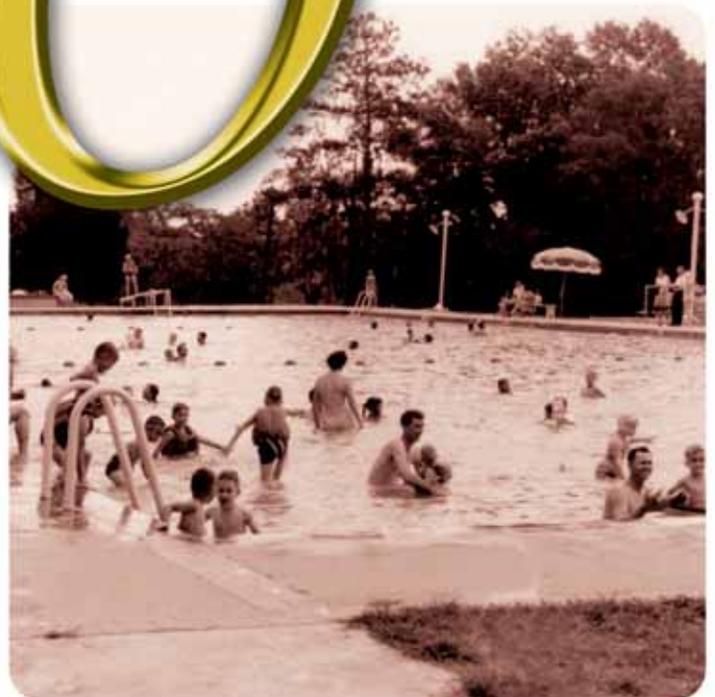
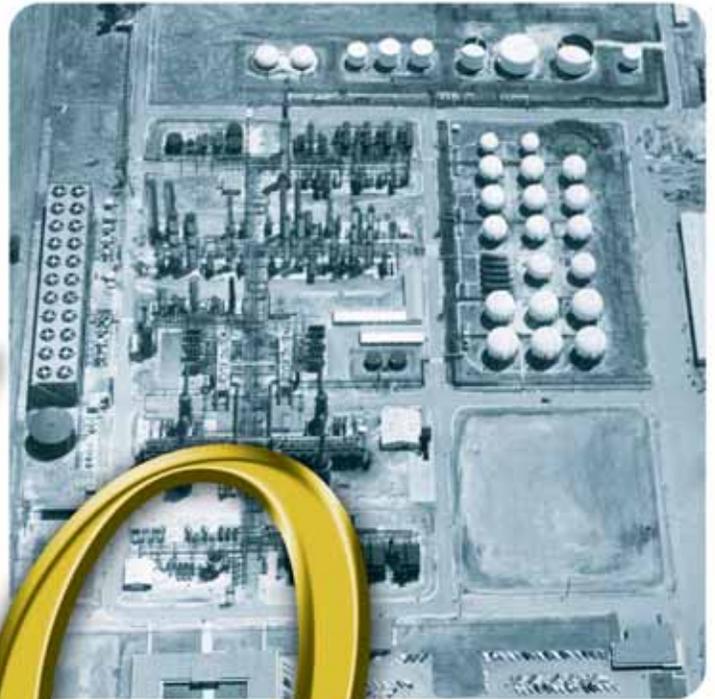


CHANNELVIEW COMPLEX

1957 • 2007

Our Heritage

PEOPLE. FAMILY. PRIDE. OPPORTUNITY.



Commemorating Fifty Years of Success

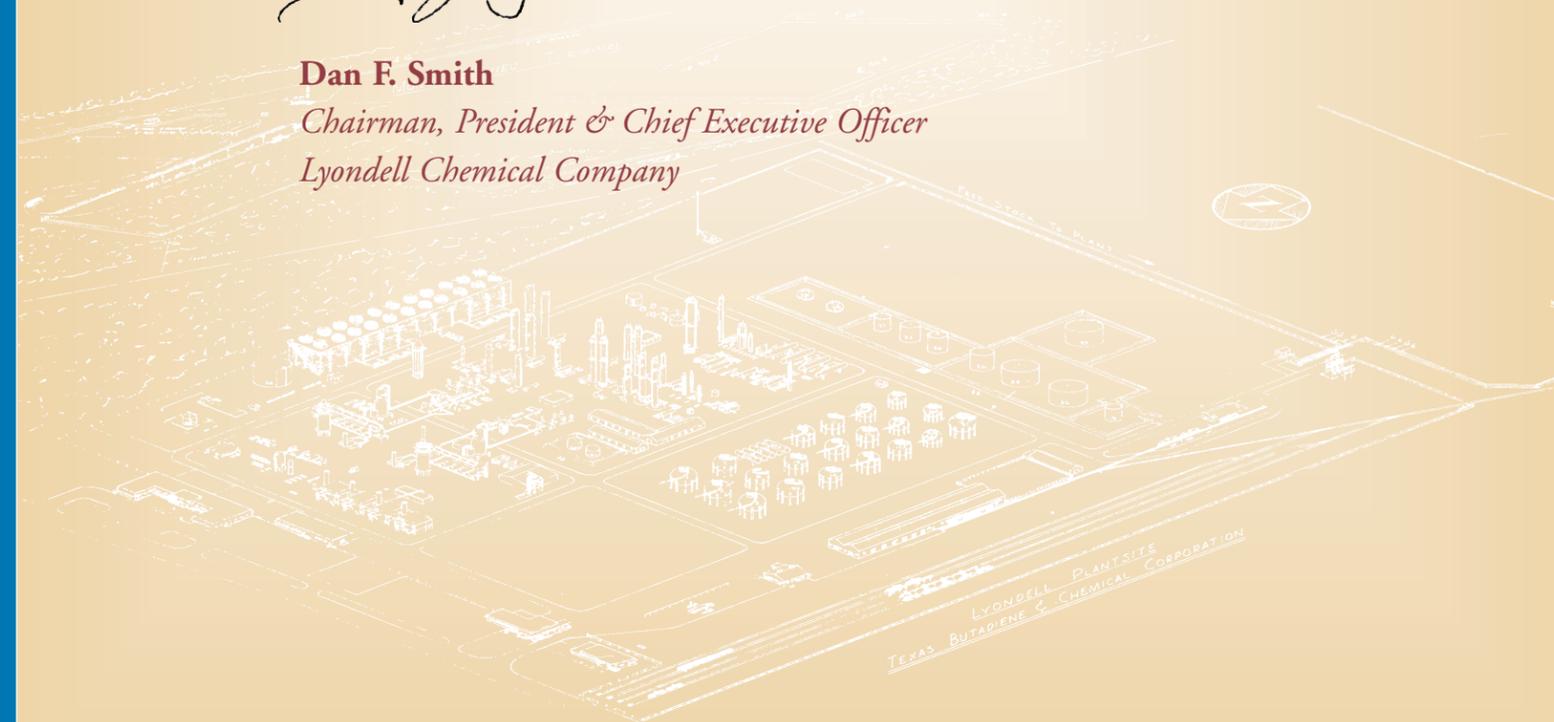
Welcome to our celebration of the Channelview complex and its half-century of rich history in the North Channel community. In the following pages, you'll find reflections from individuals who helped shape the company, establishing a rewarding culture built on continuous improvement and making the complex an enviable place to work. It is indeed a story of people, family pride and opportunity. Please join me in commemorating their tremendous accomplishments of the past fifty years as we look forward to the world of opportunities that lie ahead.

Respectfully,



Dan F. Smith

*Chairman, President & Chief Executive Officer
Lyondell Chemical Company*



1957

THE YEAR: ONE THOUSAND NINE HUNDRED FIFTY SEVEN. Dwight Eisenhower was in the Oval Office, beehive hairdos were the rage, three pennies bought a first-class postage stamp, and the Space Age began with Russia's launch of the first earth-orbiting satellite.

That same year, a Fluor construction crew and skilled craftsmen inserted the final rivets and laid the last yards of concrete at a small butadiene chemical plant in a rural area northeast of Houston along the San Jacinto River... establishing what would later expand and be known as the Lyondell Channelview complex.



HISTORY OF LYONDELL PARK

The property was purchased in 1920 by a World War I veteran from Chicago who moved to the banks of the San Jacinto River to develop a private membership-based recreational club and park which included lush picnic grounds, a clubhouse and cabins. The park also boasted the Houston area's largest and coldest sand-bottom swimming pool, with water supplied from an artesian well. While in Europe during the war, the soldier had met

a woman in Lyon, France, by the name of Della, who would later become his wife. As a tribute to his wife and the city where they met, this now-transplanted Texan named his riverfront park Lyondell Recreation Club. The Lyondell name would follow the property through multiple changes in ownership and ultimately be applied to a new company that would grow into a leader in the chemical industry.

History of Channelview

This suburb 23 miles east of Houston is geographically positioned where the San Jacinto River forms Old River, just south of Interstate 10 and the Missouri Pacific Railroad. Named for its location on the northeastern curve of the Houston Ship Channel, the area was populated primarily by blue-collar refinery workers after the area's 1916 oil discoveries.

A favorite memory for many families was enjoying a weekend afternoon at the sand-bottom pool at Lyondell Park.



BREAKING NEW GROUND



Texas Butadiene
Chemical Corporation
Channelview Plant, 1958

On July 2, 1953, Texas Butadiene and Chemical Corporation was nothing but a sheet of paper. The Delaware embossed stamp, officially recognizing it as an incorporated company, brought to fruition the idea of Dr. Robert L. Purvin to combine a butadiene plant and aviation alkylate plant.

In the Beginning

Visionary Dr. Purvin purchased the Lyondell Recreation Club land in 1955 based on its excellent drainage, ample water supply, reasonable land value, low taxation, favorable labor relations and proximity to Houston's readily available supply of raw materials. After awarding a turnkey contract to Fluor Corporation for design, engineering and construction, ground was broken on September 1, 1955, for one Houdry unit and one recovery unit. During mid-construction, Texas Butadiene capitalized on favorable market conditions by adding a second Houdry and recovery unit.

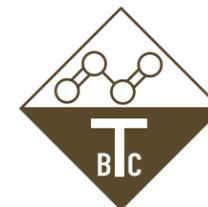
To accommodate storage of raw materials, including 10,000 barrels per day of butane and 4,500 barrels per day of isobutene, Texas Butadiene purchased 40 acres of land on the Mont Belvieu salt dome oil field. Five storage wells with a combined 2 million barrel capacity and associated above-ground facilities were completed in 1956. Pipelines connecting Mont Belvieu with the new butadiene plant and the Hess Terminal on the ship channel were also completed that year.

Construction of the \$30 million plant was completed in just under 18 months. Company history was made on February 17, 1957, when the plant produced its first butadiene, and again on February 22 with the first-production of aviation gasoline. Facilities were added in 1959 to recover 300 barrels per day of propylene production from an off-gas stream being burned for fuel. The propylene product was marketed as the raw material for the manufacture of propylene oxide and propylene glycols.



Then and Now

When the ribbon was cut and production began, TBC's sole plant could produce simultaneously 65,000 tons per year of high-quality butadiene and 2 1/2 million barrels per year of 115/145 aviation alkylate. Today, the Channelview complex is one of the largest petrochemical facilities in Texas.



1953

Texas Butadiene and Chemical Corporation incorporates

1955

- Texas Butadiene purchases plant site
- Fluor awarded turnkey contract
- Plant construction begins on one Houdry and one recovery unit

1956

- Second Houdry and recovery units added to construction scope
- 40 acres on Mont Belvieu salt dome purchased for five storage wells
- Pipeline connections completed

Opening Ceremonies and Dedication

Texas Butadiene and Chemical Corporation rolled out the welcome mat for the dedication and official opening of its new Lyondell Plant. The two-day event was attended by hundreds of business and industry executives, local officials, community residents and members of the press, as well as movie star Susan Hayward and actor/businessman/diplomat John Gavin.

After nearly 18 months of preparation and construction, Texas Butadiene and Chemical was quickly propelled into the spotlight for building the first completely new butadiene facility post-World War II. It also was the first modern production facility in the synthetic rubber industry to be financed

entirely by private capital. Also marking its uniqueness, this was only the third butadiene plant in the nation to use the Houdry dehydrogenation process. The plant's built-in versatility was a milestone in the petrochemical industry: It could produce only butadiene, only aviation alkylate or almost any combination of percentages of the two at the same time. Never before had a new industrial organization made such extensive use of modern instrumentation, plant analyzer techniques and rapid automation. Topping off an impressive list of attributes, within its first three years of operation, Texas Butadiene and Chemical was one of the first major butane consumers to develop and operate its own underground storage installation.

Although the new plant was an impressive addition to the Channelview community in 1957, the employees and area residents shared a kindred spirit because of their similar work ethic, family values and ambitious pursuits of new opportunities. Ironically, the Channelview Independent School District also was founded in 1957 and the two entities established a business partnership that continues today. With the foundation laid for the next generation of manufacturing chemical products, plant employees began a heritage of community service helping the local residents embrace the Channelview site as a valued neighbor.

AGNES WINANS

A resident's perspective of the Channelview complex.



As Agnes Winans will tell you, the employees at the Channelview complex have been good neighbors since she and her husband moved their growing family to Channelview in 1958. With children, and now grandchildren, attending public schools in Channelview, Agnes is quick to note that company employees have always helped the school district by tutoring students, landscaping campuses and "donating a cajillion computers" for classrooms. Agnes also observes that the Channelview complex's presence in the community has been instrumental in boosting the area's economy and housing demand. "Lyondell has brought more people to the Channelview area with employment, which has dominoed into more businesses." And what about the chemical plant Agnes sees from her back yard? "Living close to the plant has never bothered us; we have never been afraid. I know we can bank on Lyondell to do the right thing."

1957



- Plant construction completed
- First butadiene produced on February 17
- First aviation gasoline produced five days later
- Eisenhower in office
- 3 cent postage stamp
- Space Age begins
- Oral polio vaccine ends epidemic

1959

Facilities added to recover propylene product

1961

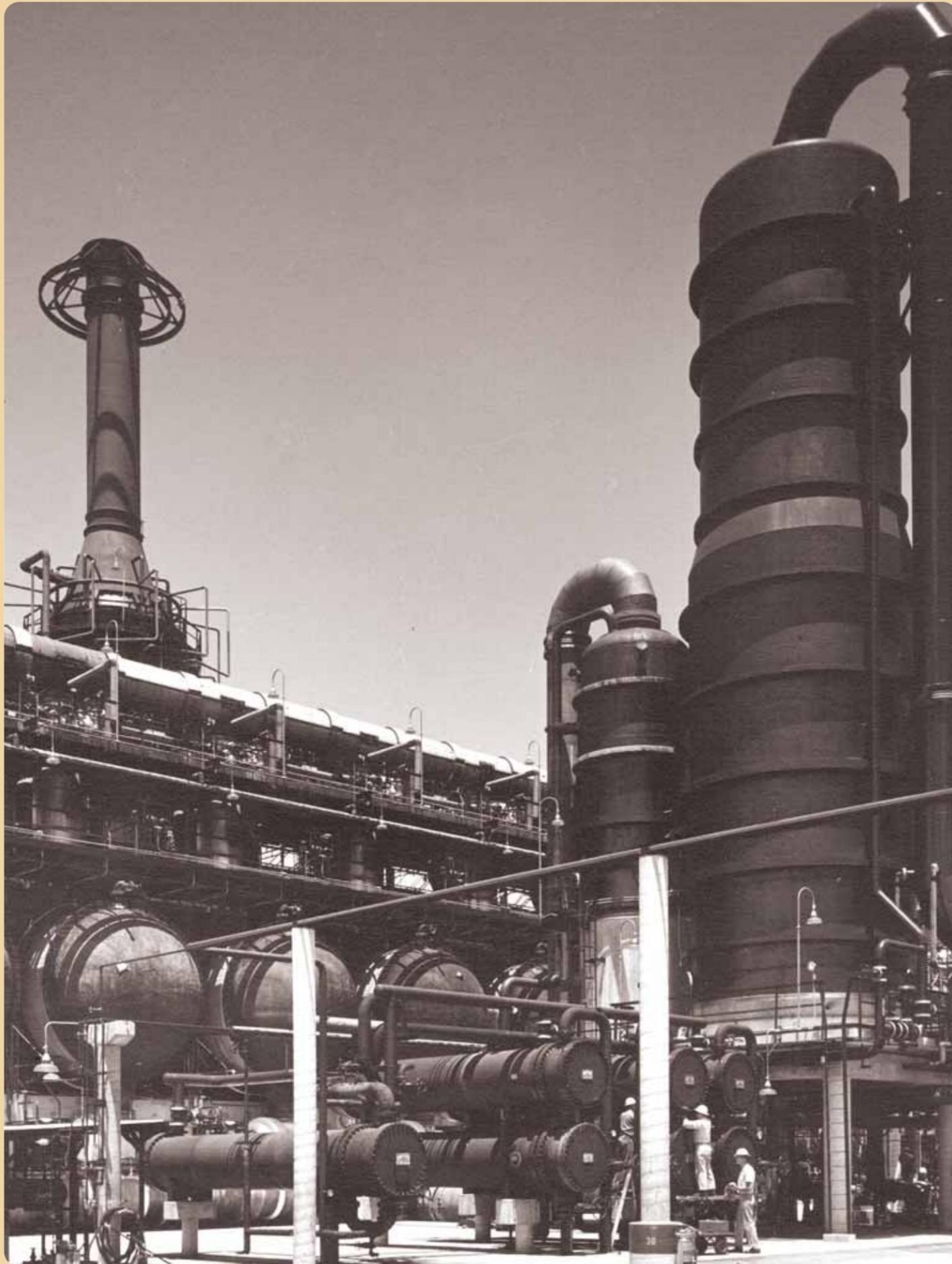
- Bay of Pigs invasion
- Alan Shepard rockets into space
- Berlin Wall erected
- Walt Disney's Wonderful World of Color premieres

ORIGINAL PLANT SPECIFICATIONS

In 1957 the Texas Butadiene and Chemical Corporation used innovative instrumentation and advanced manufacturing methodologies to operate a state-of-the-art facility in its day. Historical Channelview plant statistics include:

- The world's largest consumer of liquefied petroleum gas tied to its raw materials requirements.
- Electric power used to operate the plant equaled 29,800 average-size houses.
- The four 600-pound steam boilers produced enough steam each day to heat approximately 30,000 homes.
- The plant's daily consumption of natural gas was equivalent to the demand for 93,500 homes.
- Cooling supplied by the refrigeration system in the alkylation plant could air condition 850 homes.
- The company's ground storage wells in Mount Belvieu had the world's largest underground storage capacity potential of 210 million gallons.
- Annual butadiene production was enough to make 6 million tires.
- Annual aviation gasoline production could fly a large airliner 5,000 times around the earth at the Equator.
- Even at full production, only four quarter-horsepower motors synchronous motors actuated the "brain" of the modern plant.





Sinclair Petrochemicals

A new era dawned on August 1, 1962, when Sinclair Petrochemicals purchased Texas Butadiene's domestic assets, the principal portion of which was the Lyondell Plant and Mont Belvieu storage facilities. At that point, facilities for butadiene, butane and propylene products encompassed:

- Two Houdry dehydrogenation units
- One recovery butadiene unit
- A 6500 barrels per day Stratco effluent refrigeration alkylolation unit
- In-plant storage facilities
- Underground storage facilities at Mt. Belvieu

Within two years, the company achieved record sales and impressive production rates for all products, particularly butadiene. Plant facilities continued to expand. Sinclair built the methyl ethyl ketone unit (which operated until 1989), two smaller units for odorless solvents and propylene hydrogenation and the SMA resins unit (which today operates under the Sartomer license). Three new products were added to production and construction of three pipelines was completed.

“If you’re going to spend your life working, it just makes sense to work with people you like and at a place you enjoy.”

LONNIE LINDSEY

Sinclair/Atlantic Richfield Merger

Sinclair and its operating subsidiaries, including the Channelview plant, were merged with Atlantic Richfield Company (ARCO) on March 4, 1969.

In 1974, ground was broken for the south plant. From a single unit, production of ethylbenzene (EB), propylene oxide (PO) and styrene monomer (SM) commenced in 1977. The plant originally operated as the Channelview plant of Oxirane Chemical Company (a joint venture established in 1966 between ARCO Chemical and Halcon International).

An extensive range of new products and facilities were added during the company's tenure as ARCO, including:

- 1970: Poly BD
- 1971: IPOH
- 1975: B2 Furfural System
- 1976: Olefins Plant-1, BT Unit, Barge Dock
- 1977: Olefins Plant, south plant PO/SM 1 (propylene oxide, styrene monomer)
- 1979: Methyl tertiary butyl ether (MTBE)
- 1982: Methanol
- 1983: Phenyl ethyl alcohol (PEA)

Lyondell Petrochemical Formed, Plant Renamed

Atlantic Richfield formally organized several plants into a new division on April 15, 1985. The resulting Lyondell Petrochemical Company comprised select ARCO chemical and refining assets, including the ARCO Houston Refinery, the Channelview plants, its associated satellite units and the Methanol Plant. New product lines in the olefins plant 2 were added in 1985 and a methyl tertiary butyl ether unit was built at the south plant in 1986. After ARCO Chemical's December 1986 sale of the



1962

- Texas Butadiene Company purchased by Sinclair Petrochemicals
- Satellite communications era begins

1963

- DeBakey implants first artificial heart
- Martin Luther King's "I have a dream" speech
- President John F. Kennedy assassinated

1964



- Methyl ethyl ketone unit built
- McDonald's premiers with 15 cent hamburger
- IBM rolls out first operating system
- Beatles appear on The Ed Sullivan Show

SMA and Poly barrels per day units to Pony Industries, Inc., Lyondell continued to operate the process units. A new methyl tertiary butyl ether unit was built at the South plant in 1987 and polyols was added in 1988 (today owned by Bayer.)

Lyondell Spin-off from ARCO

Among the company's major turning points was its spin-off from ARCO in 1989, becoming a publicly traded company on the New York Stock Exchange under the ticker symbol LYO.

In the late 1990s, Lyondell's strategy of consolidation and growth brought several changes to Channelview. In 1997, Lyondell combined its olefins and polymers businesses with Millennium Chemicals to form Equistar Chemicals and the next year added the ethylene business of Occidental Petroleum to Equistar.

“When you give Channelview employees a project, they deliver. All you need to do is give direction and provide them the freedom to execute.”

JIM BAYER
SENIOR VICE PRESIDENT
MANUFACTURING, HEALTH, SAFETY,
ENVIRONMENTAL

In July 1998, Lyondell returned to its roots with the acquisition of ARCO Chemical Company. Adding this intermediate chemicals business enhanced the company's feedstock and product integration and

reunited the two Channelview plants into one complex. The north plant operated as Equistar and the south plant was called Lyondell and together the site was known as Lyondell Channelview Complex. Additionally, name of the company was changed in 1998 from Lyondell Petrochemical Company to Lyondell Chemical Company.

Lyondell would acquire Occidental's share of Equistar in 2002 and obtained 100 percent ownership of Equistar in 2004 through the acquisition of Millennium. Following that transaction, all signs at the Channelview complex were updated with the blue and black Lyondell logo and full integration of the facilities was finally achieved.



NASA



1967

- Production of isophthalic acid and metaxylene commences
- Channelview population: 7,860
- 75 businesses in Channelview community
- 5 cent postage stamp
- First Super Bowl

1968

- Richard M. Nixon elected president
- 60 Minutes airs on CBS
- Rock musical Hair opens on Broadway
- Median household income (current dollars): \$7,743

1969

- Sinclair merger with Atlantic Richfield
- Astronaut Neil Armstrong moonwalk takes "one small step for man, one giant step for mankind"
- Woodstock attracts 500,000 "flower children"

1970

- Poly BD production begins
- All My Children premieres
- Concorde's first supersonic flight

IN MEMORIAM

The Channelview complex experienced a tragic event on July 5, 1990, when an explosion and resulting fire in a storage tank in the utilities area claimed 17 lives. Employees performed in a heroic fashion to shut down the facility preventing further loss of life.

Recovering from the loss of these dedicated plant workers was the greatest challenge the Channelview complex had ever faced, yet employees rallied by channeling their grief in a positive direction to implement corrective actions and operational changes that have ensured even more rigorous safety standards that later evolved into Operational Excellence. Each July on the anniversary date of this accident, a wreath is placed at the fountain created in honor of the deceased to memorialize their lives.

Jerry Andrews	Eugene Hale	Steven Mendel
John Blackstock	Otis Garcia, Jr.	Blaine Reese
David Britt	Eugene Hale	Juan Roque
Gregory Davis	Kenneth Land	Roy Shipp
Michael Davis	Alfred Martinez	Clifford Taft, Jr.
Ernest Duffy	Yimi Guevara Martinez	Richard Woods



A CULTURE OF CARING

Since the earliest days in the company's history employees have played a critical role in maintaining safe and efficient plant operations. Additionally, a family environment has always existed at the Channelview site and a sense of caring towards its community neighbors. The 20-foot rule exemplifies plant operators' commitment to safety and equipment reliability. Once an operator has completed a specific task within a unit, they observe 20 feet in a 360 degree span to ensure the entire area is safe and equipment is functioning properly before moving to the next assignment.

ARCO employee Bill Porter, his wife Penny and daughter Keitha, and Freddie Collins relaxing in the shade at Lyondell Park next to the Channelview complex during the annual Lyondell Day. This photo was taken in 1973.

maintaining an inviting appearance. Off-shift workers meet at the Recreational Club to join in physical fitness activities and compete in sporting events. The camaraderie extends outside of the plant grounds as employees assist co-workers with home repairs and other deeds of kindness to help improve the quality of life.

Even after employees retire they continue their long-established friendships. Thursday mornings find at least a dozen Channelview retirees at a popular eatery on Garth Road in Baytown. In December, a group of former co-workers converge on a deer lease in Livingston to hunt and reminisce. And each year, dozens of retired Channelview complex employees join forces to compete in the Senior Olympics.

A sense of pride motivates employees to share the responsibility in maintaining the site's recreational areas by mowing the grass and



1971

- IPOH production begins
- Voting age lowered to 18
- e-mail invented

1972

- Watergate break-in discovered
- Ataris Pong video game introduced
- Munich's Olympic Village invaded
- Coca Cola® teaches world to sing



1973

- Vietnam War ends and last U.S. soldier leaves
- First handheld cell phone call

1974

- Ground broken for South Plant
- UPC bar code introduced on Wrigley's gum packaging
- Patty Hearst kidnapped
- Nixon resigns
- ATMs introduced

FAMILY TIES

The Janak family tree has multiple branches, four of which have ties to the Channelview complex. Brothers Gary and Jimmy, brother-in-law Gary Fruge and Jimmy's son Jared have hire dates ranging from 1997 to 2005. Their occupations vary from operations to maintenance, but they were drawn to the Channelview complex for the same reasons: opportunity, reputation and safety.

The Janak clan views the Channelview complex as a family hub. On its grounds and over the years, family members have celebrated birthdays, gone swimming in the pool, enjoyed barbecue cook-outs, hunted Easter eggs and given wishes to Santa. This close family has given a multi-generational meaning to the saying "a family that plays together, stays together."

“Lyondell has offered our family job stability, growth and enticing opportunities.”

GARY FRUGE
OPERATIONS TECHNICIAN

(Elizabeth to expand)

Likewise, brothers Chris, Dennis and Frank Malek share rewarding careers by working at the site.

Additional multi-generational families working at the Channelview complex include Shane, Shawn and Troy Pool, Tompkins, Art Board Sr. and Jr., Cumbie,

SOCIAL RESPONSIBILITY

Lyondell Channelview employees are recognized for their commitment to sound environmental and safety programs, outreach to neighboring communities, leadership roles in area organizations and support of community activities.

Over the years, employees have been involved with area senior citizens, local schools, charitable organizations and many other community functions that have helped make the North Channel area a better place to live, work and play. On any given day, employees can be seen cleaning neighborhood streets, tutoring students in local schools, visiting elderly residents, volunteering with JROTC programs, helping students build solar-powered vehicles, organizing hazardous waste collections, working with Texas Parks and Wildlife or participating in Literacy Advance of Houston to help adults overcome struggles with reading and writing.

Channelview employees engage in many activities with residents living near the complex to discuss the company's values on safe operations and sound environmental performance.

1975

- B2 Furfural System added
- Wheel of Fortune premieres
- U.S.-Soviet space link-up
- Microsoft formed
- Queen releases hit "Bohemian Rhapsody"

1976

- OP-1, BT Unit, Barge Dock added
- U.S. bicentennial
- Carter is President
- Apple Computer founded
- First commercial Concorde takes flight



1977

- VCR introduced
- The Love Boat premieres on ABC
- Elvis Presley and Bing Crosby die





Channelview employees have contributed 250,000 volunteer hours in the North Channel area over the past 50 years.

SENIOR CITIZEN PROGRAMS

Holiday Cheer

Since 1980, Lyondell Channelview has partnered with Harris County Commissioner Precinct 2 to host a series of unforgettable Christmas festivities for North Channel-area senior citizens. The Commissioner's office extends 500 invitations annually to this popular event, and excitement mounts as area seniors await post-Thanksgiving mail. In the spirit of the season, guests are treated to dinner, games (Bingo) and door prizes. And ever-mindful that Christmas brings out the kid in everyone, no matter what the age, Santa Claus comes to town to make his list and check it twice before posing for pictures with guests. Ensuring happy holidays for all, Lyondell also has also taken its party on

“Building strong minds isn't just a great concept; it's a prevalent component of the Channelview complex culture and a responsibility our employees take seriously.”

DENNY WISEMAN
PLANT MANAGER

the road, last year warming hearts of the homebound seniors who were physically unable to join the festivities at the Channelview complex.

HELPING HANDS FOR AREA STUDENTS

The company recognizes the incalculable value education plays in quality of life.

To help shape the next generation of leaders, Channelview employees participate in an extensive range of educational initiatives in support of area students.

Tutoring in Schools

Company employees use their lunch breaks to volunteer at schools in the Channelview and Sheldon Independent School Districts, including Crenshaw, Harvey Brown, McMullan, Schochler, Hamblen, DeZavala and Sheldon elementaries. From addition and subtraction, to English comprehension and social studies, to math, science and reading labs, dedicated volunteers help build strong minds and eager attitudes by providing thousands of hours of regularly scheduled tutoring assistance each year.

Encouraging Visions for the Future

Forums such as the Expanding Your Horizons Science and Mathematics Conference help provide timely opportunities



1978

- Smallpox eradicated
- Susan B. Anthony dollar enters circulation
- Sony introduces the Walkman portable stereo

1979

- Production of MTBE begins
- U.S. population: 225 million
- Saturday Night Fever wins Grammy's album of the year
- John Wayne and Nelson Rockefeller die

1980

- Reagan is President
- Iran-Iraq war begins
- John Lennon shot

1981

- Sandra Day O'Connor appointed to Supreme Court
- AIDS identified
- First-class postage stamp 15 cents
- Raiders of the Lost Ark premieres

for Lyondell's female engineers and chemists to nurture the interest of middle school girls to become the next generation of scientists, mathematicians and engineers.

School Supplies Collections

Nearby Sheldon and Crenshaw elementary schools have felt the ongoing charitable touch of Lyondell. Channelview Complex employees have pooled their monetary donations, supplemented by contributions from Lyondell, to provide supplies for the schools' high percentage of disadvantaged students. In doing so, hundreds of children start the academic year with necessary supplies.

Building and Rebuilding

Bad things happen to good people, and that was certainly the case when vandals maliciously burned down the playground equipment at Crenshaw Elementary. Channelview employees transformed this crime scene into a sublime scene by rebuilding the playground, hand-crafting new playground equipment from plastic 'wood', constructing a gazebo and planting trees during a recent Global Care Day.

A Second Childhood for Notebooks

We're talking binders, binders and more binders from Lyondell's ample project load over the course of each year. When the plastic-type notebooks are no longer needed, they are 'recycled' as donations to area schools, thereby giving new life to this high-demand school supply.

COMMUNITY SERVANTS

Fast Food of a Different Kind

Channelview complex employees conduct an annual food drive during the Thanksgiving and Christmas holiday seasons and coordinates distribution to needy families through local food banks. Lyondell also works with Harris County Precinct 2 Commissioner's office to deliver food to homebound senior citizens ensuring these special residents are not overlooked. Employees have donated more than 20,000 pounds of food during the past 20 years.

Spirit Through Actions

Although area weather is best marked by heat and humidity, Channelview has seen its share

of natural disasters over the past five decades. Not surprisingly, Lyondell employees have consistently been ready, willing and expeditious in rallying to help co-workers, friends, schools and the North Channel community get back on their feet as quickly as possible. Food and clothing were collected and disbursed within hours of Hurricane Carla (1963), Hurricane Alicia (1984), the 'freeze storm' (1989), a tornado in the nearby Sterling Green neighborhood (1992), several area floods and other natural disasters.

Community Advisory Panel

In May 1991, the Community Advisory Panel to Lyondell and ARCO (CAPLA) was formed as a catalyst for communications between Lyondell Channelview and the community. Monthly meetings give Lyondell participants an opportunity to see the face of the North Channel community, hear their interests and address their questions, including emission reductions, waste minimization and emergency procedures. By proactively bridging the gaps between perceptions and reality, Lyondell has become a proactive

Many Channelview employees include their families when participating in community service projects.



- | | | | | | |
|--|---|---|--|--|--|
| <p>1982</p> <ul style="list-style-type: none"> • Methanol production begins • CDs introduced • John Hinckley shoots President Reagan • Cellular service approved after 11 years | <p>1983</p> <ul style="list-style-type: none"> • PEA production added • Challenger's first female crew member • Personal computer named Time's 1982 Man of the Year | <p>1985</p> <ul style="list-style-type: none"> • Lyondell Petrochemical Company formed and Lyondell Plant renamed Channelview Complex • OP-2 Product Flex added • 347 businesses in Channelview | <p>1986</p> <ul style="list-style-type: none"> • ARCO sells SMA and Poly bd Units to Pony Industries • Lyondell continues to operate process units • MTBE South Plant built • Challenger space shuttle explodes | <p>1988</p> <ul style="list-style-type: none"> • ARCO Chemical Company formed • Google incorporated by two college students | <p>1989</p> <ul style="list-style-type: none"> • Methyl ethyl ketone discontinues operations • Lyondell spins off from ARCO: becomes publicly traded on NYSE • Beijing's Tiananmen Square overtaken by students • Berlin Wall torn down |
|--|---|---|--|--|--|





member of the community. The panel changed its name to CAPLE in 1998 to reflect the name changes that dropped ARCO Chemical and added Equistar.

Global Care Day

Thousands of volunteers. Dozens of communities. Innumerable lives touched. All in one day. Each year since 2000, Lyondell Channelview complex employees participated in a company-wide initiative that challenges employees at each of the company's worldwide sites to simultaneously complete a community service projects related to environmental enhancement, education and community sustainability. Teams of employees and their families, joined by site contractors, tackle work that extends beyond the company's ongoing community involvement activities.

Among the legendary Channelview myths is the tale the the old golf course was designed by Howard Hughes and that the plant site was purchased directly from Howard Hughes. In reality, the site was owned by Hughes Tool Company and sold to Texas Butadiene. The old golf course was owned by The Hughes Club and was operated as San

“Our objective is simple: to make a difference in the communities where we operate. Global Care Day is a wonderful opportunity for the Channelview complex employees to become personally and directly involved in Channelview and surrounding communities.”

MORRIS GELB
EXECUTIVE VICE PRESIDENT
AND CHIEF OPERATING OFFICER,
GLOBAL CARE DAY EXECUTIVE SPONSOR

Jacinto Country Club when purchased in the 1970s. No records exist as to whether the infamous Hughes ever visited, much less played on the flat rectangular course.

As the Channelview complex continues to grow, new generations of employees and folklore are evolving. Only time will turn the pages to the next chapters. But regardless of the age, year or context, these stories —

TIDBITS OF FOLKLORE

Visit T. J.'s Kitchen at lunch and chances are you'll overhear a bit of Lyondell folklore.

“Remember when” stories abound from retirees, employees and community friends alike. Among the most often-told are stories:

- lunch time domino games played hastily between lunchtime whistle blows;
- the mysterious and perpetual lowering of Jim Batey's bicycle seat;
- in-ground pits dug at the complex for annual barbecues;
- David Gosney's carrying of the 1984 Olympic torch (third from last, it's told);
- Tony Cox's ability to enter the room with a new joke every time;
- reasons to avoid after-hours gathering spots with dirt floors;
- how John Shelton tied recruiting to football;
- Don Thomas, in his first days on the job, unknowingly taking the shift car off the property unauthorized; and
- the evolution of the nation's largest sand-bottom swimming pool.

1990

- South Plant BDO startup
- world wide web debuts
- Human Genome Project commences
- Hubble Space Telescope launches

1992

- South Plant POSM 2 product startup
- Cold war formally ends
- First class stamp is 29¢

1997

- Equistar Chemicals created

1998

- Lyondell acquires ARCO Chemical Company
- S&P 500 index closes above 1,000 for first time
- Movie Titanic wins 11 Oscars
- 76 million viewers watch last episode of Seinfeld



2000

- Worldwide polyols business sold to Bayer AG
- Channelview: population 29,685 with 659 businesses
- Millennium celebrations throughout the world

old and new — reveal a golden thread of comradery in the workplace that has bound workers together over the decades.

Based on coffee talk and lunchtime chatter, that's not likely to change.

ON-SITE ACTION

Cooking Up Fun and Fellowship

Cook teams have filled the air with inviting aromas for as long as anyone can recall. Outfitted in matching aprons over monogrammed shirts, the cook teams are an important part of the Channelview Complex history. Employees' culinary skills are showcased during the annual rodeo cook-off. Held at Northshore Rotary Pavilion, proceeds fund college scholarships for local students while serving as a festive venue to mix and mingle with other employees, their families and community leaders. The cook team also participates in numerous community and employee events throughout the year.

“As the next generation of employees joins the Channelview complex family, people, pride, opportunities and family environment will continue to define our heritage and shape our future.”

MIKE BROWN
GENERAL MANAGER
EAST REGION

Family Days

All work and no play? No way. Dating back to the early years of the company, Family Days have welcomed employees and their families to the park grounds for recreation and relaxation. Over the years, ball games, card games and board games are been

interspersed with laughter at the pool and on the playgrounds.

Texas Hospitality for a Global Icon

In March 1993, Lyondell's hosted former British Prime Minister Margaret Thatcher at Channelview. Capitalizing on Lady Thatcher's interest in science — herself a research chemist in early career years — a tour of the Channelview complex was arranged, after which she addressed Lyondell employees and local community leaders in the north plant gym. Afterward, the cook team dished out true Texas hospitality in the Clubhouse: barbecue served on tin plates, tables decorated with yellow roses, a backdrop of wagons and tumbleweeds, and the presentation of a cook team apron to Lady Thatcher.

Students in the North Channel area have benefited from the company's Explore & Experiment program because it helps them appreciate the significance of learning math and science using practical applications and scientific experiments.



2001

- 9.11 terrorist attacks in New York, Pennsylvania, Washington, D.C.
- U.S. proclaims war against terror

2002

- Lyondell interest in Equistar increases to 70.5%
- Criminal investigation of Enron ensues
- Total solar eclipse

2003

- Lyondell completes construction of a PO-only pilot plant
- Equistar divests polypropylene unit
- U.S. Department of Homeland Security begins
- Land troops invade Iraq

2004

- Equistar becomes a Lyondell wholly owned subsidiary through Lyondell acquisition of Millenium Chemicals
- Thailand tsunami kills 40,000

2006

- Lyondell ranks No. 3 for biggest increases in revenues, No. 3 for biggest increases in profits and No. 349 among Global Fortune 500

2007

- Lyondell ranks #106 in Fortune 500
- Basell and Lyondell announce merger
- Channelview ISD enrollment: 8,000 students
- Early-Sept. average price per gallon of gasoline: \$2.85

CHANNELVIEW PLANT MANAGEMENT

L.H. Westmoreland

Texas Butadiene Chemicals
1956 to 1962

Homer Wilson

Sinclair 1962 to 1966

Harvey Campbell

Sinclair 1966 to 1968

W.D. Luening

ARCO 1968 to 1973

John Shelton

ARCO 1973 to 1977;
Oxirane 1977 to 1979

Pat Sacken

Oxirane 1975 to 1977

Chuck Hudson

ARCO 1977 to 1981

Ed Bradley

ARCO 1980 to 1985

Ed Jones

ARCO 1985 to 1986

Dan Smith

Lyondell 1985 to 1988

John Yoars

Lyondell 1986 to 1992

Earl McCaleb

ARCO Chemical 1989 to 1991

Charles Bonney

ARCO Chemical 1991 to 1995

Bill Haynes

Lyondell 1989 to 1993

Norm Phillips

Lyondell 1992 to 1995

John Beard

Lyondell 1995 to 1997

Jim Bayer

ARCO Chemical and Lyondell
1995 to 1999

Mike Hemmi

Lyondell 1990 to 1997;
Equistar 1999 to 2000

Paula Mitchell

Equistar 1994 to 1996

Brad Yaw

Lyondell and Equistar
1995 to 1999

Mike Wobser

Equistar 1996 to 1999

Bill Thompson

Equistar 1997 to 1998

Debbie Kryak

Equistar 1997 to 2000

Gary Koehler

Lyondell and Equistar 1997 to 2002

Lonnie Lindsey

Lyondell and Equistar
1998 to 2006

Terry Stierman

Lyondell 1999 to 2003

Russ Crockett

Equistar 1999 to 2000

Karen Swindler

Equistar 1999 to 2001

Joe Bernard

Lyondell 2001 to 2002

Gary Jones

Equistar 2002 to 2004

Kim Foley

Lyondell 2002 to 2006

Joe Marschhauser

Lyondell 2006 to 2007

Mike Brown

Lyondell and Equistar
2006 to Present

Denny Wiseman

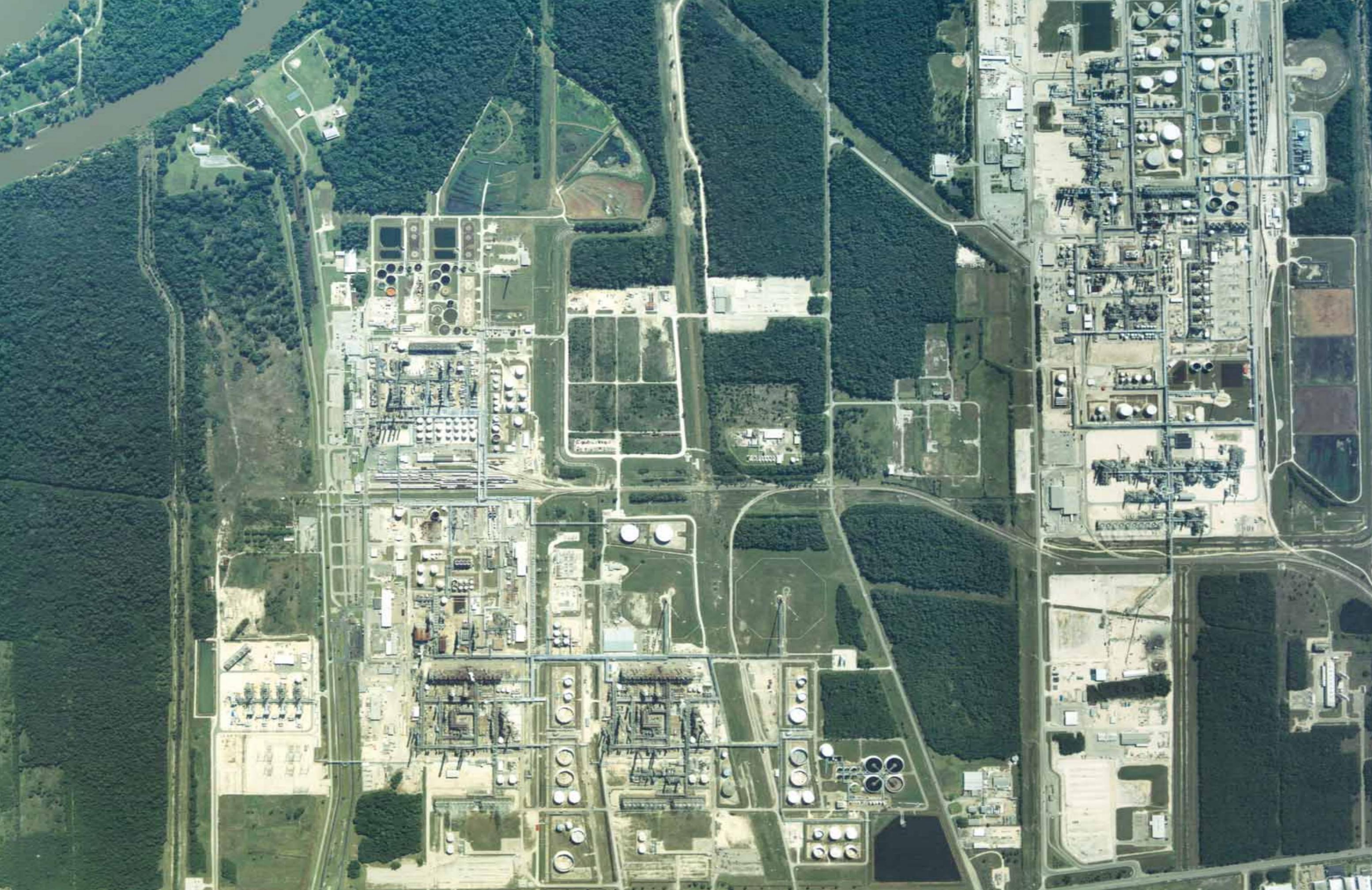
Lyondell and Equistar
2001 to Present

Dave Seitz

Lyondell 2004 to Present

Ghazi Shahin

Lyondell and Equistar 2006 to Present







Channelview, Texas