

Bryan W. Shaw, Ph.D., *Chairman*
Buddy Garcia, *Commissioner*
Carlos Rubinstein, *Commissioner*
Mark R. Vickery, P.G., *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY
Protecting Texas by Reducing and Preventing Pollution

February 9, 2012

MR JIM FRANCIS
HEAD EPR
LANXESS CORPORATION
PO BOX 2000
ORANGE TX 77631-2000

Re: Transfer of Ownership
Customer Number: CN602665556
Regulated Entity Number: RN100825363
County: Orange
Account Number: OC-0004-P

Dear Mr. Francis:

Thank you for the letter dated February 9, 2012, notifying us of the ownership change. Your letter states that LANXESS Corporation is now the Owner and Operator of the facility listed above. The following air authorizations have been updated to reflect the transfers.

Permit / Reg. Number	Permit / Reg. Expiration Date	Previous Permittee / Registrant
19663	June 2, 2016	Lanxess Buna, LLC.
86854	NA	Lanxess Buna, LLC.

We understand that there will be no change in the type of pollutants emitted and no increase in the quantity of emissions. As the new permittee of the facility, you have committed to maintain compliance with all air quality regulations of the Texas Commission on Environmental Quality and the requirements of this permit at all times.

Thank you for informing us of this ownership change. If you have any questions regarding this letter, please feel free to contact me at (512) 239-6143.

Sincerely,

A handwritten signature in black ink, appearing to read "Kimberly Caron".

Kimberly Caron
Air Permits Initial Review Team (MC-161)
Air Permits Division

cc: Air Section Manager, Region 10 - Beaumont
Mr. Mark Chambers, Industrial Emissions Assessment Section (MC-164), Austin
TCEQ Central Records (MC-198)

02/09/2012 -----NSR IMS - PROJECT RECORD -----**PROJECT#:** 174346**STATUS:** PENDING**DISP CODE:** _____**RECEIVED:** 02/08/2012 **PROJTYPE:**
OWNCHANGE**ISSUED DT:** _____**PROJECT ADMIN NAME:** CHANGE OF OWNERSHIP**PROJECT TECH NAME:** REMOVAL OF FLARE**STAFF ASSIGNED TO PROJECT:**

CARON, KIMBERLY

- REVIEWR1_2 -

AP INITIAL REVIEW

CUSTOMER INFORMATION (OWNER/OPERATOR DATA)**ISSUED TO:** LANXESS CORPORATION**COMPANY NAME:** LANXESS Corporation**CUSTOMER REFERENCE NUMBER:** CN602665556**REGULATED ENTITY/SITE INFORMATION****REGULATED ENTITY NUMBER:** RN100825363**ACCOUNT:** OC0004P**REGULATED ENTITY LOCATION:** 4647 FM 1006**REGION 10 - BEAUMONT****NEAR CITY:** WEST ORANGE**COUNTY:** ORANGE**CONTACT/PERMIT INFORMATION****CONTACT NAME:** MR JIM FRANCIS**CONTACT ROLE:** RESPONSIBLE OFFICIAL**JOB TITLE:** HEAD EPR**ORGANIZATION:** LANXESS CORPORATION**MAILING ADDRESS:** PO BOX 2000, ORANGE, TX, 77631-2000**PHONE:** (409) 883-9990 Ext: 0**FAX:** (409) 882-2413 Ext: 0**EMAIL:** JIM.FRANCIS@LANXESS.COM**PERMIT#:** 19663**AUTHTYPE:** CONSTRUCT**RENEWAL:** 06/02/2016**PERMIT NAME:** LANXESS ORANGE PLANT**PERMIT#:** 86854**AUTHTYPE:** PBR**RENEWAL:****PERMIT NAME:** LANXESS BUNA**PROJECT NOTES:**

02/09/2012 CHANGE OF OWNERSHIP EFFECTIVE 01/01/2012; PREVIOUS PERMITEE LANXESS BUNA LLC

TRACKING ELEMENTS:**TE Name****Start Date****Complete Date**

APIRT RECEIVED PROJECT (DATE)

02/09/2012

CENTRAL REGISTRY UPDATED

02/09/2012

02/09/2012

APIRT TRANSFERRED PROJECT TO TECHNICAL STAFF (DATE)

January 24, 2012

Ms. Lisa M. Mason
Air Permits Initial Review Team (MC-163)
Texas Commission on Environmental Quality
12100 Park 35 Circle, Bldg. C
Austin, TX 78753

**Subject: Change of Ownership
LANXESS Corporation
TCEQ Account No.: OC-0004-P
FedEx #8759 1412 0186**

Dear Ms. Mason:

Effective January 1, 2012, LANXESS Corporation (LANXESS) will assume ownership of the LANXESS Buna LLC permits including the existing Federal Operating Permit (FOP) and the New Source Review authorizations. As a result, all of the FOP's, NSR permits, and unregistered permit by rules at the LANXESS Orange Site will be owned and operated by LANXESS Corporation.

LANXESS requests that the TCEQ transfer ownership of the site permits and authorizations currently assigned to LANXESS Buna LLC (CN603160508) to LANXESS Corporation (CN602665556) effective 1/1/2012. The identification and authorization numbers to be transferred to LANXESS Corporation are as follows:

- RN's 100825363 and 105176234
- Air Permit/Authorization Nos. 19663 & 86854
- Title V Permit No. O2280

Please note that RN105176234 is a duplicate RN for RN100825363. LANXESS requests that RN105176234 be merged with RN100825363 so that the site RN will be RN100825363. ✓

Enclosed are the necessary forms for the transition. We appreciate your prompt assistance with this change in ownership. If you have any questions or need additional information, please contact me at (409)-882-2467.

Respectfully,
LANXESS Corporation



Mark Matson
Sr. Environmental Engineer

Attachment

CC: Kathryn Saucedo, Air Section Manager, TCEQ Region 10
Shawn Haven – Wolf Environmental LLC

LANXESS
Energizing Chemistry



RECEIVED

JAN 25 2012

AIR PERMITS DIVISION

LANXESS Corporation
4647 Farm Road 1006
P.O. Box 2000
Orange, TX 77630-2000

From: Kimberly Caron
To: WWW - REGISTRY
Date: 1/31/2012 11:24 AM
Subject: Merge request RN105176234
Attachments: irgw55@tceq.state.tx.us_20120131_122756.pdf

*Lanxess
Mark Matson*

Please note that RN105176234 is a duplicate RN for RN100825363. Lanxess requests that RN105176234 be merged with RN100825363 so that the site RN will be RN100825363.

Thank you,

Kimberly Caron
Air Permits Initial Review Team
Air Permits/Business Program
Mail Code 161
12100 Park 35 Circle
Austin, TX 78753
Phone: 512-239-6143
Fax: 512-239-7130
Kimberly.Caron@tceq.texas.gov

How are we doing? www.tceq.texas.gov/customersurvey



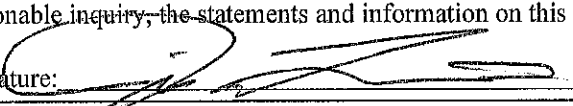
Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

APIRT
JAN 25 2012

I. Application Type		
<input checked="" type="checkbox"/> Change in Ownership <input type="checkbox"/> Change in Company Name		
II. Name of the New Owner or Operator of the Facilities or Equipment (Legal Entity Name of the new permittee)		
A. Customer Name: LANXESS Corporation		
B. Customer Reference Number (CN) (if issued): 602665556		
C. Submittal Date: 01/17/2012		
D. Effective Date of Change: 01/01/2012		
E. Is the new owner an affiliate of the previous owner? <input checked="" type="checkbox"/> YES <input type="checkbox"/> NO		
III. Responsible Official (RO) Contact Information		
Name (<input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.): Jim Francis		
Title: Head EPR		
Company Name: LANXESS Corporation		
Mailing Address: P.O. Box 2000		
City: Orange	State: TX	Zip Code: 77631
Territory: NA	Country: US	
Foreign Postal Code: NA	Internal Mail Code: NA	
Telephone No.: (409)-883-9990	Fax No.: (409)-882-2413	
E-mail Address:		
IV. Technical Contact Information		
Name (<input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.): Mark Matson		
Title: Sr. Environmental Engineer		
Company Name: LANXESS Corporation		
Mailing Address: P.O. Box 2000		
City: Orange	State: TX	Zip Code: 77631
Territory: NA	Country: US	
Foreign Postal Code: NA	Internal Mail Code: NA	
Telephone No.: (409)-882-2467	Fax No.: (409)-882-2400	
E-mail Address: mark.matson@lanxess.com		
V. Site Information		
A. Site Name: LANXESS Orange Site		
• B. Regulated Entity Number (RN) (if issued): 100825363 and 105176234 (*NOTE: RN105176234 is a duplicate RN and should be merged into RN100825363)		
C. Account Number (if issued): OC-0004-P		



Texas Commission on Environmental Quality
Air Permits Division
Change of Name/Ownership Form

V. Site Information (continued)								
D. If action is transfer of ownership, is the change for the entire site?								<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO <input type="checkbox"/> N/A
E. If action is transfer of ownership for a portion of the existing site, will the new site be a major source?								<input checked="" type="checkbox"/> YES <input type="checkbox"/> NO <input type="checkbox"/> N/A
F. Indicate all pollutants for which the site is a major source based on the site's potential to emit.								
Pollutant:	VOC	NO _x	SO ₂	PM ₁₀	CO	PB	HAPs	Other
Major at the Site (YES/NO):	YES	YES	NO	NO	YES	NO	YES	
VI. Air Authorizations That Are Affected By This Action								
A. List all NSR authorizations (including PBR, SE, and standard permit registrations, and NSR permits), as applicable: NSR Permit No. 19663 (RN100825363), 86854 (RN105176234) (*NOTE: Please assign PBR #86854 to RN100825363)								
B. List all FOPs (including SOPs and ATOs under GOPs), as applicable: O2280								
VII. NSR Conditions for Change of Ownership under 30 TAC § 116.110(e)								
<ul style="list-style-type: none">The new owner agrees to be bound by all the permit conditions and all representations made in the permit and any amendments and alterations.The new owner asserts there will be no change in the type of pollutants emitted.The new owner asserts there will be no increase in the quantity emitted.								
VIII. FOP Conditions for Change of Ownership								
<ul style="list-style-type: none">For SOP holders: Pursuant to 30 TAC § 122.210 and § 122.211, the permit holder (new owner) is required to submit a permit revision application for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.For GOP holders: Pursuant to 30 TAC § 122.503, the permit holder (new owner) is required to submit (before the change is operated) an application for a new authorization to operate for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.								
A. Are any other changes needed for the FOP? (If YES, submit the information as explained in the instructions.)								<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
B. Is there an Acid Rain permit or Clean Air Interstate Rule (CAIR) permit included in the SOP? (If YES, submit the information as explained in the instructions.)								<input type="checkbox"/> YES <input checked="" type="checkbox"/> NO
IX. Authorization								
I, Jim Francis, certify that I am the responsible official for this application and that, based on information and belief formed after reasonable inquiry, the statements and information on this form are true, accurate, and complete.								
Signature: 					Signature Date: 1/20/12			
Title: Head EPR								

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JAN 25 2012

AIR PERMITS DIV.

174246



APIRT
JAN 25 2012

TCEQ Use Only

TCEQ Core Data Form

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

SECTION I: General Information

1. Reason for Submission (If other is checked please describe in space provided)	
<input type="checkbox"/> New Permit, Registration or Authorization (Core Data Form should be submitted with the program application)	
<input type="checkbox"/> Renewal (Core Data Form should be submitted with the renewal form)	<input checked="" type="checkbox"/> Other CHANGE OF OWNERSHIP
2. Attachments Describe Any Attachments: (ex. Title V Application, Waste Transporter Application, etc.)	
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	CHANGE OF OWNERSHIP
3. Customer Reference Number (If issued)	4. Regulated Entity Reference Number (If issued)
CN 602665556	RN 100825363

SECTION II: Customer Information

5. Effective Date for Customer Information Updates (mm/dd/yyyy)		1/1/2012
6. Customer Role (Proposed or Actual) – as it relates to the Regulated Entity listed on this form. Please check only one of the following:		
<input type="checkbox"/> Owner	<input type="checkbox"/> Operator	<input checked="" type="checkbox"/> Owner & Operator
<input type="checkbox"/> Occupational Licensee	<input type="checkbox"/> Responsible Party	<input type="checkbox"/> Voluntary Cleanup Applicant
<input type="checkbox"/> Other: _____		
7. General Customer Information		
<input type="checkbox"/> New Customer	<input type="checkbox"/> Update to Customer Information	<input checked="" type="checkbox"/> Change in Regulated Entity Ownership
<input type="checkbox"/> Change in Legal Name (Verifiable with the Texas Secretary of State)		<input checked="" type="checkbox"/> No Change**
**If "No Change" and Section I is complete, skip to Section III – Regulated Entity Information.		
8. Type of Customer:		
<input type="checkbox"/> Corporation	<input type="checkbox"/> Individual	<input type="checkbox"/> Sole Proprietorship- D.B.A
<input type="checkbox"/> City Government	<input type="checkbox"/> County Government	<input type="checkbox"/> State Government
<input type="checkbox"/> Other Government	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership
<input type="checkbox"/> Other: _____		
9. Customer Legal Name (If an individual, print last name first: ex: Doe, John)		
If new Customer, enter previous Customer below		
End Date:		
10. Mailing Address:		
City	State	ZIP
11. Country Mailing Information (if outside USA)		12. E-Mail Address (if applicable)
13. Telephone Number		14. Extension or Code
() -	() -	
15. Fax Number (if applicable)		
() -		
16. Federal Tax ID (9 digits)	17. TX State Franchise Tax ID (11 digits)	18. DUNS Number (if applicable)
19. TX SOS Filing Number (if applicable)		
20. Number of Employees		21. Independently Owned and Operated?
<input type="checkbox"/> 0-20 <input type="checkbox"/> 21-100 <input type="checkbox"/> 101-250 <input type="checkbox"/> 251-500 <input type="checkbox"/> 501 and higher	<input type="checkbox"/> Yes <input type="checkbox"/> No	

SECTION III: Regulated Entity Information

22. General Regulated Entity Information (If 'New Regulated Entity' is selected below this form should be accompanied by a permit application)	
<input type="checkbox"/> New Regulated Entity	<input type="checkbox"/> Update to Regulated Entity Name
<input type="checkbox"/> Update to Regulated Entity Information	<input checked="" type="checkbox"/> No Change** (See below)
**If "NO CHANGE" is checked and Section I is complete, skip to Section IV, Preparer Information.	
23. Regulated Entity Name (name of the site where the regulated action is taking place)	

24. Street Address of the Regulated Entity: (No P.O. Boxes)					
	City		State		ZIP
25. Mailing Address:					
	City		State		ZIP
26. E-Mail Address:					
27. Telephone Number	28. Extension or Code		29. Fax Number (if applicable)		
() -			() -		
30. Primary SIC Code (4 digits)	31. Secondary SIC Code (4 digits)	32. Primary NAICS Code (5 or 6 digits)		33. Secondary NAICS Code (5 or 6 digits)	
34. What is the Primary Business of this entity? (Please do not repeat the SIC or NAICS description.)					

Questions 34 - 37 address geographic location. Please refer to the instructions for applicability.

35. Description to Physical Location:					
36. Nearest City	County	State	Nearest ZIP Code		
37. Latitude (N) In Decimal:			38. Longitude (W) In Decimal:		
Degrees	Minutes	Seconds	Degrees	Minutes	Seconds

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form or the updates may not be made. If your Program is not listed, check other and write it in. See the Core Data Form Instructions for additional guidance.

<input type="checkbox"/> Dam Safety	<input type="checkbox"/> Districts	<input type="checkbox"/> Edwards Aquifer	<input type="checkbox"/> Industrial Hazardous Waste	<input type="checkbox"/> Municipal Solid Waste
<input type="checkbox"/> New Source Review - Air	<input type="checkbox"/> OSSF	<input type="checkbox"/> Petroleum Storage Tank	<input type="checkbox"/> PWS	<input type="checkbox"/> Sludge
<input type="checkbox"/> Stormwater	<input type="checkbox"/> Title V - Air	<input type="checkbox"/> Tires	<input type="checkbox"/> Used Oil	<input type="checkbox"/> Utilities
<input type="checkbox"/> Voluntary Cleanup	<input type="checkbox"/> Waste Water	<input type="checkbox"/> Wastewater Agriculture	<input type="checkbox"/> Water Rights	<input type="checkbox"/> Other:

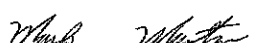
SECTION IV: Preparer Information

40. Name:	Shawn Haven		41. Title:	Project Manager	
42. Telephone Number	43. Ext./Code	44. Fax Number	45. E-Mail Address		
(281) 482-4200		(281) 482-4204	shaven@wolf-env.com		

SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 9 and/or as required for the updates to the ID numbers identified in field 39.

(See the Core Data Form instructions for more information on who should sign this form.)

Company:	LANXESS Corporation		Job Title:	Sr. Environmental Engineer	
Name (In Print):	Mark Matson			Phone:	(409) 822-2467
Signature:				Date:	1/19/12

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LANXESS BUNA LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "LANXESS CORPORATION" UNDER THE NAME OF "LANXESS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2011, AT 2:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011, AT 11:59 O'CLOCK P.M.

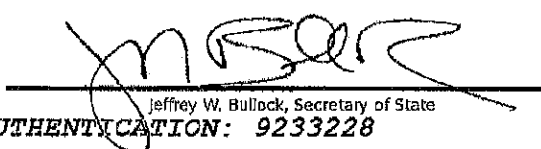
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3780335 8100M

111297797

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9233228

DATE: 12-15-11

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is LANXESS Corporation
_____, a Delaware Corporation, and the name of the
limited liability company being merged into this surviving corporation is LANXESS Buna LLC.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is LANXESS Corporation
_____.

FOURTH: The merger is to become effective on December 31, 2011 at 11:59 p.m.

FIFTH: The Agreement of Merger is on file at 111 RIDC Park West Drive,
Pittsburgh, PA 15275-1112, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 5th day of December, A.D., 2011.

By: Randall S. Dearth

Authorized Officer

Name: Randall S. Dearth

Print or Type

Title: President & CEO