIE. As required in the Arabian Amines Company operating agreement, we purchase all of its production and sell it to our customers. Substantially all of the joint venture's activities are conducted on our behalf.

Sasol-Huntsman is our 50/50 joint venture with Sasol that owns and operates a maleic anhydride facility in Moers, Germany. This joint venture manufactures products for our Performance Products segment. Prior to April 1, 2011, we accounted for Sasol-Huntsman using the equity method. During the nine months ended September 30, 2010 we recorded a nonrecurring \$18 million credit to equity income of investment in unconsolidated affiliates to appropriately reflect our investment in the Sasol-Huntsman joint venture. In April 2011, an expansion at this facility began production, which triggered the reconsideration of this joint venture as a VIE. The joint venture uses our technology and expertise, and we bear a disproportionate amount of risk of loss due to a related-party loan to Sasol-Huntsman for which we bear the default risk. As a result, we concluded that we were the primary beneficiary and began consolidating Sasol-Huntsman beginning April 1, 2011.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****5. VARIABLE INTEREST ENTITIES (Continued)**

Creditors of these VIEs have no recourse to our general credit, except in the event that we offer guarantees of specified indebtedness. As the primary beneficiary, the joint ventures' assets, liabilities and results of operations are included in our condensed consolidated financial statements (unaudited).

The following table summarizes the carrying amount of Rubicon LLC, Pacific Iron Products and Arabian Amines Company's assets and liabilities included in our condensed consolidated balance sheet (unaudited), before intercompany eliminations (dollars in millions):

|                                    | September 30,<br>2011 | December 31,<br>2010 |
|------------------------------------|-----------------------|----------------------|
| Current assets                     | \$ 120                | \$ 90                |
| Property, plant and equipment, net | 261                   | 275                  |
| Other noncurrent assets            | 59                    | 56                   |
| Deferred income taxes              | 40                    | 40                   |
| Intangible assets                  | 6                     | 7                    |
| <br>                               |                       |                      |
| Total assets                       | \$ 486                | \$ 468               |
| <br>                               |                       |                      |
| Current liabilities                | 129                   | 111                  |
| Long-term debt                     | 186                   | 188                  |
| Deferred income taxes              | 2                     |                      |
| Other noncurrent liabilities       | 91                    | 109                  |
| <br>                               |                       |                      |
| Total liabilities                  | \$ 408                | \$ 408               |

In April 2011, Arabian Amines Company settled a dispute with its third party contractors and received an amount totaling \$11 million. Of this \$11 million settlement, \$8 million was related to damages incurred due to the delayed initial acceptance of the plant. This amount was recorded as other operating (income) expense in the condensed consolidated statements of operations and comprehensive income (loss) (unaudited) and included in the cash flows from operating activities in the condensed consolidated statements of cash flows (unaudited). The remaining \$3 million of the settlement was received for the reimbursement of capital expenditures for work left unfinished by the third party contractors. This amount was included in cash flows from investing activities in the condensed consolidated statements of cash flows (unaudited).

The following table summarizes the fair value of Sasol-Huntsman's assets and liabilities as of April 1, 2011 recorded upon initial consolidation in our condensed consolidated balance sheet

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****5. VARIABLE INTEREST ENTITIES (Continued)**

(unaudited) and the carrying amounts of such assets and liabilities as of September 30, 2011, before intercompany eliminations (dollars in millions):

|                                    | September 30,<br>2011 | April 1,<br>2011 |
|------------------------------------|-----------------------|------------------|
| Current assets                     | \$ 67                 | \$ 61            |
| Property, plant and equipment, net | 151                   | 155              |
| Intangible assets                  | 18                    | 16               |
| Goodwill                           | 16                    | 17               |
| <b>Total assets</b>                | <b>\$ 252</b>         | <b>\$ 249</b>    |
| Current liabilities                | 27                    | 23               |
| Long-term debt                     | 97                    | 93               |
| Deferred income taxes              | 8                     | 8                |
| Other noncurrent liabilities       | 5                     | 7                |
| <b>Total liabilities</b>           | <b>\$ 137</b>         | <b>\$ 131</b>    |

Goodwill of \$17 million was recognized upon consolidation of Sasol-Huntsman, of which approximately \$12 million is deductible for income tax purposes. The total amount of goodwill changed approximately \$1 million from the date of consolidation to September 30, 2011 due to a change in the foreign currency exchange rate. All other intangible assets are being amortized over an average useful life of 18 years.

Sasol-Huntsman had revenues and earnings of \$83 million and \$8 million, respectively, for the period from the date of consolidation to September 30, 2011. If this consolidation had occurred on January 1, 2010, the approximate pro forma revenues attributable to both our Company and Huntsman International would have been \$2,425 million for the three months ended September 30, 2010 and \$8,618 million and \$6,904 million for the nine months ended September 30, 2011 and 2010, respectively. There would have been no impact to the combined earnings attributable to us or Huntsman International excluding a one-time noncash gain of approximately \$12 million recognized upon consolidation included in other operating income in the condensed consolidated statements of operations and comprehensive income (loss) (unaudited). Upon consolidation we also recognized a one-time noncash income tax expense of approximately \$2 million. The fair value of the noncontrolling interest was estimated to be \$61 million at April 1, 2011. The noncontrolling interest was valued at 50% of the fair value of the net assets as of April 1, 2011, as dictated by the ownership interest percentages, adjusted for certain tax consequences only applicable to one parent.



Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****6. RESTRUCTURING, IMPAIRMENT AND PLANT CLOSING COSTS**

As of September 30, 2011 and December 31, 2010, accrued restructuring costs by type of cost and initiative consisted of the following (dollars in millions):

|  | Workforce<br>reductions(1) | Demolition<br>and<br>decommissioning | Non-cancelable<br>lease costs | Other<br>restructuring<br>costs | Total(2) |
|--|----------------------------|--------------------------------------|-------------------------------|---------------------------------|----------|
| Accrued liabilities as of January 1, 2011    | \$ 36                      | \$ 1                                 | \$ 1                          | \$ 11                           | \$ 49    |
| 2011 charges for 2006 and prior initiatives  | 1                          |                                      | 1                             |                                 | 2        |
| 2011 charges for 2009 initiatives            | 1                          |                                      |                               | 4                               | 5        |
| 2011 charges for 2010 initiatives            | 2                          | 2                                    |                               | 1                               | 5        |
| 2011 charges for 2011 initiatives            | 110                        |                                      |                               |                                 | 110      |
| Reversal of reserves no longer required      | (4)                        |                                      |                               |                                 | (4)      |
| 2011 payments for 2006 and prior initiatives | (1)                        |                                      |                               |                                 | (1)      |
| 2011 payments for 2008 initiatives           | (1)                        |                                      |                               |                                 | (1)      |
| 2011 payments for 2009 initiatives           | (5)                        |                                      |                               | (5)                             | (10)     |
| 2011 payments for 2010 initiatives           | (13)                       | (3)                                  |                               | (1)                             | (17)     |
| 2011 payments for 2011 initiatives           | (5)                        |                                      |                               |                                 | (5)      |
| Net activity of discontinued operations      |                            |                                      |                               | (2)                             | (2)      |
| Foreign currency effect on liability balance | (7)                        |                                      |                               |                                 | (7)      |
| Accrued liabilities as of September 30, 2011 | \$ 114                     | \$                                   | \$ 2                          | \$ 8                            | \$ 124   |

(1) The total workforce reduction reserves of \$114 million relate to the termination of 796 positions, of which 763 positions had not been terminated as of September 30, 2011.

(2) Accrued liabilities by initiatives were as follows (dollars in millions):

|                            | September 30, 2011 | December 31, 2010 |
|----------------------------|--------------------|-------------------|
| 2006 initiatives and prior | \$ 5               | \$ 4              |
| 2008 initiatives           |                    | 1                 |
| 2009 initiatives           | 11                 | 20                |
| 2010 initiatives           | 12                 | 24                |
| 2011 initiatives           | 96                 |                   |
| Total                      | \$ 124             | \$ 49             |

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****6. RESTRUCTURING, IMPAIRMENT AND PLANT CLOSING COSTS (Continued)**

Details with respect to our reserves for restructuring, impairment and plant closing costs are provided below by segment and initiative (dollars in millions):

|  | Polyurethanes | Performance Products | Advanced Materials | Textile Effects | Pigments | Discontinued Operations | Corporate and Other | Total  |
|--|---------------|----------------------|--------------------|-----------------|----------|-------------------------|---------------------|--------|
| Accrued liabilities as of January 1, 2011                              | \$            | \$ 1                 | \$ 2               | \$ 25           | \$ 8     | \$ 8                    | \$ 5                | \$ 49  |
| 2011 charges for 2006 and prior initiatives                            |               |                      |                    | 1               | 1        |                         |                     | 2      |
| 2011 charges for 2009 initiatives                                      |               |                      |                    |                 | 5        |                         |                     | 5      |
| 2011 charges for 2010 initiatives                                      |               |                      |                    | 3               |          |                         | 2                   | 5      |
| 2011 charges for 2011 initiatives                                      |               |                      | 28                 | 79              | 3        |                         |                     | 110    |
| Reversal of reserves no longer required                                |               |                      | (1)                | (3)             |          |                         |                     | (4)    |
| 2011 payments for 2006 and prior initiatives                           |               |                      |                    | (1)             |          |                         |                     | (1)    |
| 2011 payments for 2008 initiatives                                     |               |                      |                    |                 | (1)      |                         |                     | (1)    |
| 2011 payments for 2009 initiatives                                     |               |                      | (1)                |                 | (9)      |                         |                     | (10)   |
| 2011 payments for 2010 initiatives                                     |               |                      |                    | (12)            |          |                         | (5)                 | (17)   |
| 2011 payments for 2011 initiatives                                     |               |                      | (1)                | (3)             | (1)      |                         |                     | (5)    |
| Net activity of discontinued operations                                |               |                      |                    |                 |          | (2)                     |                     | (2)    |
| Foreign currency effect on liability balance                           |               |                      | (2)                | (5)             |          |                         |                     | (7)    |
| Accrued liabilities as of September 30, 2011                           | \$            | \$ 1                 | \$ 25              | \$ 84           | \$ 6     | \$ 6                    | \$ 2                | \$ 124 |
| Current portion of restructuring reserves                              | \$            | \$ 1                 | \$ 24              | \$ 30           | \$ 6     | \$ 6                    | \$ 2                | \$ 69  |
| Long-term portion of restructuring reserve                             |               |                      | 1                  | 54              |          |                         |                     | 55     |
| Estimated additional future charges for current restructuring projects |               |                      |                    |                 |          |                         |                     |        |
| Estimated additional charges within one year                           |               |                      | 1                  | 7               | 3        |                         |                     | 11     |
| Estimated additional charges beyond one year                           |               |                      |                    | 24              |          |                         |                     | 24     |

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****6. RESTRUCTURING, IMPAIRMENT AND PLANT CLOSING COSTS (Continued)**

Details with respect to cash and non-cash restructuring charges for the periods ended September 30, 2011 and 2010 by initiative are provided below (dollars in millions):

|  | <b>Three Months Ended<br/>September 30, 2011</b> | <b>Nine Months Ended<br/>September 30, 2011</b> |
|--|--|---|
| <b>Cash charges:</b>   |  |   |
| 2011 charges for 2006 and prior initiatives                  | \$   | \$ 2  |
| 2011 charges for 2009 initiatives                            | 2  | 5   |
| 2011 charges for 2010 initiatives                            | 2  | 5   |
| 2011 charges for 2011 initiatives                            | 99   | 110   |
| Reversal of reserves no longer required                      | (1)  | (4)   |
| <b>Non-cash charges</b>                                      | <b>53</b>  | <b>53</b>                                       |
| <br>   |  |   |
| Total 2011 Restructuring, Impairment and Plant Closing Costs | \$ 155   | \$ 171  |

|  | <b>Three Months Ended<br/>September 30, 2010</b> | <b>Nine Months Ended<br/>September 30, 2010</b> |
|--|--|---|
| <b>Cash charges:</b>   |  |   |
| 2010 charges for 2006 and prior initiatives                  | \$   | \$ 1  |
| 2010 charges for 2009 initiatives                            | 2  | 7   |
| 2010 charges for 2010 initiatives                            | 2  | 22  |
| Reversal of reserves no longer required                      |  | (6)   |
| <br>   |  |   |
| Total 2010 Restructuring, Impairment and Plant Closing Costs | \$ 4   | \$ 24   |

During the nine months ended September 30, 2011, our Advanced Materials segment recorded net charges of \$27 million primarily related to the reorganization of our global business structure. We expect to incur additional charges of \$1 million through December 31, 2012, related to the relocation of our divisional headquarters from Basel, Switzerland to The Woodlands, Texas.

On September 27, 2011, we announced plans to implement a significant restructuring of our Textile Effects business, including a potential closure of our production facilities and business support offices in Basel, Switzerland, as part of an ongoing strategic program aimed at improving the Textile Effects business' long-term global competitiveness. Those plans are currently subject to employee consultation and accordingly provisional in nature. In connection with this plan, during the third quarter of 2011, we recorded a charge of \$73 million for probable workforce reduction and \$53 million for the impairment of long-lived assets at our Basel, Switzerland manufacturing facility. For purposes of calculating the impairment charge, the fair value of the Basel, Switzerland manufacturing facility was based on the discounted cash flows of that facility. We expect to incur additional restructuring and plant closing charges of approximately \$31 million through 2013. In addition, during the nine months ended September 30, 2011, our Textile Effects segment recorded charges of \$10 million of which \$5 million related to simplification of the commercial organization and optimization of our distribution network, \$2 million related to non-workforce reductions incurred for the consolidation of our Switzerland

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****6. RESTRUCTURING, IMPAIRMENT AND PLANT CLOSING COSTS (Continued)**

manufacturing facilities, and \$2 million related to the consolidation of our North Carolina sites. We reversed charges of \$3 million for workforce reductions at our production facility in Langweid, Germany and the consolidation of manufacturing activities and processes at our site in Basel, Switzerland because these changes were no longer required.

During the nine months ended September 30, 2011, our Pigments segment recorded charges of \$9 million of which \$5 million related to the closure of our Grimsby, U.K. plant and \$3 million related to workforce reductions at our Umbogintwini, South Africa plant. We expect to incur additional charges of \$3 million through December 31, 2012, primarily related to the closure of our Grimsby, U.K. plant.

During the nine months ended September 30, 2011, we recorded charges of \$2 million in Corporate and other primarily related to workforce reductions in connection with a reorganization and regional consolidation of our transactional accounting activities.

**7. DEBT**

Outstanding debt consisted of the following (dollars in millions):

**Huntsman Corporation**

|  | September 30,<br>2011 | December 31,<br>2010 |
|--|-----------------------|----------------------|
| <b>Senior Credit Facilities:</b>           |                       |                      |
| Term loans                                 | \$ 1,694              | \$ 1,688             |
| Amounts outstanding under<br>A/R programs  | 245                   | 238                  |
| Senior notes                               | 467                   | 452                  |
| Senior Subordinated notes                  | 1,076                 | 1,279                |
| Australian credit facilities               | 27                    | 33                   |
| HPS (China) debt                           | 167                   | 188                  |
| Variable interest entities                 | 306                   | 200                  |
| Other                                      | 95                    | 68                   |
| <br>                                       |                       |                      |
| Total debt excluding debt to<br>affiliates | \$ 4,077              | \$ 4,146             |
| <br>                                       |                       |                      |
| Total current portion of debt              | \$ 230                | \$ 519               |
| Long-term portion                          | 3,847                 | 3,627                |
| <br>                                       |                       |                      |
| Total debt excluding debt to<br>affiliates | \$ 4,077              | \$ 4,146             |
| <br>                                       |                       |                      |
| Total debt excluding debt to<br>affiliates | \$ 4,077              | \$ 4,146             |
| Notes payable to<br>affiliates-noncurrent  | 4                     | 4                    |
| <br>                                       |                       |                      |
| Total debt                                 | \$ 4,081              | \$ 4,150             |



Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****7. DEBT (Continued)****Huntsman International**

|   | September 30,<br>2011 | December 31,<br>2010 |
|---|-----------------------|----------------------|
| <b>Senior Credit Facilities:</b>        |                       |                      |
| Term loans                              | \$ 1,694              | \$ 1,688             |
| Amounts outstanding under               |                       |                      |
| A/R programs                            | 245                   | 238                  |
| Senior notes                            | 467                   | 452                  |
| Subordinated notes                      | 1,076                 | 1,279                |
| Australian credit facilities            | 27                    | 33                   |
| HPS (China) debt                        | 167                   | 188                  |
| Variable interest entities              | 306                   | 200                  |
| Other                                   | 95                    | 68                   |
| <br>                                    |                       |                      |
| Total debt excluding debt to affiliates | \$ 4,077              | \$ 4,146             |
| <br>                                    |                       |                      |
| Total current portion of debt           | \$ 230                | \$ 519               |
| Long-term portion                       | 3,847                 | 3,627                |
| <br>                                    |                       |                      |
| Total debt excluding debt to affiliates | \$ 4,077              | \$ 4,146             |
| <br>                                    |                       |                      |
| Total debt excluding debt to affiliates | \$ 4,077              | \$ 4,146             |
| Notes payable to affiliates-current     | 100                   | 100                  |
| Notes payable to affiliates-noncurrent  | 544                   | 439                  |
| <br>                                    |                       |                      |
| Total debt                              | \$ 4,721              | \$ 4,685             |

**DIRECT AND SUBSIDIARY DEBT**

Huntsman Corporation's direct debt and guarantee obligations consist of the following: guarantees of certain debt of HPS (our Chinese MDI joint venture); a guarantee of certain obligations of Arabian Amines Company (our consolidated ethylenamines manufacturing joint venture in Jubail, Saudi Arabia); a guarantee of certain debt and other obligations of certain of our Australian subsidiaries; and certain indebtedness incurred from time to time to finance certain insurance premiums.

Substantially all of our other debt, including the facilities described below, has been incurred by our subsidiaries (primarily Huntsman International); such subsidiary debt is nonrecourse to us and we have no contractual obligation to fund our subsidiaries' respective operations.

**Senior Credit Facilities**

As of September 30, 2011, our senior secured credit facilities ("Senior Credit Facilities") consisted of our revolving facility ("Revolving Facility"), our term loan B facility ("Term Loan B"), our term



Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****7. DEBT (Continued)**

loan C facility ("Term Loan C") and our extended term loan B facility ("Extended Term Loan B") as follows (dollars in millions):

| Facility             | Committed Amount | Principal Outstanding | Carrying Value | Interest Rate        | Maturity |
|----------------------|------------------|-----------------------|----------------|----------------------|----------|
| Revolving Facility   | \$ 300           | \$                    | (1\$)          | USD LIBOR plus 3.00% | 2014(2)  |
| Term Loan B          | NA               | \$ 652                | \$ 652         | USD LIBOR plus 1.50% | 2014(2)  |
| Term Loan C          | NA               | \$ 427                | \$ 392         | USD LIBOR plus 2.25% | 2016(2)  |
| Extended Term Loan B | NA               | \$ 650                | \$ 650         | USD LIBOR plus 2.50% | 2017(2)  |

(1) We had no borrowings outstanding under our Revolving Facility; we had approximately \$25 million (U.S. dollar equivalents) of letters of credit and bank guarantees issued and outstanding under our Revolving Facility.

(2) The Revolving Facility matures in March 2014, but is subject to optional extensions from time to time with the consent of the lenders and subject to certain specified conditions and exceptions. Notwithstanding the stated maturity dates, the maturities of the Revolving Facility and Term Loan B will accelerate if we do not repay, or refinance, all but \$100 million of Huntsman International's outstanding debt securities on or before three months prior to the maturity dates of such debt securities. The maturity of the Extended Term Loan B will also accelerate if we do not repay, refinance or have a minimum level of liquidity available to enable us to refinance or repay our outstanding 5.50% senior notes due 2016 at least three months prior to the maturity date of such notes.

Our obligations under the Senior Credit Facilities are guaranteed by our guarantor subsidiaries, which consist of substantially all of our domestic subsidiaries and certain of our foreign subsidiaries, and are secured by a first priority lien on substantially all of our domestic property, plant and equipment, the stock of all of our material domestic subsidiaries and certain foreign subsidiaries and pledges of intercompany notes between certain of our subsidiaries.

**Amendments to Senior Credit Facilities**

On March 7, 2011, Huntsman International entered into a sixth amendment to its credit agreement. The amendment, among other things, extended \$650 million of aggregate principal of Term Loan B to a stated maturity of April 2017. As noted in the table above, after the amendment, as of September 30, 2011, we have \$652 million outstanding on Term Loan B with a maturity of April 2014 and \$650 million outstanding on Extended Term Loan B with a maturity of April 2017. The amendment increased the interest rate margin with respect to Extended Term Loan B by 1.0%.

Extended Term Loan B will amortize in an amount equal to 1.0% of the principal amount, payable annually commencing on March 31, 2012. The amendment also grants Huntsman International the right to request an extension of the remaining principal balance of Term Loan B to the stated maturity date of Extended Term Loan B.



Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****7. DEBT (Continued)****A/R Programs**

Our U.S. and European accounts receivable programs ("U.S. A/R Program," "EU A/R Program" and collectively "A/R Programs") are structured so that we grant a participating undivided interest in certain of our trade receivables to a U.S. special purpose entity ("U.S. SPE") and a European special purpose entity ("EU SPE"). We retain the servicing rights and a retained interest in the securitized receivables. Information regarding the A/R Programs as of September 30, 2011 is as follows (monetary amounts in millions):

| Facility         | Maturity   | Maximum Funding Availability(1) | Amount Outstanding            | Interest Rate(2)                      |
|------------------|------------|---------------------------------|-------------------------------|---------------------------------------|
| U.S. A/R Program | April 2014 | \$250                           | \$90                          | Applicable rate(3) plus 1.50% - 1.65% |
| EU A/R Program   | April 2014 | €225<br>(approximately \$306)   | €114<br>(approximately \$155) | Applicable rate(3) plus 2.0%          |

- (1) The amount of actual availability under the A/R Programs may be lower based on the level of eligible receivables sold, changes in the credit ratings of our customers, customer concentration levels, and certain characteristics of the accounts receivable being transferred, as defined in the applicable agreements.
- (2) Each interest rate is defined in the applicable agreements. In addition, the U.S. SPE and the EU SPE are obligated to pay unused commitment fees to the lenders based on the amount of each lender's commitment.
- (3) Applicable rate for the U.S. A/R Program is defined by the lender as either USD LIBOR or CP rate. Applicable rate for the EU A/R Program is either GBP LIBOR, USD LIBOR or EURIBOR.

As of September 30, 2011, \$710 million of accounts receivable were pledged as collateral under the A/R Programs.

**Amendments to A/R Programs**

On April 15, 2011, Huntsman International entered into an amendment to the EU A/R Program. This amendment, among other things, extended the scheduled commitment termination date of the program to April 2014, added an additional lender to the program and reduced the applicable margin on borrowings to 2.0%.

On April 18, 2011, Huntsman International entered into an amendment to the U.S. A/R Program. This amendment, among other things, extended the scheduled commitment termination date of the program to April 2014, added an additional lender to the program and reduced the applicable margin on borrowings to a range of 1.50% to 1.65%.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****7. DEBT (Continued)****Redemption of Notes and Loss on Early Extinguishment of Debt**

During the nine months ended September 30, 2011 and 2010, we redeemed or repurchased the following notes (monetary amounts in millions):

| <b>Date of Redemption</b>             | <b>Notes</b>                              | <b>Principal Amount of Notes Redeemed</b> | <b>Amount Paid (Excluding Accrued Interest)</b> | <b>Loss on Early Extinguishment of Debt</b> |
|---------------------------------------|---|---|---|---|
| Three months ended September 30, 2011 | 6.875% Senior Subordinated Notes due 2013 | €14<br>(approximately \$19)               | €14<br>(approximately \$19)                     |   |
| Three months ended September 30, 2011 | 7.5% Senior Subordinated Notes due 2015   | €12<br>(approximately \$17)               | €12<br>(approximately \$17)                     |   |
| July 25, 2011                         | 7.375% Senior Subordinated Notes due 2015 | \$75                                      | \$77  | \$ 2  |
| January 18, 2011                      | 7.375% Senior Subordinated Notes due 2015 | \$100                                     | \$102   | \$ 3  |
| September 27, 2010                    | 6.875% Senior Subordinated Notes due 2013 | €132<br>(approximately \$177)             | €137<br>(approximately \$183)                   | \$ 7  |
| March 17, 2010                        | 6.875% Senior Subordinated Notes due 2013 | €184<br>(approximately \$253)             | €189<br>(approximately \$259)                   | \$ 7  |
| March 17, 2010                        | 7.50% Senior Subordinated Notes due 2015  | €59<br>(approximately \$81)               | €59<br>(approximately \$81)                     | \$ 2  |
| January 11, 2010(1)                   | 7.00% Convertible Notes due 2018          | \$250                                     | \$382   | \$ 146                                      |

(1)

The convertible notes due 2018 were issued to Apollo in December 2008 as part of a settlement agreement with Apollo. These convertible notes, which would have matured on December 23, 2018, bore interest at the rate of 7% per year and were convertible into approximately 31.8 million shares of our common stock at any time by the holders.

For the nine months ended September 30, 2011, we and Huntsman International recorded a loss on early extinguishment of debt of \$5 million. For the nine months ended September 30, 2010, we had a loss on early extinguishment of \$169 million, which included \$7 million of loss on early extinguishment of debt on the prepayment of our term loans, and Huntsman International recorded a loss on early extinguishment of debt of \$23 million, which included the \$7 million of loss on early extinguishment of debt on the prepayment of our term loans.

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**7. DEBT (Continued)**

**Variable Interest Entity Debt**

On April 1, 2011 we began consolidating Sasol-Huntsman which was previously accounted for under the equity method. See "Note 5. Variable Interest Entities." Sasol-Huntsman has a facility agreement for a €77 million (approximately \$105 million) term loan facility and a €5 million (approximately \$7 million) revolving facility. As of September 30, 2011, Sasol-Huntsman had no borrowings under the revolving facility and had €76 million (approximately \$103 million) outstanding under the term loan facility.

The facility will be repaid over 15 semiannual installments, beginning December 2011, with final repayment scheduled for December 2018. Obligations under the facility agreement are secured by, among other things, a first priority right on the property, plant and equipment of Sasol-Huntsman.

As of September 30, 2011, Arabian Amines Company had \$203 million outstanding under its loan commitments and debt financing arrangements.

**Other Debt**

During the nine months ended September 30, 2011, HPS repaid \$2 million and RMB 118 million (approximately \$19 million) of term loans and working capital loans under its secured facilities. In addition, during the nine months ended September 30, 2011, HPS refinanced RMB 38 million (approximately \$6 million) and borrowed an additional RMB 116 million (approximately \$18 million) in working capital loans with maturity in 2014. The interest rate on these facilities is LIBOR plus 0.48% for U.S. dollar borrowings and 90% of the Peoples Bank of China rate for RMB borrowings. As of September 30, 2011, HPS had \$14 million in U.S. dollar borrowings and RMB 478 million (approximately \$75 million) term loan and working capital borrowings under these secured facilities.

As of September 30, 2011, HPS also had RMB 499 million (approximately \$78 million) outstanding under a loan facility for issuing working capital loans and for discounting commercial drafts with recourse.

As of September 30, 2011, our Australian subsidiary has A\$27 million (approximately \$27 million) outstanding under its credit facility. The credit facility is comprised of a revolving facility with A\$14 million (approximately \$14 million) outstanding and a term facility with A\$14 million (approximately \$13 million) outstanding. On September 1, 2011, our Australian subsidiary entered into an amendment with the lender to modify certain terms of the credit facility. As of September 30, 2011, our Australian subsidiary was in compliance with its financial covenants.

During the third quarter of 2011, we incurred other debt related to the financing of our insurance premiums in connection with our annual renewal in July 2011. As of September 30, 2011, the outstanding amount of financed insurance premiums was \$24 million, all of which was classified as current portion of debt on the accompanying condensed consolidated balance sheets (unaudited).

**Note Payable from Huntsman International to Huntsman Corporation**

As of September 30, 2011, we have a loan of \$640 million to our subsidiary, Huntsman International (the "Intercompany Note"). The Intercompany Note is unsecured and \$100 million of the

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**7. DEBT (Continued)**

outstanding amount is classified as current as of September 30, 2011 and December 31, 2010, respectively, on the accompanying condensed consolidated balance sheets (unaudited). As of September 30, 2011, under the terms of the Intercompany Note, Huntsman International promises to pay us interest on the unpaid principal amount at a rate per annum based on the previous monthly average borrowing rate obtained under our U.S. A/R Programs, less ten basis points (provided that the rate shall not exceed an amount that is 25 basis points less than the monthly average borrowing rate obtained for the U.S. LIBOR-based borrowings under our Revolving Facility).

**COMPLIANCE WITH COVENANTS**

We believe that we are in compliance with the covenants contained in the agreements governing our material debt instruments, including our Senior Credit Facilities, our A/R Programs and our notes.

Our Senior Credit Facilities are subject to a single financial covenant (the "Leverage Covenant") which applies only to the Revolving Facility and is tested at the Huntsman International level. The Leverage Covenant is applicable only if borrowings, letters of credit or guarantees are outstanding under the Revolving Facility (cash collateralized letters of credit or guarantees are not deemed outstanding). The Leverage Covenant is a net senior secured leverage ratio covenant which requires that Huntsman International's ratio of senior secured debt to EBITDA (as defined in the applicable agreement) is not more than 3.75 to 1.

If in the future Huntsman International failed to comply with the Leverage Covenant, then we may not have access to liquidity under our Revolving Facility. If Huntsman International failed to comply with the Leverage Covenant at a time when we had uncollateralized loans or letters of credit outstanding under the Revolving Facility, Huntsman International would be in default under the Senior Credit Facilities, and, unless Huntsman International obtained a waiver or forbearance with respect to such default (as to which we can provide no assurance), Huntsman International could be required to pay off the balance of the Senior Credit Facilities in full, and we may not have further access to such facilities.

The agreements governing our A/R Programs also contain certain receivable performance metrics. Any material failure to meet the applicable A/R Programs' metrics in the future could lead to an early termination event under the A/R Programs, which could require us to cease our use of such facilities, prohibiting us from additional borrowings against our receivables or, at the discretion of the lenders, requiring that we repay the A/R Programs in full. An early termination event under the A/R Programs would also constitute an event of default under our Senior Credit Facilities, which could require us to pay off the balance of the Senior Credit Facilities in full and could result in the loss of our Senior Credit Facilities.

**8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES**

We are exposed to market risks, such as changes in interest rates, foreign exchange rates and commodity pricing risks. From time to time, we enter into transactions, including transactions involving derivative instruments, to manage certain of these exposures.

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Continued)**

All derivatives, whether designated in hedging relationships or not, are recorded on our balance sheet at fair value. If the derivative is designated as a fair value hedge, the changes in the fair value of the derivative and the hedged items are recognized in earnings. If the derivative is designated as a cash flow hedge, changes in the fair value of the derivative are recorded in accumulated other comprehensive (loss) income, to the extent effective, and will be recognized in the income statement when the hedged item affects earnings. To the extent applicable, we perform effectiveness assessments in order to use hedge accounting at each reporting period. For a derivative that does not qualify as a hedge, changes in fair value are recognized in earnings.

We also hedge our net investment in certain European operations. Changes in the fair value of the hedge in the net investment of certain European operations are recorded in accumulated other comprehensive (loss) income.

Our cash flows and earnings are subject to fluctuations due to exchange rate variation. Our revenues and expenses are denominated in various foreign currencies. From time to time, we may enter into foreign currency derivative instruments to minimize the short-term impact of movements in foreign currency rates. Where practicable, we generally net multicurrency cash balances among our subsidiaries to help reduce exposure to foreign currency exchange rates. Certain other exposures may be managed from time to time through financial market transactions, principally through the purchase of spot or forward foreign exchange contracts (generally with maturities of one year or less). We do not hedge our foreign currency exposures in a manner that would eliminate the effect of changes in exchange rates on our cash flows and earnings. As of September 30, 2011, we had approximately \$275 million in notional amount (in U.S. dollar equivalents) outstanding in forward foreign currency contracts.

On December 9, 2009, we entered into a five-year interest rate contract to hedge the variability caused by monthly changes in cash flow due to associated changes in LIBOR under our Senior Credit Facilities. The notional value of the contract is \$50 million and was designated as a cash flow hedge. The effective portion of the changes in the fair value of the swap was recorded in other comprehensive loss. We will pay a fixed 2.6% on the hedge and receive the one-month LIBOR rate. As of September 30, 2011, the fair value of the hedge was \$3 million and was recorded in other noncurrent liabilities.

On January 19, 2010, we entered into a five-year interest rate contract to hedge the variability caused by monthly changes in cash flow due to associated changes in LIBOR under our Senior Credit Facilities. The notional value of the contract is \$50 million and was designated as a cash flow hedge. The effective portion of the changes in the fair value of the swap was recorded in other comprehensive loss. We will pay a fixed 2.8% on the hedge and receive the one-month LIBOR rate. As of September 30, 2011, the fair value of the hedge was \$3 million and was recorded in other noncurrent liabilities.

On September 1, 2011, we entered into a \$50 million forward interest rate contract that will begin in December 2014 with maturity in April 2017 and a \$50 million forward interest rate contract that will begin in January 2015 with maturity in April 2017. These two forward contracts are to hedge the variability caused by monthly changes in cash flow due to associated changes in LIBOR under our Senior Credit Facilities once our existing interest rate hedges mature. These swaps are designated as a

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Continued)**

cash flow hedges and the effective portion of the changes in the fair value of the swaps were recorded in other comprehensive income. Both interest rate contracts will pay a fixed 2.5% on the hedge and receive the one-month LIBOR rate once the contracts begin in 2014 and 2015, respectively. As of September 30, 2011, the combined fair value of these two hedges was \$1 million and was recorded in other noncurrent liabilities on the accompanying condensed consolidated balance sheets (unaudited).

Beginning in 2009, Arabian Amines Company entered into a 12 year floating to fixed interest rate contract providing to Arabian Amines Company LIBOR interest payments for a fixed payment of 5.02%. In connection with the consolidation of Arabian Amines Company as of July 1, 2010, the interest rate contract is now consolidated by Huntsman International. See "Note 5. Variable Interest Entities." The notional amount of the hedge as of September 30, 2011 was \$40 million and the interest rate contract was not designated as a cash flow hedge. As of September 30, 2011, the fair value of the hedge was \$6 million and was recorded in other noncurrent liabilities on the accompanying condensed consolidated balance sheets (unaudited). For the three and nine months ended September 30, 2011, we recorded interest expense of \$2 million each.

In 2009, Sasol-Huntsman entered into derivative transactions to hedge the variable interest rate associated with its local credit facility. These derivative rate hedges include a floating to fixed interest rate contract providing Sasol-Huntsman with EURIBOR interest payments for a fixed payment of 3.62% and a cap for future periods with a strike price of 3.62%. In connection with the consolidation of Sasol-Huntsman as of April 1, 2011, the interest rate contract is now included in our consolidated results. See "Note 5. Variable Interest Entities." The notional amount of the hedge as of September 30, 2011 was €54 million (approximately \$74 million) and the derivative transactions do not qualify for hedge accounting. As of September 30, 2011, the fair value of this hedge was €1 million (approximately \$2 million) and was recorded in other noncurrent liabilities on the accompanying condensed consolidated balance sheets (unaudited).

In conjunction with the issuance of \$350 million of 8.625% senior subordinated notes due 2020, we entered into cross-currency interest rate contracts with three counterparties. On March 17, 2010, we paid \$350 million to these counterparties and received €255 million from these counterparties and at maturity on March 15, 2015 we are required to pay €255 million and will receive \$350 million. On March 15 and September 15 of each year, we will receive U.S. dollar interest payments of approximately \$15 million (equivalent to an annual rate of 8.625%) and make interest payments of approximately €11 million (equivalent to an annual rate of approximately 8.41%). This swap is designated as a hedge of net investment for financial reporting purposes. As of September 30, 2011, the fair value of this swap was \$19 million and was recorded in noncurrent assets in our condensed consolidated balance sheets (unaudited). For the three months and nine months ended September 30, 2011, the effective portion of the changes in the fair value of \$24 million and nil, respectively, was recorded as a gain in other comprehensive income.

As of and for the three and nine months ended September 30, 2011, the changes in fair value of the realized gains (losses) recorded in the accompanying condensed consolidated statements of operations (unaudited) of our other outstanding foreign currency rate hedging contracts and derivatives were not considered significant.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****8. DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES (Continued)**

A significant portion of our intercompany debt is denominated in euros. We also finance certain of our non-U.S. subsidiaries with intercompany loans that are, in many cases, denominated in currencies other than the entities' functional currency. We manage the net foreign currency exposure created by this debt through various means, including cross-currency swaps, the designation of certain intercompany loans as permanent loans because they are not expected to be repaid in the foreseeable future ("permanent loans") and the designation of certain debt and swaps as net investment hedges.

Foreign currency transaction gains and losses on intercompany loans that are not designated as permanent loans are recorded in earnings. Foreign currency transaction gains and losses on intercompany loans that are designated as permanent loans are recorded in other comprehensive loss. From time to time, we review such designation of intercompany loans.

From time to time, we review our non-U.S. dollar denominated debt and swaps to determine the appropriate amounts designated as hedges. As of September 30, 2011, we have designated €304 million (approximately \$414 million) of euro-denominated debt and cross-currency interest rate swap as a hedge of our net investments. For the three and nine months ended September 30, 2011, the amount of gain (loss) recognized on the hedge of our net investments was \$28 million and \$(7) million and was recorded as a gain (loss) in other comprehensive income. As of September 30, 2011, we had €1,133 million (approximately \$1,543 million) in net euro assets.

**9. FAIR VALUE**

The fair values of financial instruments were as follows (dollars in millions):

|   | September 30, 2011 |                      | December 31, 2010 |                      |
|---|--------------------|----------------------|-------------------|----------------------|
|   | Carrying Amount    | Estimated Fair Value | Carrying Amount   | Estimated Fair Value |
| Non-qualified employee benefit plan investments | \$ 10              | \$ 10                | \$ 11             | \$ 11                |
| Cross-currency interest rate contracts          | 19                 | 19                   | 19                | 19                   |
| Interest rate contracts                         | (15)               | (15)                 | (9)               | (9)                  |
| Long-term debt (including current portion)      | (4,077)            | (4,095)              | (4,146)           | (4,371)              |

The carrying amounts reported in our condensed consolidated balance sheets (unaudited) of cash and cash equivalents, accounts receivable and accounts payable approximate fair value because of the immediate or short-term maturity of these financial instruments. The fair value of nonqualified employee benefit plan investments is estimated using prevailing market prices. The estimated fair values of our long-term debt are based on quoted market prices for the identical liability when traded as an asset in an active market.

The fair value estimates presented herein are based on pertinent information available to management as of September 30, 2011 and December 31, 2010. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since September 30, 2011, and current estimates of fair value may differ significantly from the amounts presented herein.

Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 9. FAIR VALUE (Continued)

The following assets and liabilities are measured at fair value on a recurring basis (dollars in millions):

| Description                               | September 30,<br>2011 | Fair Value Amounts Using   |   |  |
|---|-----------------------|--|---|--|
|   |                       | Quoted prices in<br>active<br>markets for<br>identical<br>assets (Level 1) | Significant<br>other<br>observable<br>inputs<br>(Level 2) | Significant<br>unobservable<br>inputs<br>(Level 3) |
| <b>Assets:</b>                            |                       |  |   |  |
| Available-for-sale equity securities:     |                       |  |   |  |
| Equity mutual funds                       | \$ 10                 | \$ 10  | \$  | \$   |
| Derivatives:                              |                       |  |   |  |
| Cross-currency interest rate contracts(1) | 19                    |  |   | 19   |
| <b>Total assets</b>                       | \$ 29                 | \$ 10  | \$  | \$ 19  |
| <b>Liabilities:</b>                       |                       |  |   |  |
| Derivatives:                              |                       |  |   |  |
| Interest rate contracts(2)                | \$ (15)               | \$   | \$ (15)   | \$   |

| Description                               | December 31,<br>2010 | Fair Value Amounts Using   |   |  |
|---|----------------------|--|---|--|
|   |                      | Quoted prices in<br>active<br>markets for<br>identical<br>assets (Level 1) | Significant<br>other<br>observable<br>inputs<br>(Level 2) | Significant<br>unobservable<br>inputs<br>(Level 3) |
| <b>Assets:</b>                            |                      |  |   |  |
| Available-for-sale equity securities:     |                      |  |   |  |
| Equity mutual funds                       | \$ 11                | \$ 11  | \$  | \$   |
| Derivatives:                              |                      |  |   |  |
| Cross-currency interest rate contracts(1) | 19                   |  |   | 19   |
| <b>Total assets</b>                       | \$ 30                | \$ 11  | \$  | \$ 19  |
| <b>Liabilities:</b>                       |                      |  |   |  |
| Derivatives:                              |                      |  |   |  |
| Interest rate contracts(2)                | \$ (9)               | \$   | \$ (9)  | \$   |

(1) The income approach is used to calculate the fair value of these instruments. Fair value represents the present value of estimated future cash flows, calculated using relevant interest rates, exchange rates, and yield curves at stated intervals.

(2)



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The income approach is used to calculate the fair value of these instruments. Fair value represents the present value of estimated future cash flows, calculated using relevant interest rates and yield curves at stated intervals.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****9. FAIR VALUE (Continued)**

The following table shows a reconciliation of beginning and ending balances for instruments measured at fair value on a recurring basis using significant unobservable inputs (Level 3) (dollars in millions):

| Fair Value Measurements Using Significant Unobservable Inputs (Level 3) | Three months ended<br>September 30, 2011<br>Cross-Currency<br>Interest Rate<br>Contracts | Nine months ended<br>September 30, 2011<br>Cross-Currency<br>Interest Rate<br>Contracts |
|---|--|---|
| Beginning balance   | \$ (5)   | \$ 19   |
| Total gains or losses   |  |   |
| Included in earnings  |  |   |
| Included in other comprehensive income (loss)                           | 24   |   |
| Purchases, issuances, sales and settlements                             |  |   |
| Ending balance September 30, 2011                                       | \$ 19  | \$ 19   |

The amount of total gains (losses) for the period included in earnings attributable to the change in unrealized gains (losses) relating to assets still held at September 30, 2011

\$ 24

| Fair Value Measurements Using Significant Unobservable Inputs (Level 3) | Three months ended<br>September 30, 2010<br>Cross-Currency<br>Interest Rate<br>Contract | Retained Interest<br>in Securitized<br>Receivables | Nine months ended<br>September 30, 2010<br>Cross-Currency<br>Interest Rate<br>Contract | Total  |
|---|---|--|--|--------|
| Beginning balance   | \$ 51   | \$ 262   | \$ 262   | \$ 262 |
| Total gains or losses   |   |  |  |        |
| Included in earnings  | (2)   |  | 12   | 12     |
| Included in other comprehensive income (loss)                           | (34)  |  | 3  | 3      |
| Purchases, issuances, sales and settlements(1)                          |   | (262)  |  | (262)  |
| Ending balance September 30, 2010                                       | \$ 15   | \$ 15  | \$ 15  | \$ 15  |

The amount of total gains (losses) for the period included in earnings attributable to the change in unrealized gains (losses) relating to assets still held at September 30, 2010

\$ (2) \$ 12 \$ 12

(1)

Upon adoption of ASU 2009-16, sales of our accounts receivable under our A/R Programs no longer met the criteria for derecognition. Accordingly, beginning January 1, 2010, the amounts

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****9. FAIR VALUE (Continued)**

outstanding under the A/R Programs were accounted for as secured borrowings and the retained interest in securitized receivables was no longer relevant.

Gains and losses (realized and unrealized) included in earnings for the three and nine months ended September 30, 2011 and 2010, respectively, are reported in interest expense and other comprehensive loss as follows (dollars in millions):

|  | Three months ended<br>September 30, 2011 |                                | Nine months ended<br>September 30, 2011 |                                |
|--|--|--------------------------------|---|--------------------------------|
|  | Interest<br>expense                      | Other<br>comprehensive<br>loss | Interest<br>expense                     | Other<br>comprehensive<br>loss |
| Total net gains included in earnings   | \$                                       | \$                             | \$                                      | \$                             |
| Changes in unrealized losses relating to assets still held at September 30, 2011 |  | 24                             |   |                                |

|  | Three months ended<br>September 30, 2010 |                                | Nine months ended<br>September 30, 2010 |                                |
|--|--|--------------------------------|---|--------------------------------|
|  | Interest<br>expense                      | Other<br>comprehensive<br>loss | Interest<br>expense                     | Other<br>comprehensive<br>loss |
| Total net gains included in earnings   | \$ (2)                                   | \$                             | \$ 12                                   | \$                             |
| Changes in unrealized gains (losses) relating to assets still held at September 30, 2010 | (2)                                      | (34)                           | 12                                      | 3                              |

**10. EMPLOYEE BENEFIT PLANS**

Components of the net periodic benefit costs for the three and nine months ended September 30, 2011 and 2010 were as follows (dollars in millions):

**Huntsman Corporation**

|                                    | Defined<br>Benefit Plans<br>Three Months<br>Ended |                       | Other<br>Postretirement<br>Benefit Plans<br>Three Months<br>Ended |                       |
|------------------------------------|---|-----------------------|---|-----------------------|
|                                    | September 30,<br>2011                             | September 30,<br>2010 | September 30,<br>2011   | September 30,<br>2010 |
| Service cost                       | \$ 18   | \$ 15                 | \$  | \$                    |
| Interest cost                      | 39  | 35                    | 2   | 1                     |
| Expected return on assets          | (47)  | (39)                  |   |                       |
| Amortization of prior service cost | (2)   | (1)                   | (1)   | (1)                   |
| Amortization of actuarial loss     | 9   | 6                     | 1   | 1                     |
| Net periodic benefit cost          | \$ 17   | \$ 16                 | \$ 2  | \$ 1                  |

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****10. EMPLOYEE BENEFIT PLANS (Continued)**

|                                    | Defined<br>Benefit Plans<br>Nine Months<br>Ended<br>September 30, |       | Other<br>Postretirement<br>Benefit Plans<br>Nine Months<br>Ended<br>September 30, |      |
|------------------------------------|---|-------|---|------|
|                                    | 2011  | 2010  | 2011  | 2010 |
| Service cost                       | \$ 51   | \$ 48 | \$ 2  | \$ 2 |
| Interest cost                      | 116   | 106   | 6   | 5    |
| Expected return on assets          | (141)   | (121) |   |      |
| Amortization of prior service cost | (5)   | (4)   | (2)   | (2)  |
| Amortization of actuarial loss     | 23  | 18    | 1   | 1    |
| Net periodic benefit cost          | \$ 44   | \$ 47 | \$ 7  | \$ 6 |

**Huntsman International**

|                                    | Defined<br>Benefit Plans<br>Three Months<br>Ended<br>September 30, |       | Other<br>Postretirement<br>Benefit Plans<br>Three Months<br>Ended<br>September 30, |      |
|------------------------------------|--|-------|--|------|
|                                    | 2011   | 2010  | 2011   | 2010 |
| Service cost                       | \$ 18  | \$ 15 | \$   | \$   |
| Interest cost                      | 39   | 35    | 2  | 1    |
| Expected return on assets          | (47)   | (39)  |  |      |
| Amortization of prior service cost | (2)  | (1)   | (1)  | (1)  |
| Amortization of actuarial loss     | 9  | 7     | 1  | 1    |
| Net periodic benefit cost          | \$ 17  | \$ 17 | \$ 2   | \$ 1 |

|                                    | Defined<br>Benefit Plans<br>Nine Months<br>Ended<br>September 30, |       | Other<br>Postretirement<br>Benefit Plans<br>Nine Months<br>Ended<br>September 30, |      |
|------------------------------------|---|-------|---|------|
|                                    | 2011  | 2010  | 2011  | 2010 |
| Service cost                       | \$ 51   | \$ 48 | \$ 2  | \$ 2 |
| Interest cost                      | 116   | 106   | 6   | 5    |
| Expected return on assets          | (141)   | (121) |   |      |
| Amortization of prior service cost | (5)   | (4)   | (2)   | (2)  |
| Amortization of actuarial loss     | 26  | 22    | 1   | 1    |
| Net periodic benefit cost          | \$ 47   | \$ 51 | \$ 7  | \$ 6 |



Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**10. EMPLOYEE BENEFIT PLANS (Continued)**

In connection with the plans to implement the potential restructuring of our Textile Effects and Advanced Materials businesses, we have re-measured our Swiss pension plan and have increased our long-term pension liability by \$76 million with a corresponding charge to other comprehensive income. We do not expect to record a significant gain or loss as a result of the curtailment of this plan. For more information regarding this announced restructuring plan, see "Note 6. Restructuring, Impairment and Plant Closing Costs."

During the nine months ended September 30, 2011 and 2010, we made contributions to our pension and other postretirement benefit plans of \$132 million and \$100 million, respectively. During the remainder of 2011, we expect to contribute an additional amount of \$31 million to these plans.

**11. HUNTSMAN CORPORATION STOCKHOLDERS' EQUITY**

**SHARE REPURCHASE PROGRAM**

Effective August 5, 2011, our Board of Directors authorized our Company to repurchase up to \$100 million in shares of our common stock. During the third quarter of 2011, we acquired approximately four million shares of our outstanding common stock for approximately \$50 million under the repurchase program. Repurchases under this program may be made through the open market or in privately negotiated transactions, and repurchases may be commenced or suspended from time to time without prior notice. Shares of common stock acquired through the repurchase program are held in treasury at cost.

**COMMON STOCK DIVIDENDS**

On each of September 30, June 30, and March 31, 2011, we paid cash dividends of \$24 million, or \$0.10 per share, to common stockholders of record as of September 15, June 15, and March 15, 2011, respectively. On each of September 30, June 30, and March 31, 2010, we paid cash dividends of \$24 million, or \$0.10 per share, to common stockholders of record as of September 15, June 15, 2010 and March 15, 2010, respectively.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****12. OTHER COMPREHENSIVE INCOME (LOSS)**

The components of other comprehensive income (loss) were as follows (dollars in millions):

**Huntsman Corporation**

|  | Accumulated other comprehensive income (loss) |                   | Other comprehensive income (loss)     |                    |                                      |                    |
|--|---|-------------------|---------------------------------------|--------------------|--------------------------------------|--------------------|
|  | September 30, 2011                            | December 31, 2010 | Three Months Ended September 30, 2011 | September 30, 2010 | Nine Months Ended September 30, 2011 | September 30, 2010 |
| Foreign currency translation adjustments, net of tax of \$21 and \$25 as of September 30, 2011 and December 31, 2010, respectively             | \$ 328  | \$ 298            | \$ (117)                              | \$ 143             | \$ 30                                | \$ 30              |
| Pension and other postretirement benefit adjustments, net of tax of \$88 and \$92 as of September 30, 2011 and December 31, 2010, respectively | (683)   | (613)             | (78)                                  | 2                  | (70)                                 | 12                 |
| Other comprehensive income of unconsolidated affiliates  | 10  | 7                 | 3                                     |                    | 3                                    |                    |
| Other, net   | 2   | 4                 | (3)                                   | 1                  | (2)                                  | (4)                |
| <b>Total</b>   | <b>(343)</b>                                  | <b>(304)</b>      | <b>(195)</b>                          | <b>146</b>         | <b>(39)</b>                          | <b>38</b>          |
| Amounts attributable to noncontrolling interests   | 6   | 7                 |                                       |                    | (1)                                  |                    |
|  | \$ (337)                                      | \$ (297)          | \$ (195)                              | \$ 146             | \$ (40)                              | \$ 38              |

Amounts  
attributable to  
Huntsman  
Corporation



Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 12. OTHER COMPREHENSIVE INCOME (LOSS) (Continued)

## Huntsman International

|   | Accumulated other<br>comprehensive income<br>(loss) |                      | Other comprehensive income (loss) |                       |                       |                       |
|---|---|----------------------|-----------------------------------|-----------------------|-----------------------|-----------------------|
|   | September 30,<br>2011                               | December 31,<br>2010 | Three Months Ended                |                       | Nine Months Ended     |                       |
|   | September 30,<br>2011                               | December 31,<br>2010 | September 30,<br>2011             | September 30,<br>2010 | September 30,<br>2011 | September 30,<br>2010 |
| Foreign<br>currency<br>translation<br>adjustments, net<br>of tax of \$8 and<br>\$12 as of<br>September 30,<br>2011 and<br>December 31,<br>2010,<br>respectively                   | \$ 326  | \$ 296               | \$ (118)                          | \$ 144                | \$ 30                 | \$ 30                 |
| Pension and<br>other<br>postretirement<br>benefit<br>adjustments, net<br>of tax of \$120<br>and \$124 as of<br>September 30,<br>2011 and<br>December 31,<br>2010,<br>respectively | (729)   | (663)                | (77)                              | 3                     | (66)                  | 16                    |
| Other<br>comprehensive<br>income of<br>unconsolidated<br>affiliates   | 10  | 7                    | 3                                 |                       | 3                     |                       |
| Other, net  | (3)   | (1)                  | (2)                               | 1                     | (2)                   | (4)                   |
| <b>Total</b>  | <b>(396)</b>  | <b>(361)</b>         | <b>(194)</b>                      | <b>148</b>            | <b>(35)</b>           | <b>42</b>             |
| Amounts<br>attributable to<br>noncontrolling<br>interests   | 6   | 7                    |                                   |                       | (1)                   |                       |
| Amounts<br>attributable to<br>Huntsman<br>International LLC   | \$ (390)  | \$ (354)             | \$ (194)                          | \$ 148                | \$ (36)               | \$ 42                 |

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Items of other comprehensive income (loss) of our Company and our consolidated affiliates have been recorded net of tax, with the exception of the foreign currency translation adjustments related to subsidiaries with earnings permanently reinvested. The tax effect is determined based upon the jurisdiction where the income or loss was recognized and is net of valuation allowances.

### 13. COMMITMENTS AND CONTINGENCIES

#### LEGAL MATTERS

##### Asbestos Litigation

We have been named as a "premises defendant" in a number of asbestos exposure cases, typically claims by nonemployees of exposure to asbestos while at a facility. In the past, these cases typically have involved multiple plaintiffs bringing actions against multiple defendants, and the complaints have not indicated which plaintiffs were making claims against which defendants, where or how the alleged injuries occurred or what injuries each plaintiff claimed. These facts, which would be central to any estimate of probable loss, generally have been learned only through discovery.

Where a claimant's alleged exposure occurred prior to our ownership of the relevant "premises," the prior owners generally have contractually agreed to retain liability for, and to indemnify us against, asbestos exposure claims. This indemnification is not subject to any time or dollar amount limitations.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****13. COMMITMENTS AND CONTINGENCIES (Continued)**

Upon service of a complaint in one of these cases, we tender it to the prior owner. Rarely do the complaints in these cases state the amount of damages being sought. The prior owner accepts responsibility for the conduct of the defense of the cases and payment of any amounts due to the claimants. In our seventeen-year experience with tendering these cases, we have not made any payment with respect to any tendered asbestos cases. We believe that the prior owners have the intention and ability to continue to honor their indemnity obligations, although we cannot assure you that they will continue to do so or that we will not be liable for these cases if they do not.

The following table presents for the periods indicated certain information about cases for which service has been received that we have tendered to the prior owner, all of which have been accepted.

|                                   | <b>Nine months<br/>ended<br/>September 30,</b> |             |
|-----------------------------------|--|-------------|
|                                   | <b>2011</b>                                    | <b>2010</b> |
| Unresolved at beginning of period | 1,116  | 1,138       |
| Tendered during period            | 10   | 23          |
| Resolved during period(1)         | 43   | 21          |
| Unresolved at end of period       | 1,083  | 1,140       |

(1)

Although the indemnifying party informs us when tendered cases have been resolved, it generally does not inform us of the settlement amounts relating to such cases, if any. The indemnifying party has informed us that it typically manages our defense together with the defense of other entities in such cases and resolves claims involving multiple defendants simultaneously, and that it considers the allocation of settlement amounts, if any, among defendants to be confidential and proprietary. Consequently, we are not able to provide the number of cases resolved with payment by the indemnifying party or the amount of such payments.

We have never made any payments with respect to these cases. As of September 30, 2011, we had an accrued liability of \$13 million relating to these cases and a corresponding receivable of \$13 million relating to our indemnity protection with respect to these cases. We cannot assure you that our liability will not exceed our accruals or that our liability associated with these cases would not be material to our financial condition, results of operations or liquidity; accordingly, we are not able to estimate the amount or range of loss in excess of our accruals. Additional asbestos exposure claims may be made against us in the future, and such claims could be material. However, because we are not able to estimate the amount or range of losses associated with such claims, we have made no accruals with respect to unasserted asbestos exposure claims as of September 30, 2011.

Certain cases in which we are a "premises defendant" are not subject to indemnification by prior owners or operators. The following table presents for the periods indicated certain information about

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****13. COMMITMENTS AND CONTINGENCIES (Continued)**

these cases. Cases include all cases for which service has been received by us. Certain prior cases that were filed in error against us have been dismissed.

|                                   | Nine months<br>ended<br>September 30, |      |
|-----------------------------------|---------------------------------------|------|
|                                   | 2011                                  | 2010 |
| Unresolved at beginning of period | 37                                    | 39   |
| Filed during the period           | 9                                     | 3    |
| Resolved during period            | 8                                     | 2    |
| Unresolved at end of period       | 38                                    | 40   |

We paid gross settlement costs for asbestos exposure cases that are not subject to indemnification of \$442,000 and \$200,000 during the nine months ended September 30, 2011 and 2010, respectively. As of September 30, 2011, we had an accrual of \$458,000 relating to these cases. We cannot assure you that our liability will not exceed our accruals or that our liability associated with these cases would not be material to our financial condition, results of operations or liquidity; accordingly, we are not able to estimate the amount or range of loss in excess of our accruals. Additional asbestos exposure claims may be made against us in the future, and such claims could be material. However, because we are not able to estimate the amount or range of losses associated with such claims, we have made no accruals with respect to unasserted asbestos exposure claims as of September 30, 2011.

**Antitrust Matters**

We have been named as a defendant in civil class action antitrust suits alleging that between 1999 and 2004 we conspired with Bayer, BASF, Dow and Lyondell to fix the prices of MDI, TDI, polyether polyols, and related systems ("polyether polyol products") sold in the U.S. in violation of the federal Sherman Act. These cases are consolidated as the "Polyether Polyols" cases in multidistrict litigation pending in the U.S. District Court for the District of Kansas.

In addition, we and the other Polyether Polyol defendants have been named as defendants in three civil antitrust suits brought by certain direct purchasers of polyether polyol products that opted out of the class certified in the Kansas multidistrict litigation. The relevant time frame for these cases is 1994 to 2004 and they are referred to as the "direct action cases."

The class action and the direct action cases have been consolidated in the Kansas court for the purposes of discovery and other pretrial matters. Discovery in the direct action cases is ongoing and we do not anticipate a trial of the direct action cases until 2013.

On May 26, 2011, we entered into a settlement agreement with the class plaintiffs. Although we vigorously deny any wrongdoing alleged in the litigation, we determined to enter into the settlement to avoid the substantial burdens and uncertainties inherent in complex business litigation.

Under the settlement agreement, we paid \$11 million into an escrow fund for the benefit of the class on June 27, 2011 after the court preliminarily approved the settlement. We will pay an additional \$11 million in 2012 and a third \$11 million payment in 2013. In exchange for these payments, we have

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**13. COMMITMENTS AND CONTINGENCIES (Continued)**

received from the class a release and discharge of all claims against us, as described in the settlement agreement. Following a fairness hearing held September 27, 2011, the settlement was approved by the court and we were dismissed from the class lawsuit.

We fully accrued for the class settlement in prior quarters. The settlement does not resolve the direct action cases nor the other pending antitrust litigation described below.

Two similar civil antitrust class action cases were filed May 5 and 17, 2006 in the Superior Court of Justice, Ontario Canada and Superior Court, Province of Quebec, District of Quebec, on behalf of purported classes of Canadian direct and indirect purchasers of MDI, TDI and polyether polyols. The class certification hearing is scheduled for April 2, 2012.

A purported class action case filed February 15, 2002 by purchasers in California of products containing rubber and urethane chemicals and pending in Superior Court of California, County of San Francisco is stayed pending resolution of the Kansas multidistrict litigation. The plaintiffs in this matter make similar claims against the defendants as the class plaintiffs in the Kansas multidistrict litigation.

We have been named as a defendant in two purported class action civil antitrust suits alleging that we and our co-defendants and other co-conspirators conspired to fix prices of titanium dioxide sold in the U.S. between at least March 1, 2002 and the present. The cases were filed on February 9 and 12, 2010 in the U.S. District Court for the District of Maryland and a consolidated complaint was filed on April 12, 2010. The other defendants named in this matter are E.I. du Pont de Nemours and Company, Kronos Worldwide Inc., Millennium Inorganic Chemicals, Inc. and the National Titanium Dioxide Company Limited (d/b/a Cristal). A class certification hearing is scheduled for August 16, 2012 and trial is set to begin September 9, 2013. Discovery is ongoing.

In all of the antitrust litigation currently pending against us, the plaintiffs generally are seeking injunctive relief, treble damages, costs of suit and attorneys fees. We are not aware of any illegal conduct by us or any of our employees. Nevertheless, we have incurred costs relating to these claims and could incur additional costs in amounts material to us.

**Port Arthur Plant Fire Insurance Litigation Settlement**

On April 29, 2006, our former Port Arthur, Texas olefins manufacturing plant (which we sold to Flint Hills Resources in November 2007) experienced a major fire. The plant was covered by property damage and business interruption insurance through International Risk Insurance Company ("IRIC"), our captive insurer, and certain reinsurers (the "Reinsurers"). The property damage and business interruption insurance was subject to a combined deductible of \$60 million. We, together with IRIC, asserted claims to the Reinsurers related to losses occurring as a result of this fire. On August 31, 2007, the Reinsurers brought an action against us in the U.S. District Court for the Southern District of Texas. The action sought to compel us to arbitrate with the Reinsurers to resolve disputes related to our claims or, in the alternative, to declare judgment in favor of the Reinsurers. Pursuant to a December 29, 2008 agreement, we participated with the Reinsurers in binding arbitration. We paid our deductible on the claim of \$60 million and were paid \$365 million by the Reinsurers prior to the commencement of binding arbitration. On May 14, 2010, we entered into a settlement agreement with the Reinsurers, including those Reinsurers that did not participate in the arbitration proceedings that

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**13. COMMITMENTS AND CONTINGENCIES (Continued)**

resolved the remainder of our insurance claim for a total amount of \$110 million. The Reinsurers completed the payment of this amount on June 15, 2010.

As a result of this settlement, we recognized a gain of \$110 million in discontinued operations during the second quarter of 2010, the proceeds of which were used to repay secured debt in accordance with relevant provisions of the agreements governing our senior secured credit facilities. Of the \$110 million payment, \$34 million was reflected within the statement of cash flows as cash flows from investing activities and the remaining \$76 million was reflected as cash flows from operating activities.

**Other Proceedings**

We are a party to various other proceedings instituted by private plaintiffs, governmental authorities and others arising under provisions of applicable laws, including various environmental, products liability and other laws. Except as otherwise disclosed in this report, we do not believe that the outcome of any of these matters will have a material adverse effect on our financial condition, results of operations or liquidity.

**14. ENVIRONMENTAL, HEALTH AND SAFETY MATTERS**

**GENERAL**

We are subject to extensive federal, state, local and international laws, regulations, rules and ordinances relating to safety, pollution, protection of the environment and the generation, storage, handling, transportation, treatment, disposal and remediation of hazardous substances and waste materials. In the ordinary course of business, we are subject to frequent environmental inspections and monitoring and occasional investigations by governmental enforcement authorities. In addition, our production facilities require operating permits that are subject to renewal, modification and, in certain circumstances, revocation. Actual or alleged violations of safety laws, environmental laws or permit requirements could result in restrictions or prohibitions on plant operations, substantial civil or criminal sanctions, as well as, under some environmental laws, the assessment of strict liability and/or joint and several liability. Moreover, changes in environmental regulations could inhibit or interrupt our operations, or require us to modify our facilities or operations. Accordingly, environmental or regulatory matters may cause us to incur significant unanticipated losses, costs or liabilities.

**ENVIRONMENTAL, HEALTH AND SAFETY SYSTEMS**

We are committed to achieving and maintaining compliance with all applicable environmental, health and safety ("EHS") legal requirements, and we have developed policies and management systems that are intended to identify the multitude of EHS legal requirements applicable to our operations, enhance compliance with applicable legal requirements, ensure the safety of our employees, contractors, community neighbors and customers and minimize the production and emission of wastes and other pollutants. Although EHS legal requirements are constantly changing and are frequently difficult to comply with, these EHS management systems are designed to assist us in our compliance goals while also fostering efficiency and improvement and minimizing overall risk to us.

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. ENVIRONMENTAL, HEALTH AND SAFETY MATTERS (Continued)**

**EHS CAPITAL EXPENDITURES**

We may incur future costs for capital improvements and general compliance under EHS laws, including costs to acquire, maintain and repair pollution control equipment. For the nine months ended September 30, 2011 and 2010 our capital expenditures for EHS matters totaled \$55 million and \$47 million, respectively. Because capital expenditures for these matters are subject to evolving regulatory requirements and depend, in part, on the timing, promulgation and enforcement of specific requirements, our capital expenditures for EHS matters have varied significantly from year to year and we cannot provide assurance that our recent expenditures will be indicative of future amounts required under EHS laws.

**REMEDIATION LIABILITIES**

We have incurred, and we may in the future incur, liability to investigate and clean up waste or contamination at our current or former facilities or facilities operated by third parties at which we may have disposed of waste or other materials. Similarly, we may incur costs for the cleanup of waste that was disposed of prior to the purchase of our businesses. Under some circumstances, the scope of our liability may extend to damages to natural resources.

Under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA") and similar state laws, a current or former owner or operator of real property may be liable for remediation costs regardless of whether the release or disposal of hazardous substances was in compliance with law at the time it occurred, and a current owner or operator may be liable regardless of whether it owned or operated the facility at the time of the release. Outside the U.S., analogous contaminated property laws, such as those in effect in France and Australia, can hold past owners and/or operators liable for remediation at former facilities. We have been notified by third parties of claims against us for cleanup liabilities at approximately 10 former facilities or third party sites, including, but not limited to, sites listed under CERCLA. Based on current information and past experiences at other CERCLA sites, we do not expect any of these third party claims to result in material liability to us.

One of these sites, the North Maybe Canyon Mine CERCLA site, includes an abandoned phosphorous mine near Soda Springs, Idaho believed to have been operated by one of our predecessor companies (El Paso Products Company). In 2004, the U.S. Forest Service notified us that we are a CERCLA Potentially Responsible Party (a "PRP") for the mine site involving selenium contaminated surface water. Under a 2004 administrative order, the current mine lessee, Nu-West Industries, Inc., began undertaking the investigation required for a CERCLA removal process. In 2008, the site was transitioned to the CERCLA remedial action process, which requires a Remedial Investigation/Feasibility Study (an "RI/FS"). In 2009, the Forest Service notified the three PRPs (our Company, Nu-West and Wells Cargo) that it would undertake the RI/FS itself. On February 19, 2010, in conjunction with Wells Cargo, we agreed to jointly comply with a unilateral administrative order (a "UAO") to conduct an RI/FS of the entire West Ridge of the site, although we are alleged to have had only a limited historical presence in the investigation area. In March 2010, following the initiation of litigation by Nu-West, the Forest Service assumed Nu-West's original investigation obligations. On June 15, 2010, we received the UAO which had been executed by the Forest Service and we are

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. ENVIRONMENTAL, HEALTH AND SAFETY MATTERS (Continued)**

presently carrying out the requirements of the order. We continue to coordinate with our insurers regarding policy coverage in this matter. At this time, we do not believe the costs to remediate this site will be material to our financial condition, results of operations, or cash flows.

In addition, under the Resource Conservation and Recovery Act ("RCRA") and similar state laws, we may be required to remediate contamination originating from our properties as a condition to our hazardous waste permit. Some of our manufacturing sites have an extended history of industrial chemical manufacturing and use, including on-site waste disposal. We are aware of soil, groundwater or surface contamination from past operations at some of our sites, and we may find contamination at other sites in the future. For example, our Port Neches, Texas, and Geismar, Louisiana, facilities are the subject of ongoing remediation requirements under RCRA authority. Similar laws exist in a number of locations in which we currently operate, or previously operated, manufacturing facilities, such as Australia, Switzerland and Italy.

In June of 2006, an agreement was reached between the local regulatory authorities and our Advanced Materials site in Pamplona, Spain to relocate our manufacturing operations in order to facilitate new urban development desired by the city. Subsequently, as required by the authorities, soil and groundwater sampling was performed and followed by a quantitative risk assessment. In October 2010, the local authorities approved our proposed two-phase remedial approach. The first phase was installed in 2011 and involves groundwater extraction and treatment in one limited area of the site. The second phase, not yet defined, would proceed during site redevelopment. As the second phase remediation has not yet been defined, we are unable to assess the potential liability.

By letter dated March 7, 2006, our Base Chemicals and Polymers facility in West Footscray, Australia, was issued a clean-up notice by the Environment Protection Authority, Victoria, Australia (the "EPA Victoria") due to concerns about soil and groundwater contamination emanating from the site. The agency revoked the original clean-up notice on September 4, 2007 and issued a revised clean-up notice due to "the complexity of contamination issues" at the site. In the third quarter of 2009, we recorded a \$30 million liability related to estimated environmental remediation costs at this site. On August 23, 2010, EPA Victoria revoked the second clean-up notice and issued a revised notice that included a requirement for financial assurance for the remediation. We have reached agreement with the agency that a mortgage on the land will be held by the agency as financial surety during the period covered by the current clean-up notice, which ends on July 30, 2014. We can provide no assurance that the agency will not seek to institute additional requirements for the site or that additional costs will not be associated with the clean up. This facility has been closed and demolished.

By letter dated March 15, 2010, the U.S. Department of Justice (the "DOJ") notified us that the U.S. Environmental Protection Agency (the "EPA") has requested that the DOJ bring an action in federal court against us and other PRPs for recovery of costs incurred by the U.S. in connection with releases of hazardous substances from the State Marine Superfund Site in Port Arthur, Texas. As of August 31, 2007, the EPA had incurred and paid approximately \$2.8 million in unreimbursed response costs related to the site. Prior to filing the complaint, the DOJ requested that PRPs sign and return a standard tolling agreement (from March 31, 2010 through September 30, 2010) and participate in settlement discussions. We originally responded to an information request regarding this site on March 7, 2005 and identified historical transactions associated with a predecessor of a company we



Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. ENVIRONMENTAL, HEALTH AND SAFETY MATTERS (Continued)**

acquired. The prior owners have contractually agreed to indemnify us in this matter. While the DOJ is aware of the indemnity, we may be required to participate in future settlement discussions; therefore, on March 29, 2010, we submitted the signed tolling agreement and offer to negotiate to the DOJ. The tolling agreement has since been extended three times, most recently through January 31, 2012.

In many cases, our potential liability arising from historical contamination is based on operations and other events occurring prior to our ownership of a business or specific facility. In these situations, we frequently obtained an indemnity agreement from the prior owner addressing remediation liabilities arising from pre-closing conditions. We have successfully exercised our rights under these contractual covenants for a number of sites and, where applicable, mitigated our ultimate remediation liability. We cannot assure you, however, that the liabilities for all such matters subject to indemnity, will be honored by the prior owner or that our existing indemnities will be sufficient to cover our liabilities for such matters.

Based on available information and the indemnification rights we believe are likely to be available, we believe that the costs to investigate and remediate known contamination will not have a material adverse effect on our financial condition, results of operations or cash flows. However, if such indemnities are not honored or do not fully cover the costs of investigation and remediation or we are required to contribute to such costs, then such expenditures may have a material adverse effect on our financial condition, results of operations or cash flows. At the current time, we are unable to estimate the total cost, exclusive of indemnification benefits, to remediate any of the known contamination sites.

**ENVIRONMENTAL RESERVES**

We have accrued liabilities relating to anticipated environmental cleanup obligations, site reclamation and closure costs and known penalties. Liabilities are recorded when potential liabilities are either known or considered probable and can be reasonably estimated. Our liability estimates are calculated using present value techniques and are based upon requirements placed upon us by regulators, available facts, existing technology and past experience. The environmental liabilities do not include amounts recorded as asset retirement obligations. We had accrued \$38 million and \$48 million for environmental liabilities as of September 30, 2011 and December 31, 2010, respectively. Of these amounts, \$3 million and \$13 million were classified as accrued liabilities in our consolidated balance sheets as of September 30, 2011 and December 31, 2010, respectively, and \$35 million was classified as other noncurrent liabilities in our consolidated balance sheets for both September 30, 2011 and December 31, 2010. In certain cases, our remediation liabilities may be payable over periods of up to 30 years. We may incur losses for environmental remediation in excess of the amounts accrued; however, we are not able to estimate the amount or range of such potential excess.

**REGULATORY DEVELOPMENTS**

On June 1, 2007, the European Union's (EU) regulatory framework for chemicals called Registration, Evaluation and Authorization of Chemicals ("REACH") took effect, designed to be phased in over 11 years. As a REACH-regulated company that manufactures in or imports more than one metric ton per year of a chemical substance into the European Economic Area ("EEA"), we were required to pre-register with the European Chemicals Agency, ECHA, such chemical substances and

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. ENVIRONMENTAL, HEALTH AND SAFETY MATTERS (Continued)**

isolated intermediates to take advantage of the 11 year phase-in period. To meet our compliance obligations, a cross-business REACH team was established, through which we were able to fulfill all required pre-registrations and our first phase registrations by the November 30, 2010 deadline. While we continue our registration efforts to meet the next registration deadline of June 2013, our REACH implementation team is now strategically focused on the authorization phase of the REACH process, directing its efforts to address "Substances of Very High Concern" and evaluating potential business implications. Where warranted, evaluation of substitute chemicals will be an important element of our ongoing manufacturing sustainability efforts. As a chemical manufacturer with global operations, we are also actively monitoring and addressing analogous regulatory regimes being considered or implemented outside of the EU.

Although the total long-term cost for REACH compliance is unknown at this time, we spent approximately \$9 million, \$3 million and \$2 million in 2010, 2009 and 2008, respectively, to meet the initial REACH requirements. We cannot provide assurance that these recent expenditures are indicative of future amounts that we may be required to spend for REACH compliance.

**GREENHOUSE GAS REGULATION**

Although the existence of binding emissions limitations under international treaties such as the Kyoto Protocol is in doubt after 2012, we expect some or all of our operations to be subject to regulatory requirements to reduce emissions of greenhouse gases ("GHG"). Even in the absence of a new global agreement to limit GHGs, we may be subject to additional regulation under the European Union Emissions Trading System as well as new national and regional GHG trading programs. For example, our operations in Australia and selected U.S. states may be subject to future GHG regulations under emissions trading systems in those jurisdictions.

Because the United States has not adopted federal climate change legislation, domestic GHG efforts are likely to be guided by EPA regulations in the near future. While EPA's GHG programs are currently subject to judicial challenge, our domestic operations may become subject to EPA's regulatory requirements when implemented. In particular, expansions of our existing facilities or construction of new facilities may be subject to the Clean Air Act's Prevention of Significant Deterioration Requirements under EPA's GHG "Tailoring Rule." In addition, certain aspects of our operations may be subject to GHG emissions monitoring and reporting requirements. If we are subject to EPA GHG regulations, we may face increased monitoring, reporting, and compliance costs.

We are already managing and reporting GHG emissions, to varying degrees, as required by law for our sites in locations subject to Kyoto Protocol obligations and/or EU emissions trading scheme requirements. Although these sites are subject to existing GHG legislation, few have experienced or anticipate significant cost increases as a result of these programs, although it is possible that GHG emission restrictions may increase over time. Potential consequences of such restrictions include capital requirements to modify assets to meet GHG emission restrictions and/or increases in energy costs above the level of general inflation, as well as direct compliance costs. Currently, however, it is not possible to estimate the likely financial impact of potential future regulation on any of our sites.

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. ENVIRONMENTAL, HEALTH AND SAFETY MATTERS (Continued)**

Finally, it should be noted that some scientists have concluded that increasing concentrations of GHG in the Earth's atmosphere may produce climate changes that have significant physical effects, such as increased frequency and severity of storms, droughts, and floods and other climatic events. If any of those effects were to occur, they could have an adverse effect on our assets and operations.

**CHEMICAL FACILITY ANTI-TERRORISM RULEMAKING**

In 2007, the U.S. Department of Homeland Security ("DHS") issued the final "Chemical Facility Anti-Terrorism Standard." To comply, chemical manufacturing facilities using specified chemicals in threshold quantities were required to submit a "Top Screen" questionnaire to the DHS in 2008. Consequently, we submitted Top Screens for all of our covered facilities and later the DHS designated four of our facilities as "High Risk" sites. In late 2008, these four sites performed and submitted DHS-required security vulnerability assessments. DHS subsequently deemed one of these sites to be on a high security risk tier, and the other three to be on a lower security risk tier. The three lower-tiered sites submitted Site Security Plans ("SSPs") to the DHS, but costs for the security improvements recommended from the SSPs are not anticipated to be material. The higher-tiered site also submitted an SSP to the DHS, and DHS-required security upgrades were estimated to cost \$8 million to \$10 million to be spent during 2011 and 2012. During the nine months ended September 30, 2011, we spent approximately \$2 million on these security upgrades. However, in June 2011, the DHS unexpectedly lowered the high-tiered site's risk ranking one level. Consequently, security upgrades are not expected to be as costly as originally projected for the higher-level ranking. Additional security upgrades will be required, but the extent and cost of these upgrades cannot be determined until the facility meets with the DHS to review the ranking change.

**MTBE DEVELOPMENTS**

We produce MTBE, an oxygenate that is blended with gasoline to reduce vehicle air emissions and to enhance the octane rating of gasoline. Litigation or legislative initiatives restricting the use of MTBE in gasoline may subject us or our products to environmental liability or materially adversely affect our sales and costs. Because MTBE has contaminated some water supplies, its use has become controversial in the U.S. and elsewhere, and its use has been effectively eliminated in the U.S. market. We currently market MTBE, either directly or through third parties, to gasoline additive customers located outside the U.S., although there are additional costs associated with such outside-U.S. sales which may result in decreased profitability compared to historical sales in the U.S. We may also elect to use all or a portion of our precursor TBA to produce saleable products other than MTBE. If we opt to produce products other than MTBE, necessary modifications to our facilities will require significant capital expenditures and the sale of such other products may produce a lower level of cash flow than that historically produced from the sale of MTBE.

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**14. ENVIRONMENTAL, HEALTH AND SAFETY MATTERS (Continued)**

Numerous companies, including refiners, manufacturers and sellers of gasoline, as well as manufacturers of MTBE, have been named as defendants in numerous cases in U.S. courts that allege MTBE contamination in groundwater. The plaintiffs in the MTBE groundwater contamination cases generally seek compensatory damages, punitive damages, injunctive relief, such as monitoring and abatement, and attorney fees. Between 2007 and 2009, we were named as a defendant in 18 of these lawsuits in New York state and federal courts, which we settled in an amount immaterial to us.

It is possible that we could be named as a defendant in existing or future MTBE contamination cases. We cannot provide assurances that adverse results against us in existing or future MTBE contamination cases will not have a material adverse effect on our business, results of operations and financial position.

**INDIA INVESTIGATION**

During the third quarter of 2010, we completed an internal investigation of the operations of Petro Araldite Pvt. Ltd. ("PAPL"), our majority owned joint venture in India. PAPL manufactures base liquid resins, base solid resins and formulated products in India. The investigation initially focused on allegations of illegal disposal of hazardous waste and waste water discharge and related reporting irregularities. Based upon preliminary findings, the investigation was expanded to include a review of the production and off-book sales of certain products and waste products. The investigation included the legality under Indian law and U.S. law, including the U.S. Foreign Corrupt Practices Act, of certain payments made by employees of the joint venture to government officials in India. Records at the facility covering nine months in 2009 and early 2010 show that less than \$11,000 in payments were made to officials for that period; in addition, payments in unknown amounts may have been made by individuals from the facility in previous years.

In May and July 2010, PAPL fully disclosed the environmental noncompliance issues to the local Indian environmental agency, the Tamil Nadu Pollution Control Board ("TNPCB"). All environmental compliance and reporting issues have been addressed to the agency's satisfaction other than the use of freshwater for the dilution of wastewater effluent discharges and the remediation of several off-site solid waste disposal areas. Also in May 2010, we voluntarily contacted the U.S. Securities and Exchange Commission (the "SEC") and the DOJ to advise them of our investigation and that we intend to cooperate fully with each of them. We met with the SEC and the DOJ in October 2010 to discuss this matter and we continue to cooperate with these agencies. Steps have been taken to halt all known illegal or improper activity. These steps included the termination of employment of management employees as appropriate. TNPCB directed us to submit a plan for the remediation of the off-site waste disposal areas and the plan was approved. The impacted off-site soil has been excavated and relocated to the site. Final disposal methods for the removed waste await approval from TNPCB.

No conclusions can be drawn at this time as to whether any government agencies will open formal investigations of these matters or what remedies such agencies may seek. Governmental agencies could assess material civil and criminal penalties and fines against PAPL and potentially against us and could issue orders that adversely affect the operations of PAPL. We cannot, however, determine at this time the magnitude of the penalties and fines that could be assessed, the total costs to remediate the prior noncompliance or the effects of implementing any necessary corrective measures on PAPL's operations.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****15. STOCK-BASED COMPENSATION PLANS**

Under the Huntsman Corporation Stock Incentive Plan, as amended and restated (the "Stock Incentive Plan"), a plan approved by stockholders, we may grant nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock, phantom stock, performance awards and other stock-based awards to our employees, directors and consultants and to employees and consultants of our subsidiaries, provided that incentive stock options may be granted solely to employees. The terms of the grants are fixed at the grant date. As of September 30, 2011, we were authorized to grant up to 32.6 million shares under the Stock Incentive Plan. As of September 30, 2011, we had 10.5 million shares remaining under the Stock Incentive Plan available for grant. Option awards have a maximum contractual term of 10 years and generally must have an exercise price at least equal to the market price of our common stock on the date the option award is granted. Stock-based awards generally vest over a three-year period.

The compensation cost from continuing operations under the Stock Incentive Plan for our Company and Huntsman International were as follows (dollars in millions):

|                        | <b>Three months<br/>ended<br/>September 30,</b> |             | <b>Nine months<br/>ended<br/>September 30,</b> |             |
|------------------------|---|-------------|--|-------------|
|                        | <b>2011</b>                                     | <b>2010</b> | <b>2011</b>                                    | <b>2010</b> |
|                        | Huntsman Corporation                            | \$ 3        | \$ 8   | \$ 19       |
| Huntsman International | \$ 2  | \$ 6        | \$ 17  | \$ 17       |

The total income tax benefit recognized in the statements of operations for us and Huntsman International for stock-based compensation arrangements was \$5 million each for both of the nine months ended September 30, 2011 and 2010, respectively.

**STOCK OPTIONS**

The fair value of each stock option award is estimated on the date of grant using the Black-Scholes valuation model that uses the assumptions noted in the following table. Expected volatilities are based on the historical volatility of our common stock through the grant date. The expected term of options granted was estimated based on the contractual term of the instruments and employees' expected exercise and post-vesting employment termination behavior. The risk-free rate for periods within the contractual life of the option was based on the U.S. Treasury yield curve in effect at the time

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****15. STOCK-BASED COMPENSATION PLANS (Continued)**

of grant. The assumptions noted below represent the weighted average of the assumptions utilized for stock options granted during the periods.

|  | Three months ended<br>September 30, |      | Nine months ended<br>September 30, |           |
|--|-------------------------------------|------|------------------------------------|-----------|
|  | 2011                                | 2010 | 2011                               | 2010      |
| Dividend yield   | 3.6%                                | NA   | 2.3%                               | 3.0%      |
| Expected volatility                                      | 65.0%                               | NA   | 65.6%                              | 69.0%     |
| Risk-free interest rate                                  | 1.8%                                | NA   | 2.8%                               | 3.1%      |
| Expected life of stock options granted during the period | 6.6 years                           | NA   | 6.6 years                          | 6.6 years |

During the three months ended September 30, 2010, no stock options were granted.

A summary of stock option activity under the Stock Incentive Plan as of September 30, 2011 and changes during the nine months then ended is presented below:

| Option Awards                     | Shares<br>(in thousands) | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term<br>(years) | Aggregate<br>Intrinsic<br>Value<br>(in millions) |
|-----------------------------------|--------------------------|--|--|--|
| Outstanding at January 1, 2011    | 10,997                   | \$ 12.28                                 |  |  |
| Granted                           | 953                      | 17.51                                    |  |  |
| Exercised                         | (1,247)                  | 2.82                                     |  |  |
| Forfeited                         | (233)                    | 11.80                                    |  |  |
| Outstanding at September 30, 2011 | 10,470                   | 13.90                                    | 6.2  | \$ 26  |
| Exercisable at September 30, 2011 | 7,205                    | 16.39                                    | 5.3  | 13   |

The weighted-average grant-date fair value of stock options granted during the nine months ended September 30, 2011 was \$9.17 per option. As of September 30, 2011, there was \$9 million of total unrecognized compensation cost related to nonvested stock option arrangements granted under the Stock Incentive Plan. That cost is expected to be recognized over a weighted-average period of approximately 0.9 years.

The total intrinsic value of stock options exercised during the nine months ended September 30, 2011 and 2010 was \$19 million and \$9 million, respectively.

**NONVESTED SHARES**

Nonvested shares granted under the Stock Incentive Plan consist of restricted stock, which is accounted for as an equity award, and phantom stock, which is accounted for as a liability award

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****15. STOCK-BASED COMPENSATION PLANS (Continued)**

because it can be settled in either stock or cash. A summary of the status of our nonvested shares as of September 30, 2011 and changes during the three months then ended is presented below:

|                                 | Equity Awards  |   | Liability Awards |   |
|---------------------------------|----------------|---|------------------|---|
|                                 | Shares         | Weighted<br>Average<br>Grant-Date<br>Fair Value | Shares           | Weighted<br>Average<br>Grant-Date<br>Fair Value |
|                                 | (in thousands) |   | (in thousands)   |   |
| Nonvested at January 1, 2011    | 3,126          | \$ 6.95   | 1,642            | \$ 6.05   |
| Granted                         | 675            | 17.55   | 311              | 17.59   |
| Vested                          | (1,494)(1)     | 7.19  | (729)            | 5.55  |
| Forfeited                       | (8)            | 4.57  | (104)            | 8.06  |
| Nonvested at September 30, 2011 | 2,299          | 9.92  | 1,120            | 9.39  |

(1)

As of September 30, 2011, a total of 444,177 restricted stock units were vested, of which 115,045 vested during the nine months ended September 30, 2011. Only 176,327 of these shares have been reflected as vested shares in this table because, in accordance with the restricted stock unit agreements, shares of common stock are not issued for vested restricted stock units until termination of employment.

As of September 30, 2011, there was \$20 million of total unrecognized compensation cost related to nonvested share compensation arrangements granted under the Stock Incentive Plan. That cost is expected to be recognized over a weighted-average period of approximately 1.2 years. The value of share awards that vested during the nine months ended September 30, 2011 and 2010 was \$23 million and \$18 million, respectively.

**16. INCOME TAXES**

We use the asset and liability method of accounting for income taxes. Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial and tax reporting purposes. We evaluate deferred tax assets to determine whether it is more likely than not that they will be realized. Valuation allowances are reviewed on a tax jurisdiction basis to analyze whether there is sufficient positive or negative evidence to support a change in judgment about the realizability of the related deferred tax assets for each jurisdiction. During the nine months ended September 30, 2011, we released valuation allowances of \$8 million on certain net deferred tax assets in Luxembourg. During the nine months ended September 30, 2010, we released a valuation allowance of \$14 million on certain net deferred tax assets in Australia.

During the nine months ended September 30, 2011, we recorded no net change in unrecognized tax benefits and during the nine months ended September 30, 2010 we recorded a net decrease in unrecognized tax benefits with a corresponding income tax benefit of \$6 million, resulting from the settlement of tax audits, the effective settlement of certain tax positions and the expiration of statutes of limitations, net of current year additions.





Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****16. INCOME TAXES (Continued)**

During the nine months ended September 30, 2011, we recorded approximately \$2 million of tax benefit on the approximately \$160 million of restructuring, impairment and plant closing costs attributable to the significant restructuring of our Textile Effects and Advanced Materials business segments. The majority of these restructuring expenses relate to operations in Switzerland where we have a full valuation allowance on our net deferred tax assets.

**HUNTSMAN CORPORATION**

In addition to the tax benefits resulting from the valuation allowance release and restructuring costs and the tax effects resulting from the unrecognized tax benefit items discussed above, during the nine months ended September 30, 2011 and 2010 we recognized \$2 million and \$17 million of tax benefit, respectively, on the \$5 million and \$169 million of loss on early extinguishment of debt (the majority of the 2010 loss is not deductible for tax purposes). Excluding these items, we recorded income tax expense of \$123 million and \$83 million for the nine months ended September 30, 2011 and 2010, respectively. Our tax obligations are affected by the mix of income and losses in the tax jurisdictions in which we operate.

**HUNTSMAN INTERNATIONAL**

In addition to the tax benefits resulting from the valuation allowance release and restructuring costs and the tax effects resulting from the unrecognized tax benefit items discussed above, during the nine months ended September 30, 2011 and 2010 Huntsman International recognized \$2 million and \$9 million of tax benefit, respectively, on the \$5 million and \$23 million of loss on early extinguishment of debt. Excluding these items, Huntsman International recorded income tax expense of \$123 million and \$85 million for the nine months ended September 30, 2011 and 2010, respectively. Our tax obligations are affected by the mix of income and losses in the tax jurisdictions in which we operate.

**17. DISCONTINUED OPERATIONS****AUSTRALIAN STYRENICS BUSINESS SHUTDOWN**

During the first quarter of 2010, we ceased operation of our former Australian styrenics business. The following results of operations of our former Australian styrenics business have been presented as discontinued operations in the accompanying condensed consolidated statements of operations (unaudited) (dollars in millions):

|  | Three months<br>ended<br>September 30, |      | Nine months<br>ended<br>September 30, |         |
|--|--|------|---------------------------------------|---------|
|  | 2011                                   | 2010 | 2011                                  | 2010    |
| Revenues   | \$ 10                                  | \$ 8 | \$ 28                                 | \$ 43   |
| Costs and expenses, net of credits                     | 7                                      | (10) | (34)                                  | (72)    |
| Operating income (loss)                                | 17                                     | (2)  | (6)                                   | (29)    |
| Income tax (expense) benefit                           | (7)                                    | 3    | 1                                     | 12      |
| Income (loss) from discontinued operations, net of tax | \$ 10                                  | \$ 1 | \$ (5)                                | \$ (17) |

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**17. DISCONTINUED OPERATIONS (Continued)**

In 2006, product defect actions were filed against our subsidiary Huntsman Chemical Company Australia Pty Limited ("HCCA") in Australian courts relating to the sale and supply of vinyl ester resins that were used in the manufacture of fiberglass swimming pools. HCCA ceased manufacturing these specific resin formulations by 2004 and sold the business that manufactured and sold these resins in 2007.

These and other related claims were tendered to HCCA's insurers, who continue to defend these matters. During the first quarter of 2011, HCCA increased its estimate of potential loss related to these claims and recorded a liability for the full estimated value of the claims and a corresponding receivable relating to our indemnity protection with a net charge to discontinued operations for any potential shortfall in insurance coverage. Following mediation held in August 2011, HCCA and its insurers reached an agreement to settle two of these claims. The settlement amount will be paid by insurance, other than a portion of our self-insured retention for each of these claims, which we will be required to pay in amounts immaterial to us. Accordingly, during the third quarter of 2011, HCCA reduced its estimate of potential loss proportionately and reversed a portion of the liability related to this matter.

**U.S. BASE CHEMICALS AND NORTH AMERICAN POLYMERS DISPOSITIONS**

In 2007, we completed the sale of our former U.S. base chemicals business (the "U.S. Base Chemicals Disposition") and our North American polymers business assets (the "North American Polymers Disposition"). The results of these former businesses are presented as discontinued operations in the accompanying condensed consolidated statements of operations (unaudited).

During the three and nine months ended September 30, 2010, we recorded after tax (loss) income from discontinued operations related to our former U.S. base chemicals and North American polymers businesses of \$(2) million and \$65 million, respectively, which consisted of a \$110 million pretax gain recorded in connection with the final settlement of insurance claims related to the 2006 fire at our former Port Arthur, Texas plant and a pretax gain of \$7 million from the settlement of insurance claims related to the 2005 gulf coast storms, offset in part by income taxes and legal fees related to the arbitration of the fire insurance claim.

**18. NET INCOME (LOSS) PER SHARE**

Basic income (loss) per share excludes dilution and is computed by dividing net income (loss) attributable to Huntsman Corporation common stockholders by the weighted average number of shares outstanding during the period. Diluted loss per share reflects potential dilution and is computed by dividing net income available to common stockholders by the weighted average number of shares outstanding during the period, increased by the number of additional shares that would have been outstanding if the potential dilutive units had been exercised or converted.

Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

## 18. NET INCOME (LOSS) PER SHARE (Continued)

Basic and diluted income (loss) per share is determined using the following information (in millions):

|   | Three months<br>ended<br>September 30, |       | Nine months<br>ended<br>September 30, |         |
|---|--|-------|---------------------------------------|---------|
|   | 2011                                   | 2010  | 2011                                  | 2010    |
| <b>Numerator:</b>   |  |       |                                       |         |
| <b>Income (loss) from continuing operations:</b>                              |  |       |                                       |         |
| Income (loss) from continuing operations attributable to Huntsman Corporation | \$ (44)                                | \$ 56 | \$ 145                                | \$ (51) |
| <b>Net income (loss):</b>   |  |       |                                       |         |
| Net income (loss) attributable to Huntsman Corporation                        | \$ (34)                                | \$ 55 | \$ 142                                | \$ (3)  |
| <b>Denominator:</b>   |  |       |                                       |         |
| <b>Shares:</b>  |  |       |                                       |         |
| Weighted average shares outstanding   | 237.6                                  | 236.4 | 238.2                                 | 235.9   |
| <b>Dilutive securities:</b>   |  |       |                                       |         |
| Stock-based awards  |  | 4.6   | 4.4                                   |         |
| Total dilutive shares outstanding assuming conversion                         | 237.6                                  | 241.0 | 242.6                                 | 235.9   |

Additional stock-based awards of 6.8 million and 6.9 million weighted average equivalent shares of stock were outstanding during the three months ended September 30, 2011 and 2010, respectively, and additional stock-based awards of 6.7 million and 7.1 million weighted average equivalent shares of stock were outstanding during the nine months ended September 30, 2011 and 2010, respectively. These stock-based awards were not included in the computation of diluted earnings per share for the three and nine months ended September 30, 2011 and 2010 periods because the effect would be anti-dilutive. In addition, our 7% convertible notes due 2018 would have had a weighted average effect of 1.2 million shares of common stock for the nine months ended September 30, 2010 and interest expense, net of tax, of \$1 million would have been included as an adjustment to the numerator of the diluted loss per share calculation for the nine months ended September 30, 2010. However, the potential effect of assumed conversion of the convertible notes due 2018 were not included in the computation of diluted earnings per share for the nine months ended September 30, 2010 because the effect would be anti-dilutive.

## 19. OPERATING SEGMENT INFORMATION

We derive our revenues, earnings and cash flows from the manufacture and sale of a wide variety of differentiated chemical products. We have reported our operations through five segments: Polyurethanes, Performance Products, Advanced Materials, Textile Effects and Pigments. We have organized our business and derived our operating segments around differences in product lines.

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****19. OPERATING SEGMENT INFORMATION (Continued)**

The major products of each reportable operating segment are as follows:

| <b>Segment</b>       | <b>Products</b>   |
|----------------------|---|
| Polyurethanes        | MDI, PO, polyols, PG, TPU, aniline and MTBE   |
| Performance Products | amines, surfactants, LAB, maleic anhydride, other performance chemicals, EG, olefins and technology licenses  |
| Advanced Materials   | epoxy resin compounds and formulations; cross-linking, matting and curing agents; epoxy, acrylic and polyurethane- based adhesives and tooling resin formulations |
| Textile Effects      | textile chemicals and dyes  |
| Pigments             | titanium dioxide  |

Sales between segments are generally recognized at external market prices and are eliminated in consolidation. We use EBITDA to measure the financial performance of our global business units and for reporting the results of our operating segments. This measure includes all operating items relating to the businesses. The EBITDA of operating segments excludes items that principally apply to our Company as a whole. The revenues and EBITDA for each of our reportable operating segments are as follows (dollars in millions):

|                      | <b>Three months ended</b> |                 | <b>Nine months ended</b> |                 |
|----------------------|---------------------------|-----------------|--------------------------|-----------------|
|                      | <b>September 30,</b>      |                 | <b>September 30,</b>     |                 |
|                      | <b>2011</b>               | <b>2010</b>     | <b>2011</b>              | <b>2010</b>     |
| <b>Net Sales:</b>    |                           |                 |                          |                 |
| Polyurethanes        | \$ 1,209                  | \$ 960          | \$ 3,391                 | \$ 2,659        |
| Performance Products | 846                       | 678             | 2,546                    | 1,963           |
| Advanced Materials   | 349                       | 318             | 1,059                    | 929             |
| Textile Effects      | 173                       | 190             | 563                      | 598             |
| Pigments             | 455                       | 327             | 1,243                    | 883             |
| Eliminations         | (56)                      | (72)            | (213)                    | (194)           |
| <b>Total</b>         | <b>\$ 2,976</b>           | <b>\$ 2,401</b> | <b>\$ 8,589</b>          | <b>\$ 6,838</b> |

Table of Contents**HUNTSMAN CORPORATION AND SUBSIDIARIES****HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)****19. OPERATING SEGMENT INFORMATION (Continued)**

|  | Three months ended<br>September 30, |       | Nine months ended<br>September 30, |        |
|--|-------------------------------------|-------|------------------------------------|--------|
|  | 2011                                | 2010  | 2011                               | 2010   |
| <b>Huntsman Corporation:</b>                           |                                     |       |                                    |        |
| <b>Segment EBITDA(1):</b>                              |                                     |       |                                    |        |
| Polyurethanes  | \$ 136                              | \$ 99 | \$ 392                             | \$ 220 |
| Performance Products                                   | 97                                  | 101   | 325                                | 277    |
| Advanced Materials                                     | 2                                   | 42    | 69                                 | 126    |
| Textile Effects  | (157)                               | 7     | (175)                              |        |
| Pigments   | 161                                 | 64    | 357                                | 139    |
| Corporate and other(2)                                 | (52)                                | (53)  | (196)                              | (305)  |
| Subtotal   | 187                                 | 260   | 772                                | 457    |
| Discontinued Operations(3)                             | 17                                  | (3)   | (6)                                | 76     |
| Total  | 204                                 | 257   | 766                                | 533    |
| Interest expense, net                                  | (63)                                | (64)  | (187)                              | (168)  |
| Income tax expense continuing operations               | (55)                                | (41)  | (111)                              | (46)   |
| Income tax benefit (expense) discontinued operations   | (7)                                 | 2     | 1                                  | (27)   |
| Depreciation and amortization                          | (113)                               | (99)  | (327)                              | (295)  |
| Net (loss) income attributable to Huntsman Corporation | \$ (34)                             | \$ 55 | \$ 142                             | \$ (3) |

|  |         |       |        |        |
|--|---------|-------|--------|--------|
| <b>Huntsman International:</b>                               |         |       |        |        |
| <b>Segment EBITDA(1):</b>                                    |         |       |        |        |
| Polyurethanes  | \$ 136  | \$ 99 | \$ 392 | \$ 220 |
| Performance Products   | 97      | 101   | 325    | 277    |
| Advanced Materials   | 2       | 42    | 69     | 126    |
| Textile Effects  | (157)   | 7     | (175)  |        |
| Pigments   | 161     | 64    | 357    | 139    |
| Corporate and other(2)                                       | (52)    | (50)  | (196)  | (145)  |
| Subtotal   | 187     | 263   | 772    | 617    |
| Discontinued Operations(3)                                   | 17      | (3)   | (6)    | 76     |
| Total  | 204     | 260   | 766    | 693    |
| Interest expense, net  | (66)    | (69)  | (197)  | (182)  |
| Income tax expense continuing operations                     | (55)    | (40)  | (111)  | (56)   |
| Income tax benefit (expense) discontinued operations         | (7)     | 2     | 1      | (27)   |
| Depreciation and amortization                                | (107)   | (95)  | (310)  | (279)  |
| Net (loss) income attributable to Huntsman International LLC | \$ (31) | \$ 58 | \$ 149 | \$ 149 |

- (1) Segment EBITDA is defined as net income (loss) attributable to Huntsman Corporation or Huntsman International LLC, as appropriate, before interest, income tax, depreciation and amortization, and certain Corporate and other items.
- (2) Corporate and other includes unallocated corporate overhead, unallocated foreign exchange gains and losses, LIFO inventory valuation reserve adjustments, loss on early extinguishment of debt,

Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**19. OPERATING SEGMENT INFORMATION (Continued)**

unallocated restructuring, impairment and plant closing costs and nonoperating income and expense.

(3)

The operating results of our former polymers, base chemicals and Australian styrenics businesses are classified as discontinued operations, and, accordingly, the revenues of these businesses are excluded for all periods presented. The EBITDA of our former polymers, base chemicals and Australian styrenics businesses are included in discontinued operations for all periods presented. For more information, see "Note 17. Discontinued Operations."

**20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)**

The following condensed consolidating financial statements (unaudited) present, in separate columns, financial information for the following: Huntsman International LLC (on a parent only basis), with its investment in subsidiaries recorded under the equity method; the Guarantors on a combined, and where appropriate, consolidated basis; and the nonguarantors on a combined, and where appropriate, consolidated basis. Additional columns present eliminating adjustments and consolidated totals as of September 30, 2011 and December 31, 2010 and for the three and nine months ended September 30, 2011 and 2010. There are no contractual restrictions limiting transfers of cash from the Guarantors to Huntsman International. Each of the Guarantors is 100% owned by Huntsman International and has fully and unconditionally guaranteed Huntsman International's outstanding notes on a joint and several basis.

Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)  
(Continued)

HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES  
CONDENSED CONSOLIDATING BALANCE SHEET (UNAUDITED)  
AS OF SEPTEMBER 30, 2011  
(Dollars in Millions)

|   | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International LLC |
|---|-------------------|------------|---------------|--------------|---|
| <b>ASSETS</b>   |                   |            |               |              |   |
| <b>Current assets:</b>                                    |                   |            |               |              |   |
| Cash and cash equivalents                                 | \$ 6              | \$ 2       | \$ 226        | \$           | \$ 234  |
| Restricted cash   |                   |            | 6             |              | 6   |
| Accounts and notes receivable, net                        | 25                | 147        | 1,590         |              | 1,762   |
| Accounts receivable from affiliates                       | 1,320             | 3,001      | 93            | (4,283)      | 131   |
| Inventories   | 100               | 307        | 1,284         | (4)          | 1,687   |
| Prepaid expenses  | 10                | 10         | 57            | (20)         | 57  |
| Deferred income taxes                                     | 5                 |            | 44            | (9)          | 40  |
| Other current assets                                      | 37                | 8          | 279           | (37)         | 287   |
| <b>Total current assets</b>                               | 1,503             | 3,475      | 3,579         | (4,353)      | 4,204   |
| Property, plant and equipment, net                        | 398               | 859        | 2,282         | 2            | 3,541   |
| Investment in unconsolidated affiliates                   | 5,431             | 1,519      | 145           | (6,889)      | 206   |
| Intangible assets, net                                    | 47                | 3          | 55            | (4)          | 101   |
| Goodwill  | (17)              | 84         | 43            |              | 110   |
| Deferred income taxes                                     | 42                |            | 171           | (15)         | 198   |
| Notes receivable from affiliates                          | 52                | 950        | 6             | (1,002)      | 6   |
| Other noncurrent assets                                   | 73                | 143        | 252           |              | 468   |
| <b>Total assets</b>                                       | \$ 7,529          | \$ 7,033   | \$ 6,533      | \$ (12,261)  | \$ 8,834                                      |
| <b>LIABILITIES AND EQUITY</b>                             |                   |            |               |              |   |
| <b>Current liabilities:</b>                               |                   |            |               |              |   |
| Accounts payable  | \$ 66             | \$ 243     | \$ 631        | \$           | \$ 940  |
| Accounts payable to affiliates                            | 2,201             | 903        | 1,226         | (4,283)      | 47  |
| Accrued liabilities                                       | 91                | 133        | 562           | (57)         | 729   |
| Deferred income taxes                                     |                   | 55         | 19            | (11)         | 63  |
| Note payable to affiliate                                 | 100               |            |               |              | 100   |
| Current portion of debt                                   | 43                |            | 187           |              | 230   |
| <b>Total current liabilities</b>                          | 2,501             | 1,334      | 2,625         | (4,351)      | 2,109   |
| Long-term debt  | 3,219             |            | 628           |              | 3,847   |
| Notes payable to affiliates                               | 540               |            | 1,006         | (1,002)      | 544   |
| Deferred income taxes                                     |                   | 91         | 78            | (14)         | 155   |
| Other noncurrent liabilities                              | 157               | 137        | 640           | (1)          | 933   |
| <b>Total liabilities</b>                                  | 6,417             | 1,562      | 4,977         | (5,368)      | 7,588   |
| <b>Equity Huntsman International LLC members' equity:</b> |                   |            |               |              |   |
| Members' equity   | 3,076             | 4,731      | 2,359         | (7,090)      | 3,076   |
| Subsidiary preferred stock                                |                   |            | 1             | (1)          |   |
| Accumulated deficit                                       | (1,574)           | (1,001)    | (495)         | 1,496        | (1,574)                                       |
| Accumulated other comprehensive (loss) income             | (390)             | 1,741      | (395)         | (1,346)      | (390)   |



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|   |          |          |          |             |          |
|---|----------|----------|----------|-------------|----------|
| <b>Total Huntsman International LLC members' equity</b> | 1,112    | 5,471    | 1,470    | (6,941)     | 1,112    |
| Noncontrolling interests in subsidiaries                |          |          | 86       | 48          | 134      |
| <b>Total equity</b>                                     | 1,112    | 5,471    | 1,556    | (6,893)     | 1,246    |
| <b>Total liabilities and equity</b>                     | \$ 7,529 | \$ 7,033 | \$ 6,533 | \$ (12,261) | \$ 8,834 |

Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)  
(Continued)

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING BALANCE SHEET (UNAUDITED)**  
**AS OF DECEMBER 31, 2010**  
**(Dollars in Millions)**

|   | Parent<br>Company | Guarantors      | Nonguarantors   | Eliminations       | Consolidated<br>Huntsman<br>International LLC |
|---|-------------------|-----------------|-----------------|--------------------|---|
| <b>ASSETS</b>   |                   |                 |                 |                    |   |
| <b>Current assets:</b>                                    |                   |                 |                 |                    |   |
| Cash and cash equivalents                                 | \$ 220            | \$ 9            | \$ 332          | \$                 | \$ 561  |
| Restricted cash   |                   |                 | 7               |                    | 7   |
| Accounts and notes receivable, net                        | 17                | 112             | 1,284           |                    | 1,413   |
| Accounts receivable from affiliates                       | 1,275             | 2,530           | 79              | (3,784)            | 100   |
| Inventories   | 78                | 240             | 1,089           | (11)               | 1,396   |
| Prepaid expenses  | 11                | 6               | 42              | (14)               | 45  |
| Deferred income taxes                                     | 5                 |                 | 44              | (9)                | 40  |
| Other current assets                                      |                   | 3               | 160             | (3)                | 160   |
| <b>Total current assets</b>                               | <b>1,606</b>      | <b>2,900</b>    | <b>3,037</b>    | <b>(3,821)</b>     | <b>3,722</b>                                  |
| Property, plant and equipment, net                        | 417               | 881             | 2,169           | 2                  | 3,469   |
| Investment in unconsolidated affiliates                   | 5,018             | 1,403           | 172             | (6,359)            | 234   |
| Intangible assets, net                                    | 62                | 3               | 42              |                    | 107   |
| Goodwill  | (17)              | 84              | 27              |                    | 94  |
| Deferred income taxes                                     | (9)               |                 | 161             | 27                 | 179   |
| Notes receivable from affiliates                          | 51                | 930             | 7               | (981)              | 7   |
| Other noncurrent assets                                   | 73                | 169             | 253             |                    | 495   |
| <b>Total assets</b>                                       | <b>\$ 7,201</b>   | <b>\$ 6,370</b> | <b>\$ 5,868</b> | <b>\$ (11,132)</b> | <b>\$ 8,307</b>                               |
| <b>LIABILITIES AND EQUITY</b>                             |                   |                 |                 |                    |   |
| <b>Current liabilities:</b>                               |                   |                 |                 |                    |   |
| Accounts payable  | \$ 42             | \$ 212          | \$ 586          | \$                 | \$ 840  |
| Accounts payable to affiliates                            | 1,892             | 860             | 1,091           | (3,784)            | 59  |
| Accrued liabilities                                       | 102               | 77              | 464             | (17)               | 626   |
| Deferred income taxes                                     |                   | 55              | 19              | (11)               | 63  |
| Note payable to affiliate                                 | 100               |                 |                 |                    | 100   |
| Current portion of debt                                   | 114               |                 | 405             |                    | 519   |
| <b>Total current liabilities</b>                          | <b>2,250</b>      | <b>1,204</b>    | <b>2,565</b>    | <b>(3,812)</b>     | <b>2,207</b>                                  |
| Long-term debt  | 3,320             |                 | 307             |                    | 3,627   |
| Notes payable to affiliates                               | 435               |                 | 985             | (981)              | 439   |
| Deferred income taxes                                     | 8                 | (28)            | 86              | 28                 | 94  |
| Other noncurrent liabilities                              | 160               | 138             | 555             | (1)                | 852   |
| <b>Total liabilities</b>                                  | <b>6,173</b>      | <b>1,314</b>    | <b>4,498</b>    | <b>(4,766)</b>     | <b>7,219</b>                                  |
| <b>Equity Huntsman International LLC members' equity:</b> |                   |                 |                 |                    |   |
| Members' equity   | 3,049             | 4,764           | 2,217           | (6,981)            | 3,049   |
| Subsidiary preferred stock                                |                   |                 | 1               | (1)                |   |
| Accumulated deficit                                       | (1,667)           | (1,308)         | (549)           | 1,857              | (1,667)                                       |

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|   |          |          |          |             |          |
|---|----------|----------|----------|-------------|----------|
| Accumulated other comprehensive (loss) income           | (354)    | 1,600    | (318)    | (1,282)     | (354)    |
| <b>Total Huntsman International LLC members' equity</b> | 1,028    | 5,056    | 1,351    | (6,407)     | 1,028    |
| Noncontrolling interests in subsidiaries                |          |          | 19       | 41          | 60       |
| <b>Total equity</b>                                     | 1,028    | 5,056    | 1,370    | (6,366)     | 1,088    |
| <b>Total liabilities and equity</b>                     | \$ 7,201 | \$ 6,370 | \$ 5,868 | \$ (11,132) | \$ 8,307 |

[Table of Contents](#)

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)  
(Continued)

HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (UNAUDITED)  
THREE MONTHS ENDED SEPTEMBER 30, 2011  
(Dollars in Millions)

|  | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International<br>LLC |
|--|-------------------|------------|---------------|--------------|--|
| <b>Revenues:</b>   |                   |            |               |              |  |
| Trade sales, services and fees,<br>net                                     | \$ 247            | \$ 870     | \$ 1,803      | \$ 3         | \$ 2,923   |
| Related party sales  | 161               | 117        | 299           | (524)        | 53   |
| <b>Total revenues</b>  | 408               | 987        | 2,102         | (521)        | 2,976  |
| <b>Cost of goods sold</b>  | 360               | 821        | 1,827         | (527)        | 2,481  |
| <b>Gross profit</b>  | 48                | 166        | 275           | 6            | 495  |
| Selling, general and<br>administrative                                     | 35                | 20         | 161           |              | 216  |
| Research and development   | 13                | 9          | 20            |              | 42   |
| Other operating (income) expense   | (2)               | 15         | (14)          |              | (1)  |
| Restructuring, impairment and<br>plant closing costs                       |                   |            | 155           |              | 155  |
| <b>Operating (loss) income</b>   | 2                 | 122        | (47)          | 6            | 83   |
| Interest (expense) income, net   | (54)              | 11         | (23)          |              | (66)   |
| Equity in income (loss) of<br>investment in affiliates and<br>subsidiaries | 19                | (73)       | 2             | 54           | 2  |
| Loss on early extinguishment of<br>debt                                    | (2)               |            |               |              | (2)  |
| Other income   |                   |            |               | (1)          | (1)  |
| <b>(Loss) income from continuing<br/>operations before income taxes</b>    | (35)              | 60         | (68)          | 59           | 16   |
| Income tax benefit (expense)   | 11                | (46)       | (20)          |              | (55)   |
| <b>(Loss) income from continuing<br/>operations</b>                        | (24)              | 14         | (88)          | 59           | (39)   |
| (Loss) income from discontinued<br>operations, net of tax                  | (7)               | (1)        | 18            |              | 10   |
| <b>Net (loss) income</b>   | (31)              | 13         | (70)          | 59           | (29)   |
| Net income attributable to<br>noncontrolling interests                     |                   | (1)        | (1)           |              | (2)  |

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**Net (loss) income attributable  
to Huntsman**

**International LLC**                    \$    (31) \$        12 \$            (71) \$            59 \$            (31)

[Table of Contents](#)

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)  
(Continued)

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (UNAUDITED)**  
**THREE MONTHS ENDED SEPTEMBER 30, 2010**  
(Dollars in Millions)

|  | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International<br>LLC |
|--|-------------------|------------|---------------|--------------|--|
| <b>Revenues:</b>   |                   |            |               |              |  |
| Trade sales, services and fees,<br>net                           | \$ 209            | \$ 701     | \$ 1,450      | \$           | \$ 2,360   |
| Related party sales  | 69                | 122        | 237           | (387)        | 41   |
| <b>Total revenues</b>  | <b>278</b>        | <b>823</b> | <b>1,687</b>  | <b>(387)</b> | <b>2,401</b>                                     |
| <b>Cost of goods sold</b>  | <b>228</b>        | <b>687</b> | <b>1,452</b>  | <b>(386)</b> | <b>1,981</b>                                     |
| <b>Gross profit</b>  | <b>50</b>         | <b>136</b> | <b>235</b>    | <b>(1)</b>   | <b>420</b>                                       |
| Selling, general and<br>administrative                           | 56                | 22         | 124           |              | 202  |
| Research and development   | 12                | 8          | 19            |              | 39   |
| Other operating (income) expense                                 | (10)              | (32)       | 45            |              | 3  |
| Restructuring, impairment and<br>plant closing costs             | 1                 |            | 3             |              | 4  |
| <b>Operating (loss) income</b>                                   | <b>(9)</b>        | <b>138</b> | <b>44</b>     | <b>(1)</b>   | <b>172</b>                                       |
| Interest (expense) income, net                                   | (59)              | 10         | (20)          |              | (69)   |
| Equity income of investment in<br>affiliates and subsidiaries    | 108               | 16         | 6             | (127)        | 3  |
| Loss on early extinguishment of<br>debt                          | (7)               |            |               |              | (7)  |
| Other income   | 1                 |            | 1             | (1)          | 1  |
| <b>Income from continuing<br/>operations before income taxes</b> | <b>34</b>         | <b>164</b> | <b>31</b>     | <b>(129)</b> | <b>100</b>                                       |
| Income tax benefit (expense)                                     | 22                | (53)       | (9)           |              | (40)   |
| <b>Income from continuing<br/>operations</b>                     | <b>56</b>         | <b>111</b> | <b>22</b>     | <b>(129)</b> | <b>60</b>  |
| Income (loss) from discontinued<br>operations, net of tax        | 2                 |            | (3)           |              | (1)  |
| <b>Net income</b>  | <b>58</b>         | <b>111</b> | <b>19</b>     | <b>(129)</b> | <b>59</b>  |
| Net income attributable to<br>noncontrolling interests           |                   | (1)        | (2)           | 2            | (1)  |

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|  |    |    |    |     |    |    |    |       |    |    |
|--|----|----|----|-----|----|----|----|-------|----|----|
| <b>Net income attributable to<br/>Huntsman International LLC</b> | \$ | 58 | \$ | 110 | \$ | 17 | \$ | (127) | \$ | 58 |
|--|----|----|----|-----|----|----|----|-------|----|----|

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)  
(Continued)

HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (UNAUDITED)  
NINE MONTHS ENDED SEPTEMBER 30, 2011  
(Dollars in Millions)

|  | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International<br>LLC |
|--|-------------------|------------|---------------|--------------|--|
| <b>Revenues:</b>   |                   |            |               |              |  |
| Trade sales, services and fees,<br>net                                     | \$ 682            | \$ 2,534   | \$ 5,229      | \$           | \$ 8,445   |
| Related party sales  | 353               | 400        | 868           | (1,477)      | 144  |
| <b>Total revenues</b>  | 1,035             | 2,934      | 6,097         | (1,477)      | 8,589  |
| <b>Cost of goods sold</b>  | 901               | 2,403      | 5,283         | (1,463)      | 7,124  |
| <b>Gross profit</b>  | 134               | 531        | 814           | (14)         | 1,465  |
| Selling, general and<br>administrative                                     | 119               | 77         | 492           |              | 688  |
| Research and development   | 37                | 25         | 61            |              | 123  |
| Other operating expense<br>(income)  | 31                | (23)       | (1)           |              | 7  |
| Restructuring, impairment and<br>plant closing costs                       |                   |            | 171           |              | 171  |
| <b>Operating (loss) income</b>   | (53)              | 452        | 91            | (14)         | 476  |
| Interest (expense) income, net   | (164)             | 32         | (65)          |              | (197)  |
| Equity in income (loss) of<br>investment in affiliates and<br>subsidiaries | 300               | (12)       | 7             | (289)        | 6  |
| Loss on early extinguishment of<br>debt                                    | (5)               |            |               |              | (5)  |
| Other (expense) income   | (16)              |            |               | 16           |  |
| <b>Income from continuing<br/>operations before income taxes</b>           | 62                | 472        | 33            | (287)        | 280  |
| Income tax benefit (expense)   | 87                | (166)      | (32)          |              | (111)  |
| <b>Income from continuing<br/>operations</b>                               | 149               | 306        | 1             | (287)        | 169  |
| Loss from discontinued<br>operations, net of tax                           |                   | (1)        | (4)           |              | (5)  |
| <b>Income before extraordinary<br/>gain</b>                                | 149               | 305        | (3)           | (287)        | 164  |
| Extraordinary gain on the<br>acquisition of a business, net of             |                   |            | 2             |              | 2  |



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|  |        |        |         |          |        |  |
|--|--------|--------|---------|----------|--------|--|
| tax of nil   |        |        |         |          |        |  |
| <b>Net income</b>  | 149    | 305    | (1)     | (287)    | 166    |  |
| Net income attributable to noncontrolling interests          |        | (2)    | (9)     | (6)      | (17)   |  |
| <b>Net income attributable to Huntsman International LLC</b> | \$ 149 | \$ 303 | \$ (10) | \$ (293) | \$ 149 |  |

Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)  
(Continued)

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS (UNAUDITED)**  
**NINE MONTHS ENDED SEPTEMBER 30, 2010**  
(Dollars in Millions)

|  | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International<br>LLC |
|--|-------------------|------------|---------------|--------------|--|
| <b>Revenues:</b>   |                   |            |               |              |  |
| Trade sales, services and fees,<br>net                           | \$ 599            | \$ 1,858   | \$ 4,232      | \$           | \$ 6,689   |
| Related party sales  | 194               | 370        | 734           | (1,149)      | 149  |
| <b>Total revenues</b>  | 793               | 2,228      | 4,966         | (1,149)      | 6,838  |
| <b>Cost of goods sold</b>  | 659               | 1,924      | 4,298         | (1,137)      | 5,744  |
| <b>Gross profit</b>  | 134               | 304        | 668           | (12)         | 1,094  |
| Selling, general and<br>administrative                           | 126               | 66         | 433           |              | 625  |
| Research and development   | 36                | 22         | 53            |              | 111  |
| Other operating (income)<br>expense                              | (37)              | 1          | 28            |              | (8)  |
| Restructuring, impairment and<br>plant closing costs             | 3                 |            | 21            |              | 24   |
| <b>Operating income</b>  | 6                 | 215        | 133           | (12)         | 342  |
| Interest (expense) income, net                                   | (156)             | 28         | (54)          |              | (182)  |
| Equity income of investment in<br>affiliates and subsidiaries    | 283               | 65         | 25            | (353)        | 20   |
| Loss on early extinguishment of<br>debt                          | (23)              |            |               |              | (23)   |
| Other (expense) income   | (9)               |            | 3             | 9            | 3  |
| <b>Income from continuing<br/>operations before income taxes</b> | 101               | 308        | 107           | (356)        | 160  |
| Income tax benefit (expense)                                     | 57                | (88)       | (25)          |              | (56)   |
| <b>Income from continuing<br/>operations</b>                     | 158               | 220        | 82            | (356)        | 104  |
| (Loss) income from discontinued<br>operations, net of tax        | (9)               | 68         | (11)          |              | 48   |
| <b>Net income</b>  | 149               | 288        | 71            | (356)        | 152  |
| Net income attributable to<br>noncontrolling interests           |                   | (2)        | (4)           | 3            | (3)  |

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|  |    |     |    |     |    |    |    |       |    |     |
|--|----|-----|----|-----|----|----|----|-------|----|-----|
| <b>Net income attributable to<br/>Huntsman International LLC</b> | \$ | 149 | \$ | 286 | \$ | 67 | \$ | (353) | \$ | 149 |
|--|----|-----|----|-----|----|----|----|-------|----|-----|

Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)  
(Continued)

HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (UNAUDITED)  
NINE MONTHS ENDED SEPTEMBER 30, 2011  
(Dollars in Millions)

|   | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International<br>LLC |
|---|-------------------|------------|---------------|--------------|--|
| <b>Net cash provided by (used in) operating activities</b>                              | \$ 128            | \$ 69      | \$ (125)      | \$ (4)       | \$ 68  |
| <b>Investing activities:</b>  |                   |            |               |              |  |
| Capital expenditures  | (15)              | (41)       | (161)         |              | (217)  |
| Proceeds from settlements treated as reimbursement of capital expenditures              |                   |            | 3             |              | 3  |
| Cash assumed in connection with the initial consolidation of a variable interest entity |                   |            | 28            |              | 28   |
| Cash paid for acquisition of a business   |                   |            | (23)          |              | (23)   |
| Proceeds from sale of business/assets   |                   |            | 7             |              | 7  |
| Decrease in receivable from affiliate   | (35)              |            |               |              | (35)   |
| Investment in affiliate   | (138)             | (4)        |               | 142          |  |
| Investment in unconsolidated affiliate  |                   | (17)       |               |              | (17)   |
| Cash received from unconsolidated affiliates  |                   | 19         |               |              | 19   |
| Other, net  | 1                 |            | (4)           | 3            |  |
| <b>Net cash used in investing activities</b>  | (187)             | (43)       | (150)         | 145          | (235)  |
| <b>Financing activities:</b>  |                   |            |               |              |  |
| Net borrowings on overdraft facilities  |                   |            | 10            |              | 10   |
| Repayments of short-term debt   |                   |            | (151)         |              | (151)  |
| Borrowings on short-term debt   |                   |            | 126           |              | 126  |
| Repayments of long-term debt  | (212)             |            | (75)          |              | (287)  |
| Proceeds from issuance of long-term debt  |                   |            | 89            |              | 89   |
| Proceeds from notes payable to affiliate  | 105               |            |               |              | 105  |
| Repayments of notes payable   | (23)              |            | (1)           |              | (24)   |
| Borrowings on notes payable   | 33                |            | 2             |              | 35   |
| Debt issuance costs paid  | (7)               |            |               |              | (7)  |
| Call premiums related to early extinguishment of debt                                   | (5)               |            |               |              | (5)  |
| Contribution from parent, net   |                   | (32)       | 174           | (142)        |  |
| Dividends paid to parent  | (56)              | (1)        |               | 1            | (56)   |
| Dividends paid to noncontrolling interest   |                   |            | (5)           |              | (5)  |
| Excess tax benefit related to stock-based compensation                                  | 10                |            |               |              | 10   |
| Other, net  |                   |            | 3             |              | 3  |
| <b>Net cash (used in) provided by financing activities</b>                              | (155)             | (33)       | 172           | (141)        | (157)  |
| Effect of exchange rate changes on cash   |                   |            | (3)           |              | (3)  |
| Decrease in cash and cash equivalents   | (214)             | (7)        | (106)         |              | (327)  |
| Cash and cash equivalents at beginning of period  | 220               | 9          | 332           |              | 561  |

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|  |    |   |    |   |    |     |    |    |     |
|--|----|---|----|---|----|-----|----|----|-----|
| Cash and cash equivalents at end of period | \$ | 6 | \$ | 2 | \$ | 226 | \$ | \$ | 234 |
|--|----|---|----|---|----|-----|----|----|-----|

67

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Table of Contents

## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)

20. CONDENSED CONSOLIDATING FINANCIAL INFORMATION OF HUNTSMAN INTERNATIONAL LLC (UNAUDITED)  
(Continued)

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS (UNAUDITED)**  
**NINE MONTHS ENDED SEPTEMBER 30, 2010**  
(Dollars in Millions)

|   | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International<br>LLC |
|---|-------------------|------------|---------------|--------------|--|
| <b>Net cash used in operating activities</b>  | \$ (311)          | \$ (7)     | \$ (5)        | \$ (2)       | \$ (325)   |
| <b>Investing activities:</b>  |                   |            |               |              |  |
| Capital expenditures  | (13)              | (34)       | (85)          |              | (132)  |
| Proceeds from settlements treated as reimbursement of capital expenditures              |                   | 34         |               |              | 34   |
| Cash assumed in connection with the initial consolidation of a variable interest entity |                   |            | 11            |              | 11   |
| Increase in receivable from affiliate   | (42)              |            |               |              | (42)   |
| Investment in affiliate   | (106)             | (6)        |               | 112          |  |
| Investment in unconsolidated affiliates   |                   |            | (4)           |              | (4)  |
| Cash received from unconsolidated affiliates  |                   | 3          | 2             |              | 5  |
| Other, net  |                   |            | 1             |              | 1  |
| <b>Net cash used in investing activities</b>  | (161)             | (3)        | (75)          | 112          | (127)  |
| <b>Financing activities:</b>  |                   |            |               |              |  |
| Net borrowings under revolving loan facilities  |                   |            | (7)           |              | (7)  |
| Revolving loan facility from A/R Programs   | 254               |            |               |              | 254  |
| Net borrowings on overdraft facilities  |                   |            | 6             |              | 6  |
| Repayments of short-term debt   |                   |            | (153)         |              | (153)  |
| Borrowings on short-term debt   |                   |            | 188           |              | 188  |
| Repayments of long-term debt  | (806)             |            | (31)          |              | (837)  |
| Proceeds from issuance of long-term debt  | 700               |            | 25            |              | 725  |
| Repayments of note payable to affiliate   | (125)             |            |               |              | (125)  |
| Proceeds from note payable to affiliate   | 110               |            |               |              | 110  |
| Intercompany repayments   |                   |            | (5)           | 5            |  |
| Repayments of notes payable   | (29)              |            | (7)           |              | (36)   |
| Borrowings on notes payable   | 33                |            | 5             |              | 38   |
| Debt issuance costs paid  | (25)              |            |               |              | (25)   |
| Call premiums related to early extinguishment of debt                                   | (13)              |            |               |              | (13)   |
| Contribution from parent, net   |                   | (4)        | 120           | (116)        |  |
| Excess tax benefit related to stock-based compensation                                  | 4                 |            |               |              | 4  |
| Other, net  |                   | (1)        |               | 1            |  |
| <b>Net cash provided by (used in) financing activities</b>                              | 103               | (5)        | 141           | (110)        | 129  |
| Effect of exchange rate changes on cash   |                   |            | 7             |              | 7  |
| (Decrease) increase in cash and cash equivalents  | (369)             | (15)       | 68            |              | (316)  |

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|  |        |      |        |        |
|--|--------|------|--------|--------|
| Cash and cash equivalents at beginning of period | 688    | 24   | 207    | 919    |
| Cash and cash equivalents at end of period       | \$ 319 | \$ 9 | \$ 275 | \$ 603 |

68

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Table of Contents

**HUNTSMAN CORPORATION AND SUBSIDIARIES**

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (Continued)**

**21. SUBSEQUENT EVENTS**

On November 1, 2011 we announced that our Advanced Materials division completed the sale of its stereolithography resin and Digitalis® machine manufacturing businesses to 3D Systems Corporation for \$41 million in cash. The stereolithography business had revenues of \$7 million in 2010 and its products are used primarily in three-dimensional part building systems. The Digitalis® business is a stereolithography rapid manufacturing system previously under development by Huntsman.

On November 1, 2011, Huntsman International provided notice that it will redeem in full the remaining €68 million (approximately \$93 million) of its 6.875% senior subordinated notes due 2013. The total redemption payment, excluding accrued interest, is approximately €69 million (approximately \$94 million).



Table of Contents

**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**FORWARD-LOOKING STATEMENTS**

With respect to Huntsman Corporation, certain information set forth in this report contains "forward-looking statements" within the meaning of the federal securities laws. Huntsman International is a limited liability company, and, pursuant to Section 21E(b)(2)(E) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the safe harbor for certain forward-looking statements is inapplicable to it. Forward-looking statements include statements concerning our plans, objectives, goals, strategies, future events, future revenues or performance, capital expenditures, financing needs, plans or intentions relating to acquisitions and other information that is not historical information. In some cases, forward-looking statements can be identified by terminology such as "believes," "expects," "may," "should," "anticipates," or "intends" or the negative of such terms or other comparable terminology, or by discussions of strategy. We may also make additional forward-looking statements from time to time. All such subsequent forward-looking statements, whether written or oral, by us or on our behalf, are also expressly qualified by these cautionary statements.

All forward-looking statements, including without limitation management's examination of historical operating trends, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them, but there can be no assurance that management's expectations, beliefs and projections will result or be achieved. All forward-looking statements apply only as of the date made. We undertake no obligation to publicly update or revise forward-looking statements which may be made to reflect events or circumstances after the date made or to reflect the occurrence of unanticipated events.

There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in or contemplated by this report. Any forward-looking statements should be considered in light of the risks referenced in "Part I. Item 1A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010.

**OVERVIEW**

**Business**

We are a global manufacturer of differentiated organic chemical products and of inorganic chemical products. Our products comprise a broad range of chemicals and formulations, which we market globally to a diversified group of consumer and industrial customers. Our products are used in a wide range of applications, including those in the adhesives, aerospace, automotive, construction products, durable and nondurable consumer products, electronics, medical, packaging, paints and coatings, power generation, refining, synthetic fiber, textile chemicals and dye industries. We are a leading global producer in many of our key product lines, including MDI, amines, surfactants, epoxy-based polymer formulations, textile chemicals, dyes, maleic anhydride and titanium dioxide. We had revenues for the nine months ended September 30, 2011 and 2010 of \$8,589 million and \$6,838 million, respectively.

We operate in five segments: Polyurethanes, Performance Products, Advanced Materials, Textile Effects and Pigments. Our Polyurethanes, Performance Products, Advanced Materials and Textile Effects segments produce differentiated organic chemical products and our Pigments segment produces inorganic chemical products.

Table of Contents

**RECENT DEVELOPMENTS**

**Sale of Stereolithography Resin and Digitalis® Machine Manufacturing Businesses**

On November 1, 2011 we announced that our Advanced Materials division completed the sale of its stereolithography resin and Digitalis® machine manufacturing businesses to 3D Systems Corporation for \$41 million in cash. The stereolithography business had revenues of \$7 million in 2010 and its products are used primarily in three-dimensional part building systems. The Digitalis® business is a stereolithography rapid manufacturing system previously under development by Huntsman.

**REDEMPTION OF SENIOR SUBORDINATED NOTES**

On November 1, 2011, Huntsman International provided notice that it will redeem in full the remaining €68 million (approximately \$93 million) of its 6.875% senior subordinated notes due 2013. The total redemption payment, excluding accrued interest, is approximately €69 million (approximately \$94 million).

**Textile Effects Restructuring Program**

On September 27, 2011, we announced plans to implement a significant restructuring of our Textile Effects business, including a potential closure of our production facilities and business support offices in Basel, Switzerland, as part of an ongoing strategic program aimed at improving the Textile Effects business' long-term global competitiveness. Those plans are currently subject to employee consultation and accordingly are provisional in nature. In connection with this plan, during the third quarter of 2011, we recorded a charge of \$73 million for probable workforce reduction and \$53 million for the impairment of long-lived assets at our Basel, Switzerland manufacturing facility. For purposes of calculating the impairment charge, the fair value of the Basel, Switzerland manufacturing facility was based on the discounted cash flows of that facility. We expect to incur additional restructuring and plant closing charges of approximately \$31 million through 2013. We believe that these proposed plans will deliver annualized savings of approximately \$70 million.

**Share Repurchase Program**

Effective August 5, 2011, our Board of Directors authorized our Company to repurchase up to \$100 million in shares of our common stock. During the third quarter of 2011, we acquired approximately four million shares of our outstanding common stock for approximately \$50 million under the repurchase program. Repurchases under this program may be made through the open market or in privately negotiated transactions, and repurchases may be commenced or suspended from time to time without prior notice. Shares of common stock acquired through the repurchase program are held in treasury at cost.

The impact of the share repurchase program increased earnings per share by nil and \$0.01 for the three and nine months ended September 30, 2011, respectively. For more information on the share repurchase program, see "Note 11. Huntsman Corporation Stockholders' Equity Share Repurchase Program" to our condensed consolidated financial statements (unaudited).

**OUTLOOK**

Demand for our products is generally sensitive to global economic growth. Our revenue is generally distributed one-third in North America, one-third in Europe, slightly less than one-quarter in Asia Pacific and the balance in the rest of the world. Our customers generally order our products three to five weeks in advance of delivery. As a result, we have limited visibility to long-term demand. The demand for our products is sensitive to macroeconomic business conditions. For many of our products,

Table of Contents

demand grows as a multiple of underlying regional growth rates because many of our products substitute or replace less efficient materials.

Current global demand for most of our products is stable and we are optimistic that these conditions will continue through the remainder of 2011, subject to seasonal demand fluctuations. The outlook from our customers is somewhat uncertain given the sluggish global economy.

We expect to see a moderation in oil and natural gas based raw material prices through the remainder of the year as crude and natural gas derivative prices decrease. We also expect a moderation in average selling prices across our businesses, except in our Pigments business where we expect meaningful increases in raw material costs, particularly for titanium bearing ores. As raw material costs increase for our Pigment business we will attempt to pass these on to our customers through increased selling prices.

We expect to spend approximately \$350 million in 2011 on capital expenditures, net of reimbursements, largely for growth initiatives and maintenance.

We expect our fourth quarter and full year 2011 adjusted tax rate to be slightly less than the 30% to 35% rate that we believe to be our long term effective income tax rate.

We recently announced a significant restructuring plan in our Textile Effects business in order to mitigate the impact of the strong Swiss Franc and to address the challenging business conditions in the global textile industry. We believe that this plan, once fully realized will deliver annualized savings of approximately \$70 million. We are also planning a restructuring of our Advanced Materials business in order to improve its long-term global competitiveness. We believe that the Advanced Materials restructuring, once fully realized, will deliver savings of approximately \$20 million annually.

Table of Contents**RESULTS OF OPERATIONS**

For each of our Company and Huntsman International, the following tables set forth the unaudited condensed consolidated results of operations (dollars in millions):

**Huntsman Corporation**

|  | Three months ended<br>September 30, |          |                   | Nine months ended<br>September 30, |          |                   |
|--|-------------------------------------|----------|-------------------|------------------------------------|----------|-------------------|
|  | 2011                                | 2010     | Percent<br>Change | 2011                               | 2010     | Percent<br>Change |
| <b>Revenues</b>  | \$ 2,976                            | \$ 2,401 | 24%               | \$ 8,589                           | \$ 6,838 | 26%               |
| <b>Cost of goods sold</b>  | 2,486                               | 1,986    | 25%               | 7,138                              | 5,757    | 24%               |
| <b>Gross profit</b>  | 490                                 | 415      | 18%               | 1,451                              | 1,081    | 34%               |
| Operating expenses, net  | 258                                 | 244      | 6%                | 821                                | 741      | 11%               |
| Restructuring, impairment and plant closing costs                      | 155                                 | 4        | NM                | 171                                | 24       | 613%              |
| <b>Operating income</b>  | 77                                  | 167      | (54)%             | 459                                | 316      | 45%               |
| Interest expense, net  | (63)                                | (64)     | (2)%              | (187)                              | (168)    | 11%               |
| Equity in income of investment in unconsolidated affiliates            | 2                                   | 3        | (33)%             | 6                                  | 20       | (70)%             |
| Loss on early extinguishment of debt                                   | (2)                                 | (7)      | (71)%             | (5)                                | (169)    | (97)%             |
| Expenses associated with the Terminated Merger and related litigation  |                                     | (3)      | NM                |                                    | (4)      | NM                |
| Other (loss) income  | (1)                                 | 2        | NM                |                                    | 3        | NM                |
| <b>Income (loss) from continuing operations before income taxes</b>    | 13                                  | 98       | (87)%             | 273                                | (2)      | NM                |
| Income tax expense   | (55)                                | (41)     | 34%               | (111)                              | (46)     | 141%              |
| <b>(Loss) income from continuing operations</b>                        | (42)                                | 57       | NM                | 162                                | (48)     | NM                |
| Income (loss) from discontinued operations, net of tax                 | 10                                  | (1)      | NM                | (5)                                | 48       | NM                |
| Extraordinary gain on the acquisition of a business, net of tax of nil |                                     |          | NM                | 2                                  |          | NM                |
| <b>Net (loss) income</b>   | (32)                                | 56       | NM                | 159                                |          | NM                |
| Net income attributable to noncontrolling interests                    | (2)                                 | (1)      | 100%              | (17)                               | (3)      | 467%              |

|  |           |         |       |         |           |      |
|--|-----------|---------|-------|---------|-----------|------|
| <b>Net (loss) income attributable to Huntsman Corporation</b>    |           |         |       |         |           |      |
|  | (34)      | 55      | NM    | 142     | (3)       | NM   |
| Interest expense, net  | 63        | 64      | (2)%  | 187     | 168       | 11%  |
| <b>Income tax expense from continuing operations</b>             |           |         |       |         |           |      |
|  | 55        | 41      | 34%   | 111     | 46        | 141% |
| <b>Income tax expense (benefit) from discontinued operations</b> |           |         |       |         |           |      |
|  | 7         | (2)     | NM    | (1)     | 27        | NM   |
| <b>Depreciation and amortization</b>                             |           |         |       |         |           |      |
|  | 113       | 99      | 14%   | 327     | 295       | 11%  |
| <b>EBITDA(1)</b>   | \$ 204    | \$ 257  | (21)% | \$ 766  | \$ 533    | 44%  |
| <b>Net (loss) income per share:</b>                              |           |         |       |         |           |      |
| Basic  | \$ (0.14) | \$ 0.23 | NM    | \$ 0.60 | \$ (0.01) | NM   |
| Diluted  | (0.14)    | 0.23    | NM    | 0.59    | (0.01)    | NM   |
| <b>Net cash provided by (used in) operating activities</b>       |           |         |       |         |           |      |
|  |           |         |       | 25      | (350)     | NM   |
| <b>Net cash used in investing activities</b>                     |           |         |       |         |           |      |
|  |           |         |       | (200)   | (85)      | 135% |
| <b>Net cash used in financing activities</b>                     |           |         |       |         |           |      |
|  |           |         |       | (335)   | (314)     | 7%   |
| <b>Other non-GAAP measures:</b>                                  |           |         |       |         |           |      |
| Adjusted EBITDA(1)   | \$ 345    | \$ 273  | 26%   | \$ 965  | \$ 653    | 48%  |
| <b>Adjusted net income(2)</b>                                    |           |         |       |         |           |      |
|  | 108       | 83      | 30%   | 339     | 142       | 139% |
| <b>Adjusted income (loss) per share(2):</b>                      |           |         |       |         |           |      |
| Basic  | 0.45      | 0.35    | 29%   | 1.42    | 0.60      | 137% |
| Diluted  | 0.45      | 0.34    | 32%   | 1.40    | 0.59      | 137% |
| <b>Capital expenditures, net of reimbursements(3)</b>            |           |         |       |         |           |      |
|  |           |         |       | 214     | 98        | 118% |

Table of Contents**Huntsman International**

|  | Three months ended<br>September 30, |          |                   | Nine months ended<br>September 30, |          |                   |
|--|-------------------------------------|----------|-------------------|------------------------------------|----------|-------------------|
|  | 2011                                | 2010     | Percent<br>Change | 2011                               | 2010     | Percent<br>Change |
| <b>Revenues</b>  | \$ 2,976                            | \$ 2,401 | 24%               | \$ 8,589                           | \$ 6,838 | 26%               |
| <b>Cost of goods sold</b>  | 2,481                               | 1,981    | 25%               | 7,124                              | 5,744    | 24%               |
| <b>Gross profit</b>  | 495                                 | 420      | 18%               | 1,465                              | 1,094    | 34%               |
| Operating expenses, net  | 257                                 | 244      | 5%                | 818                                | 728      | 12%               |
| Restructuring, impairment and plant closing costs                      | 155                                 | 4        | NM                | 171                                | 24       | 613%              |
| <b>Operating income</b>  | 83                                  | 172      | (52)%             | 476                                | 342      | 39%               |
| Interest expense, net  | (66)                                | (69)     | (4)%              | (197)                              | (182)    | 8%                |
| Equity in income of investment in unconsolidated affiliates            | 2                                   | 3        | (33)%             | 6                                  | 20       | (70)%             |
| Loss on early extinguishment of debt                                   | (2)                                 | (7)      | (71)%             | (5)                                | (23)     | (78)%             |
| Other (loss) income  | (1)                                 | 1        | NM                |                                    | 3        | NM                |
| <b>Income from continuing operations before income taxes</b>           | 16                                  | 100      | (84)%             | 280                                | 160      | 75%               |
| Income tax expense   | (55)                                | (40)     | 38%               | (111)                              | (56)     | 98%               |
| <b>(Loss) income from continuing operations</b>                        | (39)                                | 60       | NM                | 169                                | 104      | 63%               |
| Income (loss) from discontinued operations, net of tax                 | 10                                  | (1)      | NM                | (5)                                | 48       | NM                |
| Extraordinary gain on the acquisition of a business, net of tax of nil |                                     |          | NM                | 2                                  |          | NM                |
| <b>Net (loss) income</b>   | (29)                                | 59       | NM                | 166                                | 152      | 9%                |
| Net income attributable to noncontrolling interests                    | (2)                                 | (1)      | 100%              | (17)                               | (3)      | 467%              |
| <b>Net (loss) income attributable to Huntsman International LLC</b>    | (31)                                | 58       | NM                | 149                                | 149      |                   |
| Interest expense, net  | 66                                  | 69       | (4)%              | 197                                | 182      | 8%                |
| Income tax expense from continuing operations                          | 55                                  | 40       | 38%               | 111                                | 56       | 98%               |
| Income tax expense (benefit) from discontinued operations              | 7                                   | (2)      | NM                | (1)                                | 27       | NM                |
| Depreciation and amortization  | 107                                 | 95       | 13%               | 310                                | 279      | 11%               |
| <b>EBITDA(1)</b>   | \$ 204                              | \$ 260   | (22)%             | \$ 766                             | \$ 693   | 11%               |
| Net cash provided by (used in) operating activities                    |                                     |          |                   | 68                                 | (325)    | NM                |
| Net cash used in investing activities                                  |                                     |          |                   | (235)                              | (127)    | 85%               |
| Net cash (used in) provided by financing activities                    |                                     |          |                   | (157)                              | 129      | NM                |
| <b>Other non-GAAP measures:</b>  |                                     |          |                   |                                    |          |                   |
| Adjusted EBITDA(1)   | \$ 345                              | \$ 273   | 26%               | \$ 965                             | \$ 663   | 46%               |
| Adjusted net income(2)   | 111                                 | 84       | 32%               | 346                                | 155      | 123%              |
| Capital expenditures, net of reimbursements(3)                         |                                     |          |                   | 214                                | 98       | 118%              |

NM Not Meaningful

- (1) Our management uses EBITDA and Adjusted EBITDA to assess financial performance. EBITDA is defined as net income (loss) attributable to Huntsman Corporation or Huntsman International LLC, as appropriate, before interest, income taxes, depreciation and amortization.

Table of Contents

Adjusted EBITDA is computed by eliminating the following from EBITDA: unallocated foreign exchange gains; loss on early extinguishment of debt; legal settlements; EBITDA from discontinued operations; acquisition expenses; gain on the sale of assets related to plant closures; expenses associated with the Terminated Merger and related litigation (Huntsman Corporation only); extraordinary gain on the acquisition of a business; gain on consolidation of a variable interest entity and restructuring, impairment and plant closing costs (credits).

EBITDA and Adjusted EBITDA may not necessarily be comparable to other similarly titled measures used by other companies. There are material limitations associated with our use of these measures because they do not reflect overall financial performance, including the effects of interest, income taxes, depreciation and amortization. Our management compensates for the limitations of these measures by using them as a supplement to GAAP results.

For a reconciliation of EBITDA and Adjusted EBITDA to net income attributable to Huntsman Corporation or Huntsman International LLC, as appropriate, see the tables below (dollars in millions):

**Huntsman Corporation**

|   | Three months ended |        | Nine months ended |        |
|---|--------------------|--------|-------------------|--------|
|   | September 30,      |        | September 30,     |        |
|   | 2011               | 2010   | 2011              | 2010   |
| <b>Net (loss) income attributable to Huntsman Corporation</b>         | \$ (34)            | \$ 55  | \$ 142            | \$ (3) |
| Interest expense, net   | 63                 | 64     | 187               | 168    |
| Income tax expense from continuing operations                         | 55                 | 41     | 111               | 46     |
| Income tax expense (benefit) from discontinued operations             | 7                  | (2)    | (1)               | 27     |
| Depreciation and amortization   | 113                | 99     | 327               | 295    |
| <b>EBITDA</b>   | 204                | 257    | 766               | 533    |
| Foreign exchange gains unallocated                                    | (1)                | (2)    | (6)               | (3)    |
| Loss on early extinguishment of debt                                  | 2                  | 7      | 5                 | 169    |
| Gain on consolidation of a variable interest entity                   |                    |        | (12)              |        |
| Legal settlements and related expenses                                | 4                  |        | 38                |        |
| EBITDA from discontinued operations                                   | (17)               | 3      | 6                 | (76)   |
| Acquisition expenses  | 1                  | 1      | 5                 | 2      |
| Gain on sale of assets related to plant closures                      | (3)                |        | (6)               |        |
| Expenses associated with the Terminated Merger and related litigation |                    | 3      |                   | 4      |
| Extraordinary gain on the acquisition of a business                   |                    |        | (2)               |        |
| Restructuring, impairment and plant closing costs (credits):          |                    |        |                   |        |
| Advanced Materials  | 24                 |        | 27                | (2)    |
| Textile Effects   | 128                | 1      | 133               | 16     |
| Pigments  | 2                  | 2      | 9                 | 5      |
| Corporate and other   | 1                  | 1      | 2                 | 5      |
| Total restructuring, impairment and plant closing costs               | 155                | 4      | 171               | 24     |
| <b>Adjusted EBITDA</b>  | \$ 345             | \$ 273 | \$ 965            | \$ 653 |

Table of Contents**Huntsman International**

|   | Three months ended |        | Nine months ended |        |
|---|--------------------|--------|-------------------|--------|
|   | September 30,      |        | September 30,     |        |
|   | 2011               | 2010   | 2011              | 2010   |
| <b>Net (loss) income attributable to Huntsman International</b>     | \$ (31)            | \$ 58  | \$ 149            | \$ 149 |
| Interest expense, net   | 66                 | 69     | 197               | 182    |
| Income tax expense from continuing operations                       | 55                 | 40     | 111               | 56     |
| Income tax expense (benefit) from discontinued operations           | 7                  | (2)    | (1)               | 27     |
| Depreciation and amortization                                       | 107                | 95     | 310               | 279    |
| <b>EBITDA</b>   | 204                | 260    | 766               | 693    |
| Foreign exchange gains unallocated                                  | (1)                | (2)    | (6)               | (3)    |
| Loss on early extinguishment of debt                                | 2                  | 7      | 5                 | 23     |
| Gain on consolidation of a variable interest entity                 |                    |        | (12)              |        |
| Legal settlements and related expenses                              | 4                  |        | 38                |        |
| EBITDA from discontinued operations                                 | (17)               | 3      | 6                 | (76)   |
| Acquisition expenses  | 1                  | 1      | 5                 | 2      |
| Gain on sale of assets related to plant closures                    | (3)                |        | (6)               |        |
| Extraordinary gain on the acquisition of a business                 |                    |        | (2)               |        |
| <b>Restructuring, impairment and plant closing costs (credits):</b> |                    |        |                   |        |
| Advanced Materials  | 24                 |        | 27                | (2)    |
| Textile Effects   | 128                | 1      | 133               | 16     |
| Pigments  | 2                  | 2      | 9                 | 5      |
| Corporate and other   | 1                  | 1      | 2                 | 5      |
| Total restructuring, impairment and plant closing costs             | 155                | 4      | 171               | 24     |
| <b>Adjusted EBITDA</b>  | \$ 345             | \$ 273 | \$ 965            | \$ 663 |

(2)

Our management also uses Adjusted net income (loss) to assess financial performance. Adjusted net income (loss) is computed by eliminating the after-tax amounts related to the following from net income applicable to Huntsman Corporation or Huntsman International, as appropriate: unallocated foreign exchange gains or losses; loss on early extinguishment of debt; legal settlements; discount amortization of settlement financing; income (loss) from discontinued operations; acquisition expenses; gain on sale of assets related to plant closures; expenses associated with the Terminated Merger and related litigation (Huntsman Corporation only); extraordinary gain on the acquisition of a business; gain on consolidation of a variable interest entity; and restructuring, impairment and plant closing costs. The income tax impacts of each aforementioned item was calculated using the statutory rates in the applicable taxing jurisdiction and considering valuation allowances on deferred tax assets in each jurisdiction. Basic adjusted income (loss) per share excludes dilution and is computed by dividing adjusted net income (loss) by the weighted average number of shares outstanding during the period. Diluted income (loss) per share reflects all potential dilutive common shares outstanding during the period and is computed by dividing adjusted net income (loss) by the weighted average number of shares outstanding during the period increased by the number of additional shares that would have been outstanding as dilutive securities.

Adjusted net income (loss) and adjusted income (loss) per share amounts are presented solely as supplemental information.



Table of Contents**Huntsman Corporation**

|  | <b>Three months ended<br/>September 30,</b> |             | <b>Nine months ended<br/>September 30,</b> |             |
|--|---|-------------|--|-------------|
|  | <b>2011</b>                                 | <b>2010</b> | <b>2011</b>                                | <b>2010</b> |
| <b>Net (loss) income attributable to Huntsman Corporation</b>  | \$ (34)                                     | \$ 55       | \$ 142                                     | \$ (3)      |
| Foreign exchange (gains) losses unallocated, net of tax of \$(5) and \$14 for the three months ended, respectively, and \$5 and \$5 for the nine months ended, respectively                            | (6)   | 12          | (1)  | 2           |
| Loss on early extinguishment of debt, net of tax of \$(1) and \$(2) for the three months ended, respectively, and \$(2) and \$(17) for the nine months ended, respectively                             | 1   | 5           | 3  | 152         |
| Gain on consolidation of a variable interest entity, net of tax of \$2 and nil for the nine months ended, respectively   |   |             | (10)                                       |             |
| Legal settlements and related expenses, net of tax of \$(1) and nil for the three months ended, respectively, and \$(14) and nil for the nine months ended, respectively                               | 3   |             | 24   |             |
| Discount amortization of settlement financing, net of tax of \$(3) and \$(2) for the three months ended, respectively, and \$(8) and \$(7) for the nine months ended, respectively                     | 4   | 4           | 13   | 12          |
| (Income) loss from discontinued operations, net of tax of \$7 and \$(2) for the three months ended, respectively, and \$(1) and \$27 for the nine months ended, respectively                           | (10)  | 1           | 5  | (48)        |
| Acquisition expenses, net of tax of nil and \$(1) for the three months ended, respectively, and \$(1) for each of the nine months ended, respectively  | 1   |             | 4  | 1           |
| Gain on sale of assets related to plant closures, net of tax of nil  | (3)   |             | (6)  |             |
| Expenses associated with the Terminated Merger and related litigation, net of tax of nil and \$(1) for the three months ended, respectively, and nil and \$(1) for the nine months ended, respectively |   | 2           |  | 3           |
| Extraordinary gain on acquisition of a business, net of tax of nil   |   |             | (2)  |             |
| Restructuring, impairment and plant closing costs, net of tax of \$(3) and nil for the three months ended, respectively, and \$(4) and \$(1) for the nine months ended, respectively                   | 152   | 4           | 167  | 23          |
| <b>Adjusted net income</b>   | \$ 108                                      | \$ 83       | \$ 339                                     | \$ 142      |
| <b>Weighted average shares-diluted</b>   | 241.3                                       | 241.0       | 242.6                                      | 240.7       |

Table of Contents**Huntsman International**

|  | Three months ended |       | Nine months ended |        |
|--|--------------------|-------|-------------------|--------|
|  | September 30,      |       | September 30,     |        |
|  | 2011               | 2010  | 2011              | 2010   |
| <b>Net (loss) income attributable to Huntsman International</b>  | \$ (31)            | \$ 58 | \$ 149            | \$ 149 |
| Foreign exchange (gains) losses unallocated, net of tax of \$(5) and \$14 for the three months ended, respectively, and \$5 and \$5 for the nine months ended, respectively          | (6)                | 12    | (1)               | 2      |
| Loss on early extinguishment of debt, net of tax of \$(1) and \$(2) for the three months ended, respectively, and \$(2) and \$(7) for the nine months ended, respectively            | 1                  | 5     | 3                 | 16     |
| Gain on consolidation of a variable interest entity, net of tax of \$2 and nil for the nine months ended, respectively   |                    |       | (10)              |        |
| Legal settlements and related expenses, net of tax of \$(1) and nil for the three months ended, respectively, and \$(14) and nil for the nine months ended, respectively             | 3                  |       | 24                |        |
| Discount amortization of settlement financing, net of tax of \$(3) and \$(2) for the three months ended, respectively, and \$(8) and \$(7) for the nine months ended, respectively   | 4                  | 4     | 13                | 12     |
| (Income) loss from discontinued operations, net of tax of \$7 and \$(2) for the three months ended, respectively, and \$(1) and \$27 for the nine months ended, respectively         | (10)               | 1     | 5                 | (48)   |
| Acquisition expenses, net of tax of nil and \$(1) for the three months ended, respectively, and \$(1) for each of the nine months ended, respectively                                | 1                  |       | 4                 | 1      |
| Gain on sale of assets related to plant closures, net of tax of nil  | (3)                |       | (6)               |        |
| Extraordinary gain on acquisition of a business, net of tax of nil   |                    |       | (2)               |        |
| Restructuring, impairment and plant closing costs, net of tax of \$(3) and nil for the three months ended, respectively, and \$(4) and \$(1) for the nine months ended, respectively | 152                | 4     | 167               | 23     |
| <b>Adjusted net income</b>   | \$ 111             | \$ 84 | \$ 346            | \$ 155 |

(3)

Capital expenditures, net of reimbursements represent cash paid for capital expenditures less reimbursements of capital expenditures from insurance settlements, other legal settlements and contributions from noncontrolling shareholders in consolidated entities. During the nine months ended September 30, 2011, capital expenditures of \$217 million were reimbursed in part by \$3 million of proceeds from a settlement by Arabian Amines Company of a dispute with its third party contractors. During the nine months ended September 30, 2010 capital expenditures of \$132 million were reimbursed in part by \$34 million from insurance settlement proceeds. We received \$110 million from the settlement of our insurance claims related to the 2006 fire at our Port Arthur Texas plant, \$34 million of which was considered as a reimbursement of capital expenditures.

**Three Months Ended September 30, 2011 Compared with Three Months Ended September 30, 2010**

For the three months ended September 30, 2011, the net loss attributable to Huntsman Corporation was \$34 million on revenues of \$2,976 million, compared with net income attributable to Huntsman Corporation of \$55 million on revenues of \$2,401 million for the same period of 2010. For the three months ended September 30, 2011, the net loss attributable to Huntsman International LLC was \$31 million on revenues of \$2,976 million, compared with net income attributable to Huntsman

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### Table of Contents

International LLC of \$58 million on revenues of \$2,401 million for the same period of 2010. The change in operating results was the result of the following:

Revenues for the three months ended September 30, 2011 increased by \$575 million, or 24%, as compared with the 2010 period. The increase was due principally to higher average selling prices in all of our segments, offset in part by lower sales volumes in all of our segments except Performance Products. See " Segment Analysis" below.

Our gross profit and the gross profit of Huntsman International for the three months ended September 30, 2011 increased by \$75 million for both, or 18% each, as compared with the 2010 period. The increase resulted from higher gross margins in our Polyurethanes and Pigments segments. See " Segment Analysis" below.

Our operating expenses and the operating expenses of Huntsman International for the three months ended September 30, 2011 increased by \$14 million and \$13 million, or 6% and 5%, respectively, as compared with the 2010 period. Operating expenses increased in the 2011 period due to the impact of \$21 million of higher costs resulting from translating foreign currency amounts to the U.S. dollar, partially offset by lower selling, general and administrative expenses.

Restructuring, impairment and plant closing costs for the three months ended September 30, 2011 increased to \$155 million from \$4 million in the 2010 period. For more information, see "Note 6. Restructuring, Impairment and Plant Closing Costs" to our condensed consolidated financial statements (unaudited).

The loss on early extinguishment of debt for the three months ended September 30, 2011 resulted primarily from the July 25, 2011 repurchase of \$75 million of our 7.375% senior subordinated notes due 2015. The loss on early extinguishment of debt for the three months ended September 30, 2010 resulted from the September 27, 2010 repurchase of €132 million (approximately \$177 million) of 6.875% senior subordinated notes due 2013. For more information, see "Note 7. Debt" to our condensed consolidated financial statements (unaudited).

Expenses associated with the Terminated Merger and related litigation for the three months ended September 30, 2010 consisted primarily of \$3 million of bonuses paid to certain members of the Board of Directors, upon the recommendation of an independent committee of the Board of Directors, for their efforts in connection with the litigation with Hexion and Apollo following the Terminated Merger.

For the three months ended September 30, 2011, our income tax expense increased by \$14 million and Huntsman International's income tax expense increased by \$15 million, as compared with the same period in 2010. Our tax obligations and the tax obligations of Huntsman International are affected by the mix of income and losses in the tax jurisdictions in which we operate. For the three months ended September 30, 2010, we computed our provision for income taxes based on the actual effective tax rate for the year-to-date by applying the discrete method. The discrete method was used to calculate the income tax provision, as the annual effective tax rate was not considered a reliable estimate of year-to-date income tax expense. For the three months ended September 30, 2011, we used the annual effective tax rate method. For further information concerning taxes, see "Note 16. Income Taxes" to our condensed consolidated financial statements (unaudited).

Income from discontinued operations, net of tax, for the three months ended September 30, 2011 was \$10 million compared to loss from discontinued operations, net of tax, of \$1 million in the 2010 period. The increase in income from discontinued operations, net of tax, resulted primarily from the reversal of legal accruals in connection with product defect litigation. See "Note 17. Discontinued Operations" to our condensed consolidated financial statements (unaudited).

Table of Contents**Segment Analysis**

|                      | Three months ended |          | Percent Change |
|----------------------|--------------------|----------|----------------|
|                      | September 30,      |          |                |
|                      | 2011               | 2010     |                |
| <b>Revenues</b>      |                    |          |                |
| Polyurethanes        | \$ 1,209           | \$ 960   | 26%            |
| Performance Products | 846                | 678      | 25%            |
| Advanced Materials   | 349                | 318      | 10%            |
| Textile Effects      | 173                | 190      | (9)%           |
| Pigments             | 455                | 327      | 39%            |
| Eliminations         | (56)               | (72)     | (22)%          |
| Total                | \$ 2,976           | \$ 2,401 | 24%            |

| <b>Huntsman Corporation</b> |        |        |                |
|-----------------------------|--------|--------|----------------|
| <b>Segment EBITDA(1)</b>    |        |        |                |
|                             | 2011   | 2010   | Percent Change |
| Polyurethanes               | \$ 136 | \$ 99  | 37%            |
| Performance Products        | 97     | 101    | (4)%           |
| Advanced Materials          | 2      | 42     | (95)%          |
| Textile Effects             | (157)  | 7      | NM             |
| Pigments                    | 161    | 64     | 152%           |
| Corporate and other         | (52)   | (53)   | (2)%           |
| Subtotal                    | 187    | 260    | (28)%          |
| Discontinued Operations     | 17     | (3)    | NM             |
| Total                       | \$ 204 | \$ 257 | (21)%          |

| <b>Huntsman International</b> |        |        |                |
|-------------------------------|--------|--------|----------------|
| <b>Segment EBITDA(1)</b>      |        |        |                |
|                               | 2011   | 2010   | Percent Change |
| Polyurethanes                 | \$ 136 | \$ 99  | 37%            |
| Performance Products          | 97     | 101    | (4)%           |
| Advanced Materials            | 2      | 42     | (95)%          |
| Textile Effects               | (157)  | 7      | NM             |
| Pigments                      | 161    | 64     | 152%           |
| Corporate and other           | (52)   | (50)   | 4%             |
| Subtotal                      | 187    | 263    | (29)%          |
| Discontinued Operations       | 17     | (3)    | NM             |
| Total                         | \$ 204 | \$ 260 | (22)%          |

(1) For more information, including reconciliation of segment EBITDA to net income (loss) attributable to Huntsman Corporation or Huntsman International, as appropriate, see "Note 19. Operating Segment Information" to our condensed consolidated financial statements (unaudited).

Table of Contents

| Three months ended September 30, 2011 vs. 2010 |                          |                                     |             |                  |
|--|--------------------------|-------------------------------------|-------------|------------------|
|  | Average Selling Price(1) |                                     |             | Sales Volumes(1) |
|  | Local Currency           | Foreign Currency Translation Impact | Mix & Other |                  |
| <b>Period-Over-Period Increase (Decrease)</b>  |                          |                                     |             |                  |
| Polyurethanes                                  | 18%                      |                                     | 5%          | 4%               |
| Performance Products                           | 20%                      |                                     | 5%          |                  |
| Advanced Materials                             | 5%                       |                                     | 7%          | (1)%             |
| Textile Effects                                | (2)%                     |                                     | 6%          | (13)%            |
| Pigments                                       | 38%                      |                                     | 9%          | (8)%             |
| Total Company                                  | 20%                      |                                     | 6%          | 3%               |

| Three months ended<br>September 30, 2011 vs. June 30, 2011 |                          |                                     |             |                  |
|--|--------------------------|-------------------------------------|-------------|------------------|
|  | Average Selling Price(1) |                                     |             | Sales Volumes(1) |
|  | Local Currency           | Foreign Currency Translation Impact | Mix & Other |                  |
| <b>Period-Over-Period Increase (Decrease)</b>              |                          |                                     |             |                  |
| Polyurethanes  | (3)%                     |                                     |             | 1%               |
| Performance Products                                       | (2)%                     |                                     |             | 9%               |
| Advanced Materials   |                          |                                     |             | (4)%             |
| Textile Effects  | (1)%                     |                                     |             | (3)%             |
| Pigments   | 15%                      |                                     |             | (13)%            |
| Total Company  | (1)%                     |                                     |             | (8)%             |

(1) Excludes revenues and sales volumes from tolling arrangements, byproducts and raw materials.

NM Not Meaningful

***Polyurethanes***

The increase in revenues in our Polyurethanes segment for the three months ended September 30, 2011 compared to the same period in 2010 was due to higher average selling prices and higher MDI sales volumes. Average MDI selling prices increased primarily in response to higher raw material costs, improved demand and the strength of European currencies against the U.S. dollar. Average PO/MTBE selling prices increased primarily in response to higher raw material costs. MDI sales volumes increased primarily due to improved demand in the insulation, furniture and automotive sectors but were offset by lower PO/MTBE sales volumes. The increase in segment EBITDA was due to higher contribution margins, partially offset by higher manufacturing and selling, general and administrative costs.

***Performance Products***

The increase in revenues in our Performance Products segment for the three months ended September 30, 2011 compared to the same period in 2010 was primarily due to higher average selling prices. Average selling prices increased across almost all product groups primarily in response to higher raw material costs and the strength of major European currencies against the U.S. dollar. Sales volumes were essentially unchanged as the positive impact from the consolidation of our Sasol-Huntsman maleic anhydride joint venture during the second quarter of 2011 was offset by lower sales volumes of amines and surfactants. The decrease in segment EBITDA was primarily due to a planned maintenance outage at our Port Neches, Texas facility which had an approximately \$8 million negative impact.

Table of Contents

***Advanced Materials***

The increase in revenues in our Advanced Materials segment for the three months ended September 30, 2011 compared to the same period in 2010 was primarily due to higher average selling prices, partially offset by lower sales volumes. Average selling prices increased primarily in response to higher raw material costs and the strength of major European currencies against the U.S. dollar. Sales volumes decreased in our base resins business, partially offset by a modest increase in combined sales volumes in our core formulation systems and specialty components businesses. The decrease in segment EBITDA was primarily due to lower contribution margins, approximately \$7 million of negative foreign currency impact primarily due to the stronger Swiss franc on our manufacturing and selling, general and administrative costs and higher restructuring, impairment and plant closing costs. During the three months ended September 30, 2011 and 2010, our Advanced Materials segment recorded restructuring, impairment and plant closing charges of \$24 million and nil, respectively. For more information concerning restructuring activities, see "Note 6. Restructuring, Impairment and Plant Closing Costs" to our condensed consolidated financial statements (unaudited).

***Textile Effects***

The decrease in revenues in our Textile Effects segment for the three months ended September 30, 2011 compared to the same period in 2010 was due to lower sales volumes, partially offset by higher average selling prices. Sales volumes decreased due to lower customer demand. Average selling prices increased primarily due to the strength of major currencies against the U.S. dollar. Segment EBITDA decreased primarily due to higher restructuring, impairment and plant closing costs, lower sales volumes and approximately \$10 million of negative foreign currency impact primarily due to the stronger Swiss franc on our manufacturing and selling, general and administrative costs. During the three months ended September 30, 2011 and 2010, our Textile Effects segment recorded restructuring, impairment and plant closing charges of \$128 and \$1 million, respectively. For more information concerning restructuring activities, see "Note 6. Restructuring, Impairment and Plant Closing Costs" to our condensed consolidated financial statements (unaudited).

***Pigments***

The increase in revenues in our Pigments segment for three months ended September 30, 2011 compared to the same period in 2010 was due to higher average selling prices offset in part by lower sales volumes. Average selling prices increased in all regions of the world driven principally by higher raw material costs and the strength of major European currencies against the U.S. dollar. Sales volumes decreased primarily due to lower finished goods inventory available for sale and lower global demand. The increase in segment EBITDA in our Pigments segment was primarily due to higher margins, partially offset by lower sales volumes and higher manufacturing and selling, general and administrative expenses.

***Corporate and other Huntsman Corporation***

Corporate and other includes unallocated corporate overhead, unallocated foreign exchange gains and losses, LIFO inventory valuation reserve adjustments, loss on early extinguishment of debt and unallocated restructuring impairment and plant closing costs. For the three months ended September 30, 2011, EBITDA from Corporate and other increased by \$1 million to a loss of \$52 million from a loss of \$53 million for the same period in 2010. The increase in EBITDA from Corporate and other for the three months ended September 30, 2011 resulted primarily from merger related expenses of \$3 million in 2010 and a decrease in loss on early extinguishment of debt of \$5 million (\$2 million of loss in 2011 compared to \$7 million in 2010). For more information regarding the loss on early extinguishment of debt, see "Note 7. Debt Direct and Subsidiary Debt Redemption of Notes and Loss on Early Extinguishment of Debt" to our condensed consolidated financial statements (unaudited). The increase in EBITDA was partially offset by a \$7 million increase in LIFO inventory valuation expense (\$8 million of loss in 2011 compared to \$1 million loss in 2010).

Table of Contents

***Corporate and other Huntsman International***

Corporate and other includes unallocated corporate overhead, unallocated foreign exchange gains and losses, LIFO inventory valuation reserve adjustments, loss on early extinguishment of debt and unallocated restructuring impairment and plant closing costs. For the three months ended September 30, 2011, EBITDA from Corporate and other decreased by \$2 million to a loss of \$52 million from a loss of \$50 million for the same period in 2010. The decrease in EBITDA from Corporate and other for the three months ended September 30, 2011 results primarily from a \$7 million increase in LIFO inventory valuation expense (\$8 million of loss in 2011 compared to \$1 million loss in 2010). The decrease in EBITDA was partially offset by a decrease in loss on early extinguishment of debt of \$5 million (\$2 million of loss in 2011 compared to \$7 million in 2010). For more information regarding the loss on early extinguishment of debt, see "Note 7. Debt Direct and Subsidiary Debt Redemption of Notes and Loss on Early Extinguishment of Debt" to our condensed consolidated financial statements (unaudited).

***Discontinued Operations***

The operating results of our former polymers, base chemicals and Australian styrenics businesses are classified as discontinued operations, and, accordingly, the revenues of these businesses are excluded from revenues for all periods presented. The EBITDA of these former businesses are included in discontinued operations for all periods presented. The income (loss) from discontinued operations represents the operating results, legal costs, partial fire insurance settlement gains and related litigation costs, and restructuring, impairment and plant closing costs and gain (loss) on disposal with respect to our former businesses. The increase in income from discontinued operations, net of tax, resulted primarily from the reversal of legal accruals in connection with product defect litigation. See "Note 17. Discontinued Operations" to our condensed consolidated financial statements (unaudited).

**Nine Months Ended September 30, 2011 Compared with Nine Months Ended September 30, 2010**

For the nine months ended September 30, 2011, the net income attributable to Huntsman Corporation was \$142 million on revenues of \$8,589 million, compared with net loss attributable to Huntsman Corporation of \$3 million on revenues of \$6,838 million for the same period of 2010. For the nine months ended September 30, 2011, the net income attributable to Huntsman International LLC was \$149 million on revenues of \$8,589 million, compared with net income attributable to Huntsman International LLC of \$149 million on revenues of \$6,838 million for the same period of 2010. The increase of \$145 million in net income attributable to Huntsman Corporation and the unchanged net income attributable to Huntsman International LLC was the result of the following items:

Revenues for the nine months ended September 30, 2011 increased by \$1,751 million, or 26%, as compared with the 2010 period. The increase was due principally to higher average selling prices in all of our segments and higher sales volumes in all of our segments except Textile Effects. See " Segment Analysis" below.

Our gross profit and the gross profit of Huntsman International for the nine months ended September 30, 2011 increased by \$370 million and \$371 million, respectively, or 34% each, as compared with the 2010 period. The increase resulted from higher gross margins in all of our segments except Advanced Materials and Textile Effects. See " Segment Analysis" below.

Our operating expenses and the operating expenses of Huntsman International for the nine months ended September 30, 2011 increased by \$80 million and \$90 million, or 11% and 12%, respectively, as compared with the 2010 period. Operating expenses increased by \$48 million in 2011 due to the impact of translating foreign currency amounts to the U.S. dollar and an expense of \$38 million related to legal settlements. Selling, general and administrative expenses

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### Table of Contents

were also higher, partially offset by a \$12 million gain on the consolidation of Sasol-Huntsman and an \$8 million settlement gain recorded by the Arabian Amines Company. For further information, see "Note 5. Variable Interest Entities" to our condensed consolidated financial statements (unaudited).

Restructuring, impairment and plant closing costs for the nine months ended September 30, 2011 increased to \$171 million from \$24 million in the 2010 period. For more information, see "Note 6. Restructuring, Impairment and Plant Closing Costs" to our condensed consolidated financial statements (unaudited).

Equity in income of investment in unconsolidated affiliates for the nine months ended September 30, 2011 decreased to \$6 million from \$20 million in the 2010 period. During the nine months ended September 30, 2010, we recorded a nonrecurring \$18 million credit to equity income of investment in unconsolidated affiliates to appropriately reflect our investment in Sasol-Huntsman. For more information, see "Note 5. Variable Interest Entities" to our condensed consolidated financial statements (unaudited).

Our loss on early extinguishment of debt for the nine months ended September 30, 2011 resulted from the January 18, 2011 repurchase of \$100 million and July 25, 2011 repurchase of \$75 million of our 7.375% senior subordinated notes due 2015. The loss on early extinguishment of debt for the nine months ended September 30, 2010 resulted from the January 11, 2010 repurchase of our 7% convertible notes due 2018 (Huntsman Corporation only), the March 17, 2010 partial redemption of our 6.875% senior subordinated notes due 2013 and our 7.50% senior subordinated notes due 2015, the April 26, 2010 prepayment of \$124 million on Term Loan B and \$40 million on Term Loan C, the June 22, 2010 prepayment of \$110 million on our Senior Credit Facilities, and the September 27, 2010 repurchase of €132 million (approximately \$177 million) of 6.875% senior subordinated notes due 2013. For more information see "Note 7. Debt" to our condensed consolidated financial statements (unaudited).

Expenses associated with the Terminated Merger and related litigation for the nine months ended September 30, 2010 consisted primarily of \$3 million of bonuses paid to certain members of the Board of Directors, upon the recommendation of an independent committee of the Board of Directors, for their efforts in connection with the litigation with Hexion and Apollo following the Terminated Merger.

For the nine months ended September 30, 2011, our income tax expense increased by \$65 million and Huntsman International's income tax expense increased by \$55 million, as compared with the same period in 2010, primarily due to increased pre-tax income. Our tax obligations and the tax obligations of Huntsman International are affected by the mix of income and losses in the tax jurisdictions in which we operate. For the nine months ended September 30, 2010, we computed our provision for income taxes based on the actual effective tax rate for the year-to-date by applying the discrete method. The discrete method was used to calculate the income tax provision, as the annual effective tax rate was not considered a reliable estimate of year-to-date income tax expense. For the nine months ended September 30, 2011, we used the annual effective tax rate method. For further information concerning taxes, see "Note 16. Income Taxes" to our condensed consolidated financial statements (unaudited).

Loss from discontinued operations, net of tax, for the nine months ended September 30, 2011 was \$5 million compared to income from discontinued operations, net of tax of \$48 million in the 2010 period. The decrease in income from discontinued operations resulted principally from a \$110 million pretax gain recognized in the second quarter of 2010 in connection with the final settlement of our insurance claims related to the 2006 fire at our former Port Arthur, Texas plant, and a pretax gain of \$7 million from the settlement of insurance claims related to the 2005 gulf coast storms, offset in part by related income taxes, legal and other costs. For more



## Edgar Filing: HUNTSMAN INTERNATIONAL LLC - Form 10-Q

### Table of Contents

information, see "Note 17. Discontinued Operations" to our condensed consolidated financial statements (unaudited).

### Segment Analysis

|                      | Nine months<br>ended<br>September 30, |                 | Percent<br>Change |
|----------------------|---------------------------------------|-----------------|-------------------|
|                      | 2011                                  | 2010            |                   |
| <b>Revenues</b>      |                                       |                 |                   |
| Polyurethanes        | \$ 3,391                              | \$ 2,659        | 28%               |
| Performance Products | 2,546                                 | 1,963           | 30%               |
| Advanced Materials   | 1,059                                 | 929             | 14%               |
| Textile Effects      | 563                                   | 598             | (6)%              |
| Pigments             | 1,243                                 | 883             | 41%               |
| Eliminations         | (213)                                 | (194)           | 10%               |
| <b>Total</b>         | <b>\$ 8,589</b>                       | <b>\$ 6,838</b> | <b>26%</b>        |

| <b>Huntsman Corporation</b> |               |               |            |
|-----------------------------|---------------|---------------|------------|
| <b>Segment EBITDA(1)</b>    |               |               |            |
| Polyurethanes               | \$ 392        | \$ 220        | 78%        |
| Performance Products        | 325           | 277           | 17%        |
| Advanced Materials          | 69            | 126           | (45)%      |
| Textile Effects             | (175)         |               | NM         |
| Pigments                    | 357           | 139           | 157%       |
| Corporate and other         | (196)         | (305)         | (36)%      |
| <b>Subtotal</b>             | <b>772</b>    | <b>457</b>    | <b>69%</b> |
| Discontinued Operations     | (6)           | 76            | NM         |
| <b>Total</b>                | <b>\$ 766</b> | <b>\$ 533</b> | <b>44%</b> |

| <b>Huntsman International</b> |               |               |            |
|-------------------------------|---------------|---------------|------------|
| <b>Segment EBITDA(1)</b>      |               |               |            |
| Polyurethanes                 | \$ 392        | \$ 220        | 78%        |
| Performance Products          | 325           | 277           | 17%        |
| Advanced Materials            | 69            | 126           | (45)%      |
| Textile Effects               | (175)         |               | NM         |
| Pigments                      | 357           | 139           | 157%       |
| Corporate and other           | (196)         | (145)         | 35%        |
| <b>Subtotal</b>               | <b>772</b>    | <b>617</b>    | <b>25%</b> |
| Discontinued Operations       | (6)           | 76            | NM         |
| <b>Total</b>                  | <b>\$ 766</b> | <b>\$ 693</b> | <b>11%</b> |

(1)

For more information, including reconciliation of segment EBITDA to net income (loss) attributable to Huntsman Corporation or Huntsman International, as appropriate, see "Note 19. Operating Segment Information" to our condensed consolidated financial statements (unaudited).



Table of Contents

## Nine months ended September 2011 vs. 2010

| Period-Over-Period Increase (Decrease) | Average Selling Price(1) |                                     |             |                  |       |
|--|--------------------------|-------------------------------------|-------------|------------------|-------|
|  | Local Currency           | Foreign Currency Translation Impact | Mix & Other | Sales Volumes(1) |       |
| Polyurethanes                          | 18%                      |                                     | 3%          | (4)%             | 11%   |
| Performance Products                   | 20%                      |                                     | 3%          | 1%               | 6%    |
| Advanced Materials                     | 8%                       |                                     | 4%          | 2%               |       |
| Textile Effects                        | 1%                       |                                     | 4%          | (1)%             | (10)% |
| Pigments                               | 33%                      |                                     | 5%          |                  | 3%    |
| Total Company                          | 15%                      |                                     | 4%          | 2%               | 5%    |

(1) Excludes revenues and sales volumes from tolling arrangements and byproducts and raw materials.

NM Not Meaningful

***Polyurethanes***

The increase in revenues in our Polyurethanes segment for the nine months ended September 30, 2011 compared to the same period in 2010 was primarily due to higher average selling prices and higher sales volumes. Average MDI selling prices increased primarily in response to higher raw material costs, improved demand and the strength of European currencies against the U.S. dollar. Average PO/MTBE selling prices increased primarily in response to higher raw material costs and industry supply constraints in the first half of 2011. MDI sales volumes increased primarily in response to improved demand in the insulation, flexible foam and automotive sectors. PO/MTBE sales volumes increased compared to the 2010 period primarily due to the 2010 planned maintenance outage at our Port Neches, Texas facility. The increase in segment EBITDA was primarily due to higher sales volumes and contribution margins, partially offset by higher manufacturing and selling, general and administrative costs. Segment EBITDA in the 2010 period was also negatively impacted by an estimated \$40 million as a result of the planned maintenance outage at our Port Neches, Texas facility.

***Performance Products***

The increase in revenues in our Performance Products segment for the nine months ended September 30, 2011 compared to the same period in 2010 was primarily due to higher average selling prices and higher sales volumes. Average selling prices increased across almost all product groups principally in response to higher raw material costs and the strength of major European currencies against the U.S. dollar. Sales volumes increased mainly due to higher demand for ethyleneamines and EG, offset by lower sales of amines and European surfactants. In addition, sales volumes increased as a result of the consolidation of the Sasol-Huntsman joint venture in April 2011. The increase in segment EBITDA was primarily due to higher sales volumes and higher margins as selling prices increased faster than raw material prices, partially offset by increased fixed costs. In addition, in the nine months ended September 30, 2011, we recorded a gain of \$12 million in connection with the consolidation of the Sasol-Huntsman joint venture and, in the nine months ended September 30, 2010, we recorded a nonrecurring \$18 million credit to appropriately reflect our investment in the Sasol-Huntsman joint venture.

***Advanced Materials***

The increase in revenues in our Advanced Materials segment for the nine months ended September 30, 2011 compared to the same period in 2010 was due to higher average selling prices and higher sales volumes. Average selling prices increased in all regions and across the entire product portfolio in response to higher raw material costs and the strength of major European currencies

Table of Contents

against the U.S. dollar. Sales volumes increased in Europe and the Asia-Pacific region while sales volumes decreased in the Americas, primarily as a result of raw material constraints for base resins. The decrease in segment EBITDA was primarily due to lower margins, the impact of stronger major European currencies against the U.S. dollar, higher manufacturing and selling, general and administrative costs and higher restructuring, impairment and plant closing costs, offset in part by higher contribution margins. During the nine months ended September 30, 2011 and 2010, our Advanced Materials segment recorded restructuring, impairment and plant closing charges (credits) of \$27 million and \$(2) million, respectively. For more information concerning restructuring activities, see "Note 6. Restructuring, Impairment and Plant Closing Costs" to our condensed consolidated financial statements (unaudited).

*Textile Effects*

The decrease in revenues in our Textile Effects segment for the nine months ended September 30, 2011 compared to the same period in 2010 was due to lower sales volumes, partially offset by higher average selling prices. Sales volumes decreased due to weak retail demand and customer manufacturing constraints. Average selling prices increased primarily in response to higher raw material costs and from the impact of stronger major international currencies against the U.S. dollar. The decrease in segment EBITDA was primarily due to higher restructuring, impairment and plant closing costs, lower sales volumes and the negative foreign currency impact of a stronger Swiss franc against the U.S. dollar on our manufacturing and selling, general and administrative costs. During the nine months ended September 30, 2011 and 2010, our Textile Effects segment recorded restructuring, impairment and plant closing charges of \$133 million and \$16 million, respectively. For more information concerning restructuring activities, see "Note 6. Restructuring, Impairment and Plant Closing Costs" to our condensed consolidated financial statements (unaudited).

*Pigments*

The increase in revenues in our Pigments segment for nine months ended September 30, 2011 compared to the same period in 2010 was due to higher average selling prices and higher sales volumes. Average selling prices increased in all regions of the world driven principally by higher raw material costs, stronger overall market demand and the strength of major European currencies against the U.S. dollar. Sales volumes increased primarily due to increased global demand. The increase in segment EBITDA was primarily due to higher margins and higher sales volumes, partially offset by higher manufacturing and selling, general and administrative costs and higher restructuring, impairment and plant closing costs. During the nine months ended September 30, 2011 and 2010, our Pigments segment recorded restructuring, impairment and plant closing charges of \$9 million and \$5 million, respectively. For more information concerning restructuring activities, see "Note 6. Restructuring, Impairment and Plant Closing Costs" to our condensed consolidated financial statements (unaudited).

*Corporate and other Huntsman Corporation*

Corporate and other includes unallocated corporate overhead, unallocated foreign exchange gains and losses, LIFO inventory valuation reserve adjustments, loss on early extinguishment of debt and unallocated restructuring impairment and plant closing costs. For the nine months ended September 30, 2011, EBITDA from Corporate and other increased by \$109 million to a loss of \$196 million from a loss of \$305 million for the same period in 2010. The increase in EBITDA from Corporate and other for the nine months ended September 30, 2011 resulted primarily from a decrease in loss on early extinguishment of debt of \$164 million (\$5 million of loss in 2011 compared to \$169 million in 2010). For more information regarding the loss on early extinguishment of debt, see "Note 7. Debt Direct and Subsidiary Debt Redemption of Notes and Loss on Early Extinguishment of Debt" to our condensed consolidated financial statements (unaudited). The increase to EBITDA was partially offset

Table of Contents

by \$34 million of higher expenses related to legal claims in connection with certain antitrust matters in 2011 and a \$17 million increase in LIFO inventory valuation expense (\$27 million of loss in 2011 compared to \$10 million loss in 2010). For more information, see "Note 13. Commitments and Contingencies - Legal Matters - Antitrust Matters" to our condensed consolidated financial statements (unaudited).

***Corporate and other - Huntsman International***

Corporate and other includes unallocated corporate overhead, unallocated foreign exchange gains and losses, LIFO inventory valuation reserve adjustments, loss on early extinguishment of debt, unallocated restructuring impairment and plant closing costs and gain and loss on the disposition of assets. For the nine months ended September 30, 2011, EBITDA from Corporate and other decreased by \$51 million to a loss of \$196 million from a loss of \$145 million for the same period in 2010. The decrease in EBITDA from Corporate and other for the nine months ended September 30, 2011 resulted primarily from \$34 million of higher expenses related to legal claims in connection with certain antitrust matters and an \$17 million increase in LIFO inventory valuation expense (\$27 million of loss in 2011 compared to \$10 million loss in 2010). For more information, see "Note 13. Commitments and Contingencies - Legal Matters - Antitrust Matters" to our condensed consolidated financial statements (unaudited).

***Discontinued Operations***

The operating results of our former polymers, base chemicals and Australian styrenics businesses are classified as discontinued operations, and, accordingly, the revenues of these businesses are excluded from revenues for all periods presented. The EBITDA of these former businesses are included in discontinued operations for all periods presented. The income (loss) from discontinued operations represents the operating results, legal costs, partial fire insurance settlement gains and related litigation costs, and restructuring, impairment and plant closing costs and gain (loss) on disposal with respect to our former businesses. During the second quarter of 2010 we recognized a \$110 million pretax gain in connection with the final settlement of our insurance claims related to the 2006 fire at our former Port Arthur, Texas plant, offset in part by related income taxes and legal and other costs. See "Note 17. Discontinued Operations" to our condensed consolidated financial statements (unaudited).

**LIQUIDITY AND CAPITAL RESOURCES**

The following is a discussion of our liquidity and capital resources and does not include separate information with respect to Huntsman International in accordance with General Instructions H(1)(a) and (b) of Form 10-Q.

**Cash**

Net cash provided by (used in) operating activities for the nine months ended September 30, 2011 and 2010 was \$25 million and \$(350) million, respectively. The increase in cash provided by operating activities during the nine months ended September 30, 2011 compared to the same period in 2010 was primarily attributable to an increase in operating income as described in "Results of Operations" above and to a \$364 million favorable variance in operating assets and liabilities for the nine months ended September 30, 2011 as compared with the same period in 2010. Upon the adoption of new accounting guidance on January 1, 2010, sales of accounts receivable under our A/R Programs no longer meet the criteria for derecognition and off-balance sheet treatment. Accordingly, the amounts outstanding under our A/R Programs are accounted for as secured borrowings and were included on our balance sheet. As a result of the adoption of this new guidance, accounts receivable increased by \$254 million and a corresponding increase in cash used in operating activities was reflected in our

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## Table of Contents

condensed consolidated statement of cash flows (unaudited) for the nine months ended September 30, 2010.

Net cash used in investing activities for the nine months ended September 30, 2011 and 2010 was \$200 million and \$85 million, respectively. During the nine months ended September 30, 2011 and 2010, we paid \$217 million and \$132 million, respectively, for capital expenditures. During the nine months ended September 30, 2011, we paid \$23 million for the Laffans Acquisition. On April 1, 2011, we began consolidating the Sasol-Huntsman joint venture and assumed its cash balance of \$28 million. During the nine months ended September 30, 2010, we received proceeds of \$110 million from the settlement of our insurance claims related to the 2006 fire at our former Port Arthur, Texas facility, \$34 million of which was reflected in our condensed consolidated statement of cash flows (unaudited) as investing activities.

Net cash used in financing activities for the nine months ended September 30, 2011 was \$335 million as compared with \$314 million in the 2010 period. This increase in net cash used in financing activities was primarily due to the repurchase of \$50 million of common stock in the third quarter of 2011 and by the on-balance sheet treatment of our A/R Programs in 2010, offset in part by a \$154 million reduction in call premiums paid related to early extinguishment of debt in 2010 and higher net repayments of debt in the 2010 period as compared to the 2011 period. For more information regarding the call premiums paid, see "Note 7. Debt Direct and Subsidiary Debt Redemption of Notes and Loss on Early Extinguishment of Debt" to our condensed consolidated financial statements (unaudited). For more information regarding the repurchase of common stock, see "Note 11. Huntsman Corporation Stockholders' Equity Share Repurchase Program" to our condensed consolidated financial statements (unaudited).

## Changes in Financial Condition

The following information summarizes our working capital position (dollars in millions):

|                                  | Less:<br>Laffans<br>Acquisition<br>and<br>Consolidation<br>of |                   |                 | December 31,<br>2010 | Increase<br>(Decrease) | Percent<br>Change |
|----------------------------------|---|-------------------|-----------------|----------------------|------------------------|-------------------|
|                                  | September 30,<br>2011   | Sasol-Huntsman(1) | Subtotal        |                      |                        |                   |
| Cash and cash equivalents        | \$ 453  | \$ (28)           | \$ 425          | \$ 966               | \$ (541)               | (56)%             |
| Restricted cash                  | 6   |                   | 6               | 7                    | (1)                    | (14)%             |
| Accounts receivable, net         | 1,776   | (37)              | 1,739           | 1,428                | 311                    | 22%               |
| Inventories                      | 1,687   | (8)               | 1,679           | 1,396                | 283                    | 20%               |
| Prepaid expenses                 | 58  |                   | 58              | 46                   | 12                     | 26%               |
| Deferred income taxes            | 2   |                   | 2               | 1                    | 1                      | 100%              |
| Other current assets             | 292   | (2)               | 290             | 164                  | 126                    | 77%               |
| <b>Total current assets</b>      | <b>4,274</b>  | <b>(75)</b>       | <b>4,199</b>    | <b>4,008</b>         | <b>191</b>             | <b>5%</b>         |
| Accounts payable                 | 977   | (22)              | 955             | 887                  | 68                     | 8%                |
| Accrued liabilities              | 732   | (2)               | 730             | 628                  | 102                    | 16%               |
| Deferred income taxes            | 19  |                   | 19              | 19                   |                        |                   |
| Current portion of debt          | 230   | (3)               | 227             | 519                  | (292)                  | (56)%             |
| <b>Total current liabilities</b> | <b>1,958</b>  | <b>(27)</b>       | <b>1,931</b>    | <b>2,053</b>         | <b>(122)</b>           | <b>(6)%</b>       |
| <b>Working capital</b>           | <b>\$ 2,316</b>   | <b>\$ (48)</b>    | <b>\$ 2,268</b> | <b>\$ 1,955</b>      | <b>\$ 313</b>          | <b>16%</b>        |

- 
- (1) Represents opening balance sheet amounts related to the Laffans Acquisition and the consolidation of the Sasol-Huntsman joint venture.

Table of Contents

Excluding the effects of the Laffans Acquisition and the consolidation of the Sasol-Huntsman joint venture, our working capital increased by \$313 million as a result of the net impact of the following significant changes:

The decrease in cash and cash equivalents of \$541 million resulted from the matters identified in the condensed consolidated statements of cash flows (unaudited).

Accounts receivable increased by \$311 million mainly due higher sales.

Inventories increased by \$283 million mainly due to higher raw material costs.

Other current assets increased by \$126 million mainly due to higher receivables relating to indemnity protection under our insurance programs, higher taxes receivable and higher bank accepted drafts with maturities greater than 90 days from receipt.

The increase in accounts payable of \$68 million was primarily due to higher raw materials costs.

The increase in accrued liabilities of \$102 million resulted primarily from higher legal accruals, higher restructuring accruals and higher income taxes payable.

Current portion of debt decreased by \$292 million due to the April 2011 refinancing our A/R Programs resulting in the reclassification of \$223 million from current portion of debt to long-term debt as of September 30, 2011.

**DIRECT AND SUBSIDIARY DEBT**

Huntsman Corporation's direct debt and guarantee obligations consist of the following: guarantees of certain debt of HPS (our Chinese MDI joint venture); a guarantee of certain obligations of Arabian Amines Company (our consolidated ethyleneamines manufacturing joint venture in Jubail, Saudi Arabia); a guarantee of certain debt and other obligations of certain of our Australian subsidiaries; and certain indebtedness incurred from time to time to finance certain insurance premiums.

Substantially all of our other debt, including the facilities described below, has been incurred by our subsidiaries (primarily Huntsman International); such subsidiary debt is nonrecourse to us and we have no contractual obligation to fund our subsidiaries' respective operations.

**Senior Credit Facilities**

As of September 30, 2011, our Senior Secured Credit facilities consisted of our Revolving Facility, our Term Loan B, our Term Loan C and our Extended Term Loan B as follows (dollars in millions):

| Facility             | Committed Amount | Principal Outstanding | Carrying Value | Interest Rate            | Maturity |
|----------------------|------------------|-----------------------|----------------|--------------------------|----------|
| Revolving Facility   | \$ 300           | \$                    | (1)\$          | (1) USD LIBOR plus 3.00% | 2014(2)  |
| Term Loan B          | NA               | \$ 652                | \$ 652         | USD LIBOR plus 1.50%     | 2014(2)  |
| Term Loan C          | NA               | \$ 427                | \$ 392         | USD LIBOR plus 2.25%     | 2016(2)  |
| Extended Term Loan B | NA               | \$ 650                | \$ 650         | USD LIBOR plus 2.50%     | 2017(2)  |

(1)



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We had no borrowings outstanding under our Revolving Facility; we had approximately \$25 million (U.S. dollar equivalents) of letters of credit and bank guarantees issued and outstanding under our Revolving Facility.

(2)

The Revolving Facility matures in March 2014, but is subject to optional extensions from time to time with the consent of the lenders and subject to certain specified conditions and exceptions. Notwithstanding the stated maturity dates, the maturities of the Revolving Facility and Term Loan B will accelerate if we do not repay, or refinance, all but \$100 million of Huntsman International's outstanding debt securities on or before three months prior to the maturity dates of

## Edgar Filing: HUNTSMAN INTERNATIONAL LLC - Form 10-Q

### Table of Contents

such debt securities. The maturity of the Extended Term Loan B will also accelerate if we do not repay, refinance or have a minimum level of liquidity available to enable us to refinance or repay our outstanding 5.50% senior notes due 2016 at least three months prior to the maturity date of such notes.

Our obligations under the Senior Credit Facilities are guaranteed by our guarantor subsidiaries, which consist of substantially all of our domestic subsidiaries and certain of our foreign subsidiaries, and are secured by a first priority lien on substantially all of our domestic property, plant and equipment, the stock of all of our material domestic subsidiaries and certain foreign subsidiaries and pledges of intercompany notes between certain of our subsidiaries.

### **Amendments to Senior Credit Facilities**

On March 7, 2011, Huntsman International entered into a sixth amendment to its credit agreement. The amendment, among other things, extended \$650 million of aggregate principal of Term Loan B to a stated maturity of April 2017. As noted in the table above, after the amendment, as of September 30, 2011, we have \$652 million outstanding on Term Loan B with a maturity of April 2014 and \$650 million outstanding on Extended Term Loan B with a maturity of April 2017. The amendment increased the interest rate margin with respect to Extended Term Loan B by 1.0%.

Extended Term Loan B will amortize in an amount equal to 1.0% of the principal amount, payable annually commencing on March 31, 2012. The amendment also grants Huntsman International the right to request an extension of the remaining principal balance of Term Loan B to the stated maturity date of Extended Term Loan B.

### **A/R Programs**

Our A/R Programs are structured so that we grant a participating undivided interest in certain of our trade receivables to a U.S. SPE and an EU SPE. We retain the servicing rights and a retained interest in the securitized receivables. Information regarding the A/R Programs as of September 30, 2011 is as follows (monetary amounts in millions):

| Facility         | Maturity   | Maximum Funding Availability(1) | Amount Outstanding            | Interest Rate(2)                      |
|------------------|------------|---------------------------------|-------------------------------|---------------------------------------|
| U.S. A/R Program | April 2014 | \$250                           | \$90                          | Applicable rate(3) plus 1.50% - 1.65% |
| EU A/R Program   | April 2014 | €225<br>(approximately \$306)   | €114<br>(approximately \$155) | Applicable rate(3) plus 2.0%          |

- (1) The amount of actual availability under the A/R Programs may be lower based on the level of eligible receivables sold, changes in the credit ratings of our customers, customer concentration levels, and certain characteristics of the accounts receivable being transferred, as defined in the applicable agreements.
- (2) Each interest rate is defined in the applicable agreements. In addition, the U.S. SPE and the EU SPE are obligated to pay unused commitment fees to the lenders based on the amount of each lender's commitment.
- (3) Applicable rate for the U.S. A/R Program is defined by the lender as either USD LIBOR or CP rate. Applicable rate for the EU A/R Program is either GBP LIBOR, USD LIBOR or EURIBOR.

As of September 30, 2011, \$710 million of accounts receivable were pledged as collateral under the A/R Programs.

### **Amendments to A/R Programs**

On April 15, 2011, Huntsman International entered into an amendment to the EU A/R Program. This amendment, among other things, extended the scheduled commitment termination date of the program to April 2014, added an additional lender to the program and reduced the applicable margin on borrowings to 2.0%.



Table of Contents

On April 18, 2011, Huntsman International entered into an amendment to the U.S. A/R Program. This amendment, among other things, extended the scheduled commitment termination date of the program to April 2014, added an additional lender to the program and reduced the applicable margin on borrowings to a range of 1.50% to 1.65%.

**Redemption of Notes and Loss on Early Extinguishment of Debt**

During the nine months ended September 30, 2011 and 2010, we redeemed or repurchased the following notes (monetary amounts in millions):

| <b>Date of Redemption</b>             | <b>Notes</b>                              | <b>Principal Amount of Notes Redeemed</b> | <b>Amount Paid (Excluding Accrued Interest)</b> | <b>Loss on Early Extinguishment of Debt</b> |
|---------------------------------------|---|---|---|---|
| Three months ended September 30, 2011 | 6.875% Senior Subordinated Notes due 2013 | €14<br>(approximately \$19)               | €14<br>(approximately \$19)                     |   |
| Three months ended September 30, 2011 | 7.5% Senior Subordinated Notes due 2015   | €12<br>(approximately \$17)               | €12<br>(approximately \$17)                     |   |
| July 25, 2011                         | 7.375% Senior Subordinated Notes due 2015 | \$75                                      | \$77  | \$ 2  |
| January 18, 2011                      | 7.375% Senior Subordinated Notes due 2015 | \$100                                     | \$102   | \$ 3  |
| September 27, 2010                    | 6.875% Senior Subordinated Notes due 2013 | €132<br>(approximately \$177)             | €137<br>(approximately \$183)                   | \$ 7  |
| March 17, 2010                        | 6.875% Senior Subordinated Notes due 2013 | €184<br>(approximately \$253)             | €189<br>(approximately \$259)                   | \$ 7  |
| March 17, 2010                        | 7.50% Senior Subordinated Notes due 2015  | €59<br>(approximately \$81)               | €59<br>(approximately \$81)                     | \$ 2  |
| January 11, 2010(1)                   | 7.00% Convertible Notes due 2018          | \$250                                     | \$382   | \$ 146                                      |

(1)

The convertible notes due 2018 were issued to Apollo in December 2008 as part of a settlement agreement with Apollo. These convertible notes, which would have matured on December 23, 2018, bore interest at the rate of 7% per year and were convertible into approximately 31.8 million shares of our common stock at any time by the holders.

For the nine months ended September 30, 2011, we and Huntsman International recorded a loss on early extinguishment of debt of \$5 million. For the nine months ended September 30, 2010, we had a loss on early extinguishment of \$169 million, which included \$7 million of loss on early extinguishment of debt on the prepayment of our term loans, and Huntsman International recorded a loss on early extinguishment of debt of \$23 million, which included the \$7 million of loss on early extinguishment of debt on the prepayment of our term loans.

Table of Contents

**Variable Interest Entity Debt**

On April 1, 2011 we began consolidating Sasol-Huntsman which was previously accounted for under the equity method. See "Note 5. Variable Interest Entities" to our condensed consolidated financial statements (unaudited). Sasol-Huntsman has a facility agreement for a €77 million (approximately \$105 million) term loan facility and a €5 million (approximately \$7 million) revolving facility. As of September 30, 2011, Sasol-Huntsman had no borrowings under the revolving facility and had €76 million (approximately \$103 million) outstanding under the term loan facility.

The facility will be repaid over 15 semiannual installments, beginning December 2011, with final repayment scheduled for December 2018. Obligations under the facility agreement are secured by, among other things, a first priority right on the property, plant and equipment of Sasol-Huntsman.

As of September 30, 2011, Arabian Amines Company had \$203 million outstanding under its loan commitments and debt financing arrangements.

**Other Debt**

During the nine months ended September 30, 2011, HPS repaid \$2 million and RMB 118 million (approximately \$19 million) of term loans and working capital loans under its secured facilities. In addition, during the nine months ended September 30, 2011, HPS refinanced RMB 38 million (approximately \$6 million) and borrowed an additional RMB 116 million (approximately \$18 million) in working capital loans with maturity in 2014. The interest rate on these facilities is LIBOR plus 0.48% for U.S. dollar borrowings and 90% of the Peoples Bank of China rate for RMB borrowings. As of September 30, 2011, HPS had \$14 million in U.S. dollar borrowings and RMB 478 million (approximately \$75 million) term loan and working capital borrowings under these secured facilities.

As of September 30, 2011, HPS also had RMB 499 million (approximately \$78 million) outstanding under a loan facility for issuing working capital loans and for discounting commercial drafts with recourse.

As of September 30, 2011, our Australian subsidiary has A\$27 million (approximately \$27 million) outstanding under its credit facility. The credit facility is comprised of a revolving facility with A\$14 million (approximately \$14 million) outstanding and a term facility with A\$14 million (approximately \$13 million) outstanding. On September 1, 2011, our Australian subsidiary entered into an amendment with the lender to modify certain terms of the credit facility. As of September 30, 2011, our Australian subsidiary was in compliance with its financial covenants.

During the third quarter of 2011, we incurred other debt related to the financing of our insurance premiums in connection with our annual renewal in July 2011. As of September 30, 2011, the outstanding amount of financed insurance premiums was \$24 million, all of which was classified as Current portion of debt on the accompanying condensed consolidated balance sheets (unaudited).

**Note Payable from Huntsman International to Huntsman Corporation**

As of September 30, 2011, we have a loan of \$640 million to our subsidiary, Huntsman International. The Intercompany Note is unsecured and \$100 million of the outstanding amount is classified as current as of September 30, 2011 and December 31, 2010, respectively, on the accompanying condensed consolidated balance sheets (unaudited). As of September 30, 2011, under the terms of the Intercompany Note, Huntsman International promises to pay us interest on the unpaid principal amount at a rate per annum based on the previous monthly average borrowing rate obtained under our U.S. A/R Programs, less ten basis points (provided that the rate shall not exceed an amount that is 25 basis points less than the monthly average borrowing rate obtained for the U.S. LIBOR-based borrowings under our Revolving Facility).

Table of Contents

**Compliance with Covenants**

We believe that we are in compliance with the covenants contained in the agreements governing our material debt instruments, including our Senior Credit Facilities, our A/R Programs and our notes.

Our Senior Credit Facilities are subject to a single financial covenant which applies only to the Revolving Facility and is tested at the Huntsman International level. The Leverage Covenant is applicable only if borrowings, letters of credit or guarantees are outstanding under the Revolving Facility (cash collateralized letters of credit or guarantees are not deemed outstanding). The Leverage Covenant is a net senior secured leverage ratio covenant which requires that Huntsman International's ratio of senior secured debt to EBITDA (as defined in the applicable agreement) is not more than 3.75 to 1.

If in the future Huntsman International failed to comply with the Leverage Covenant, then we may not have access to liquidity under our Revolving Facility. If Huntsman International failed to comply with the Leverage Covenant at a time when we had uncollateralized loans or letters of credit outstanding under the Revolving Facility, Huntsman International would be in default under the Senior Credit Facilities, and, unless Huntsman International obtained a waiver or forbearance with respect to such default (as to which we can provide no assurance), Huntsman International could be required to pay off the balance of the Senior Credit Facilities in full, and we may not have further access to such facilities.

The agreements governing our A/R Programs also contain certain receivable performance metrics. Any material failure to meet the applicable A/R Programs' metrics in the future could lead to an early termination event under the A/R Programs, which could require us to cease our use of such facilities, prohibiting us from additional borrowings against our receivables or, at the discretion of the lenders, requiring that we repay the A/R Programs in full. An early termination event under the A/R Programs would also constitute an event of default under our Senior Credit Facilities, which could require us to pay off the balance of the Senior Credit Facilities in full and could result in the loss of our Senior Credit Facilities.

**SHORT-TERM AND LONG-TERM LIQUIDITY**

We depend upon our cash, credit facilities, A/R Programs and other debt instruments to provide liquidity for our operations and working capital needs. As of September 30, 2011, we had \$1,024 million of combined cash and unused borrowing capacity, consisting of \$459 million in cash and restricted cash, \$275 million in availability under our Revolving Facility, and \$290 million in availability under our A/R Programs.

Our liquidity can be significantly impacted by various factors. The following matters had, or are expected to have, a significant impact on our liquidity:

Our accounts receivable and inventory, net of accounts payable, increased by approximately \$506 million during the nine months ended September 30, 2011, as reflected in our condensed consolidated statement of cash flows (unaudited). We expect volatility in our working capital components to continue.

On September 8, 2009, we announced the closure of our styrenics facility located at West Footscray, Australia. We ceased the Australian styrenics operations during the first quarter of 2010. As of September 30, 2011, we had restructuring accruals of \$6 million and environmental remediation accruals of \$34 million. We can provide no assurance that the eventual environmental remediation costs will not be materially different from our current estimate. The plant closure and environmental remediation costs are expected to be funded as they are incurred over the next several years.

Table of Contents

During the nine months ended September 30, 2011, we made contributions to our pension and postretirement benefit plans of \$132 million. During the remainder of 2011, we expect to contribute an additional amount of approximately \$31 million to these plans.

During the nine months ended September 30, 2011 Huntsman International redeemed \$175 million of its 7.375% senior subordinated notes due 2015, €14 million (approximately \$19 million) of its 6.875% senior subordinated notes due 2013 and €12 million (approximately \$17 million) of its 7.50% senior subordinated notes due 2015. In the future we may retire additional amounts of our debt securities in open market purchases, privately negotiated transactions, tender offers, redemptions or otherwise.

On September 27, 2011, we announced plans to implement a significant restructuring of our Textile Effects business, including a potential closure of our production facilities and business support offices in Basel, Switzerland. In connection with this plan during the third quarter of 2011, we recorded a restructuring accrual of \$73 million for probable workforce reduction and a noncash \$53 million charge for the impairment of long-lived assets at our Basel, Switzerland manufacturing facility. In addition, we expect to accrue additional restructuring and plant closing costs of approximately \$31 million through 2013. We would expect to make cash payments of \$104 million for restructuring costs in the next several years. In addition, we expect to spend approximately \$20 million for capital expenditures related to this restructuring program over the next several years.

On August 5, 2011, we announced that our Board of Directors has authorized our Company to repurchase up to \$100 million in shares of our common stock. During the third quarter of 2011, we acquired approximately four million shares of our outstanding common stock for approximately \$50 million under the repurchase program. As of September 30, 2011, there remained approximately \$50 million of the amount authorized under the program that could be used for stock repurchases. These repurchases may be commenced or suspended from time to time without prior notice.

As of September 30, 2011, we had \$230 million classified as current portion of debt which consists of certain scheduled term payments and various short-term facilities, including an HPS borrowing facility in China with \$78 million outstanding, a portion of our Australian credit facilities with \$18 million classified as current, our scheduled Senior Credit Facilities amortization payments in 2012 totaling \$18 million, \$24 million related to the annual financing of our insurance premiums, and certain other short term facilities and scheduled amortization payments totaling \$92 million. Although we cannot provide assurances, we intend to renew, repay or extend these short-term facilities in the current period.

**Capital Expenditures**

During 2011, we expect to spend approximately \$350 million on capital expenditures. We expect to fund capital expenditures through a combination of available cash and cash flows from operations.

**RESTRUCTURING, IMPAIRMENT AND PLANT CLOSING COSTS**

For a discussion of restructuring, impairment and plant closing costs, see "Note 6. Restructuring, Impairment and Plant Closing Costs" to our condensed consolidated financial statements (unaudited).

**LEGAL PROCEEDINGS**

For a discussion of legal proceedings, see "Note 13. Commitments and Contingencies Legal Matters," "Note 14. Environmental, Health and Safety Matters Remediation Liabilities" and

Table of Contents

"Note 17. Discontinued Operations Australian Styrenics Business Shutdown" to our condensed consolidated financial statements (unaudited).

**ENVIRONMENTAL, HEALTH AND SAFETY MATTERS**

For a discussion of environmental, health and safety matters, see "Note 14. Environmental, Health and Safety Matters" to our condensed consolidated financial statements (unaudited).

**RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

For a discussion of recently issued accounting pronouncements, see "Note 2. Recently Issued Accounting Pronouncements" to our condensed consolidated financial statements (unaudited).

**CRITICAL ACCOUNTING POLICIES**

Our critical accounting policies are presented in Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2010.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

We are exposed to market risks, such as changes in interest rates, foreign exchange rates and commodity pricing risks. From time to time, we enter into transactions, including transactions involving derivative instruments, to manage certain of these exposures.

All derivatives, whether designated in hedging relationships or not, are recorded on our balance sheet at fair value. If the derivative is designated as a fair value hedge, the changes in the fair value of the derivative and the hedged items are recognized in earnings. If the derivative is designated as a cash flow hedge, changes in the fair value of the derivative are recorded in accumulated other comprehensive (loss) income, to the extent effective, and will be recognized in the income statement when the hedged item affects earnings. To the extent applicable, we perform effectiveness assessments in order to use hedge accounting at each reporting period. For a derivative that does not qualify as a hedge, changes in fair value are recognized in earnings.

We also hedge our net investment in certain European operations. Changes in the fair value of the hedge in the net investment of certain European operations are recorded in accumulated other comprehensive (loss) income.

Our cash flows and earnings are subject to fluctuations due to exchange rate variation. Our revenues and expenses are denominated in various foreign currencies. From time to time, we may enter into foreign currency derivative instruments to minimize the short-term impact of movements in foreign currency rates. Where practicable, we generally net multicurrency cash balances among our subsidiaries to help reduce exposure to foreign currency exchange rates. Certain other exposures may be managed from time to time through financial market transactions, principally through the purchase of spot or forward foreign exchange contracts (generally with maturities of one year or less). We do not hedge our foreign currency exposures in a manner that would eliminate the effect of changes in exchange rates on our cash flows and earnings. As of September 30, 2011, we had approximately \$275 million in notional amount (in U.S. dollar equivalents) outstanding in forward foreign currency contracts.

On December 9, 2009, we entered into a five-year interest rate contract to hedge the variability caused by monthly changes in cash flow due to associated changes in LIBOR under our Senior Credit Facilities. The notional value of the contract is \$50 million and was designated as a cash flow hedge. The effective portion of the changes in the fair value of the swap was recorded in other comprehensive loss. We will pay a fixed 2.6% on the hedge and receive the one-month LIBOR rate. As of



Table of Contents

September 30, 2011, the fair value of the hedge was \$3 million and was recorded in other noncurrent liabilities on the accompanying condensed consolidated balance sheets (unaudited).

On January 19, 2010, we entered into a five-year interest rate contract to hedge the variability caused by monthly changes in cash flow due to associated changes in LIBOR under our Senior Credit Facilities. The notional value of the contract is \$50 million and was designated as a cash flow hedge. The effective portion of the changes in the fair value of the swap was recorded in other comprehensive loss. We will pay a fixed 2.8% on the hedge and receive the one-month LIBOR rate. As of September 30, 2011, the fair value of the hedge was \$3 million and was recorded in other noncurrent liabilities on the accompanying condensed consolidated balance sheets (unaudited).

On September 1, 2011, we entered into a \$50 million forward interest rate contract that will begin in December 2014 with maturity in April 2017 and a \$50 million forward interest rate contract that will begin in January 2015 with maturity in April 2017. These two forward contracts are to hedge the variability caused by monthly changes in cash flow due to associated changes in LIBOR under our Senior Credit Facilities once our existing interest rate hedges mature. These swaps are designated as a cash flow hedges and the effective portion of the changes in the fair value of the swaps were recorded in other comprehensive income. Both interest rate contracts will pay a fixed 2.5% on the hedge and receive the one-month LIBOR rate once the contracts begin in 2014 and 2015, respectively. As of September 30, 2011, the combined fair value of these two hedges was \$1 million and was recorded in other noncurrent liabilities on the accompanying condensed consolidated balance sheets (unaudited).

Beginning in 2009, Arabian Amines Company entered into a 12 year floating to fixed interest rate contract providing to Arabian Amines Company LIBOR interest payments for a fixed payment of 5.02%. In connection with the consolidation of Arabian Amines Company as of July 1, 2010, the interest rate contract is now consolidated by Huntsman International. See "Note 5. Variable Interest Entities" to our condensed consolidated financial statements (unaudited). The notional amount of the hedge as of September 30, 2011 was \$40 million and the interest rate contract was not designated as a cash flow hedge. As of September 30, 2011, the fair value of the hedge was \$6 million and was recorded in other noncurrent liabilities on the accompanying condensed consolidated balance sheets (unaudited). For the three and nine months ended September 30, 2011, we recorded interest expense of \$2 million each.

In 2009, Sasol-Huntsman entered into derivative transactions to hedge the variable interest rate associated with its local credit facility. These derivative rate hedges include a floating to fixed interest rate contract providing Sasol-Huntsman with EURIBOR interest payments for a fixed payment of 3.62% and a cap for future periods with a strike price of 3.62%. In connection with the consolidation of Sasol-Huntsman as of April 1, 2011, the interest rate contract is now included in our consolidated results. See "Note 5. Variable Interest Entities." to our condensed consolidated financial statements (unaudited). The notional amount of the hedge as of September 30, 2011 was €54 million (approximately \$74 million) and the derivative transactions do not qualify for hedge accounting. As of September 30, 2011, the fair value of this hedge was €1 million (approximately \$2 million) and was recorded in other noncurrent liabilities on the accompanying condensed consolidated balance sheets (unaudited).

In conjunction with the issuance of \$350 million of 8.625% senior subordinated notes due 2020, we entered into cross-currency interest rate contracts with three counterparties. On March 17, 2010, we paid \$350 million to these counterparties and received €255 million from these counterparties and at maturity on March 15, 2015 we are required to pay €255 million and will receive \$350 million. On March 15 and September 15 of each year, we will receive U.S. dollar interest payments of approximately \$15 million (equivalent to an annual rate of 8.625%) and make interest payments of approximately €11 million (equivalent to an annual rate of approximately 8.41%). This swap is designated as a hedge of net investment for financial reporting purposes. As of September 30, 2011, the

Table of Contents

fair value of this swap was \$19 million and was recorded as noncurrent assets in our condensed consolidated balance sheets (unaudited). For the three months and nine months ended September 30, 2011, the effective portion of the changes in the fair value of \$24 million and nil, respectively, was recorded at a gain in other comprehensive income.

As of and for the three and nine months ended September 30, 2011, the changes in fair value of the realized gains (losses) recorded in the accompanying condensed consolidated statements of operations (unaudited) of our other outstanding foreign currency rate hedging contracts and derivatives were not considered significant.

A significant portion of our intercompany debt is denominated in euros. We also finance certain of our non-U.S. subsidiaries with intercompany loans that are, in many cases, denominated in currencies other than the entities' functional currency. We manage the net foreign currency exposure created by this debt through various means, including cross-currency swaps, the designation of certain intercompany loans as permanent loans because they are not expected to be repaid in the foreseeable future and the designation of certain debt and swaps as net investment hedges.

Foreign currency transaction gains and losses on intercompany loans that are not designated as permanent loans are recorded in earnings. Foreign currency transaction gains and losses on intercompany loans that are designated as permanent loans are recorded in other comprehensive loss. From time to time, we review such designation of intercompany loans.

From time to time, we review our non-U.S. dollar denominated debt and swaps to determine the appropriate amounts designated as hedges. As of September 30, 2011, we have designated €304 million (approximately \$414 million) of euro-denominated debt and cross-currency interest rate swap as a hedge of our net investments. For the three and nine months ended September 30, 2011, the amount of gain (loss) recognized on the hedge of our net investments was \$28 million and \$(7) million and was recorded as a gain (loss) in other comprehensive income. As of September 30, 2011, we had €1,133 million (approximately \$1,543 million) in net euro assets.

#### **ITEM 4. CONTROLS AND PROCEDURES**

Our management, with the participation of our chief executive officer and chief financial officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of September 30, 2011. Based on this evaluation, our chief executive officer and chief financial officer have concluded that, as of September 30, 2011, our disclosure controls and procedures were effective, in that they ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (1) recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms, and (2) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

No changes to our internal control over financial reporting occurred during the quarter ended September 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). However, we can only give reasonable assurance that our internal controls over financial reporting will prevent or detect material misstatements on a timely basis. Ineffective internal controls over financial reporting could cause investors to lose confidence in our reported financial information and could result in a lower trading price for our securities.

Table of Contents**PART II. OTHER INFORMATION****ITEM 1. LEGAL PROCEEDINGS****ANTITRUST SETTLEMENT**

As disclosed in our Annual Report on Form 10-K for the year ended December 31, 2010, we have been named as a defendant in civil class action antitrust suits alleging that between 1999 and 2004 we conspired with Bayer, BASF, Dow and Lyondell to fix the prices of MDI, TDI, polyether polyols, and related systems sold in the U.S. in violation of the federal Sherman Act. These cases are consolidated as the "Polyether Polyols" cases pending in the U.S. District Court for the District of Kansas.

On May 26, 2011, we entered into a settlement agreement with the class plaintiffs in the polyether polyols products antitrust litigation that requires us to pay \$33 million in three equal installments in exchange for a full release and discharge of all claims by the class plaintiffs against us.

Under the settlement agreement, we paid \$11 million into an escrow fund for the benefit of the class on June 27, 2011 after the Court preliminarily approved the settlement. We will pay an additional \$11 million in 2012 and a third \$11 million payment in 2013. In exchange for these payments, we have received from the class a release and discharge of all claims against us, as described in the settlement agreement. Following a fairness hearing held September 27, 2011, the settlement was approved by the court and we were dismissed from the class lawsuit.

We fully accrued for this matter in prior quarters. This settlement does not resolve the direct action cases or other pending antitrust litigation.

**ITEM 1A. RISK FACTORS**

For information regarding risk factors, see "Part I. Item 1A. Risk Factors," in our Annual Report on Form 10-K for the year ended December 31, 2010.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS****ISSUER PURCHASES OF EQUITY SECURITIES**

The following table provides information with respect to shares of our common stock that we repurchased and shares of restricted stock granted under our stock incentive plan that we withheld upon vesting to satisfy our tax withholding obligations during the three months ended September 30, 2011.

| Period                                 | Total Number of Shares Purchased(1) | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs(2) | Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs(2) |
|--|-------------------------------------|------------------------------|---|---|
| July 1, 2011 - July 31, 2011           |                                     | \$                           |   | \$  |
| August 1, 2011 - August 31, 2011       | 3,944,028                           | 12.46                        | 3,943,526   | 50,878,365  |
| September 1, 2011 - September 30, 2011 | 100,000                             | 10.14                        | 100,000   | 49,863,881  |
| Total                                  | 4,044,028                           | \$ 12.40                     | 4,043,526   | 49,863,881  |

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There were 502 shares of restricted stock granted under our stock incentive program that we withheld upon vesting to satisfy our tax withholding obligations during August 2011. All remaining shares were repurchased under our publicly announced stock repurchase program.

Table of Contents

- (2) Effective August 5, 2011, our Board of Directors authorized our Company to repurchase up to \$100 million in shares of our common stock. During the third quarter of 2011, we acquired approximately four million shares of our common stock for approximately \$50 million under the repurchase program. For more information, see "Note 11. Huntsman Corporation Stockholders' Equity Share Repurchase Program" to our condensed consolidated financial statements (unaudited).

**ITEM 6. EXHIBITS**

|          |  |
|----------|--|
| 31.1     | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2     | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1     | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2     | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 101.INS* | XBRL Instance Document   |
| 101.SCH* | XBRL Taxonomy Extension Schema   |
| 101.CAL* | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.LAB* | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE* | XBRL Taxonomy Extension Presentation Linkbase  |
| 101.DEF* | XBRL Taxonomy Extension Definition Linkbase  |

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\*

Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

Table of Contents

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

Dated: November 2, 2011

HUNTSMAN CORPORATION  
HUNTSMAN INTERNATIONAL LLC

By:                   /s/ J. KIMO ESPLIN

J. Kimo Esplin  
*Executive Vice President and  
Chief Financial Officer  
(Authorized Signatory and  
Principal Financial Officer)*

By:                   /s/ L. RUSSELL HEALY

L. Russell Healy  
*Vice President and Controller  
(Authorized Signatory and  
Principal Accounting Officer)*

Table of Contents

**EXHIBIT INDEX**

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