



January 30, 2009

International Swaps and Derivatives Association, Inc.
Send to: LvondellProtocol@isda.org

Dear Sirs,

2009 Lyondell Entities CDS Protocol - Adherence

The purpose of this letter is to confirm the adherence of each of the funds listed on Exhibit A hereto (each, a "Fund" and collectively, the "Funds") to the 2009 Lyondell Entities CDS Protocol, as published by the International Swaps and Derivatives Association, Inc. on January 28, 2009 (the "Protocol"). This letter constitutes an "Adherence Letter" as referred to in the Protocol.

In adhering to the Protocol, we confirm that we are adhering to its terms with respect to the following Auctions (as defined in the Protocol):

Auction	Check to confirm adherence
Auction for Equistar Chemicals, LP	<input type="checkbox"/>
Auction for Lyondell Chemical Company	<input checked="" type="checkbox"/>
Auction for Millennium America Inc.	<input type="checkbox"/>

We acknowledge and agree that if no boxes are checked, each box will be deemed to be checked and this letter will confirm our adherence to the Protocol with respect to each of the Auctions.

If one, two or three boxes have been checked, this letter will confirm our adherence to the Protocol with respect to each Auction corresponding to each box checked.

The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Covered Transaction (now or in the future) between each Fund and each other Adhering Party, respectively.

1. Specified Terms

The amendments in Section 1 and Schedule 1 of this Protocol shall apply to Covered Transactions to which each Fund is a party.

2. Appointment as Agent and Release

Each Fund hereby appoints ISDA as its agent for the limited purposes of the Protocol and accordingly waives, and hereby releases ISDA from, any rights, claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of, or in any way relating to, this Adherence Letter or the Fund's adherence to the Protocol or any actions contemplated as being required by ISDA.

3. DTCC Account Number

For purposes of electronic matching and counterparty recognition, each Fund's DTCC Account Number is as follows, but you understand and agree that our failure to provide any such details pursuant to this letter will not affect the legal validity and binding nature of the Protocol with respect to the Funds:

DTCC Account Number: To be provided upon request by relevant counterparties

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Kristin Marcus
Address: Highfields Capital Management LP, 200 Clarendon Street, Boston, MA 02116
Telephone: 617-850-7500
Fax: 617-850-7501
E-mail: kmarcus@highfieldscapital.com

We consent to the publication of the conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

HIGHFIELDS CAPITAL MANAGEMENT LP, AS
AGENT ACTING ON BEHALF OF EACH OF THE
FUNDS LISTED ON EXHIBIT A HERETO

By:

Name: Kristin Marcus
Title: Managing Director and Chief Financial Officer
Signature: /s/ Kristin Marcus

EXHIBIT A

Funds

Highfields Capital I LP
Highfields Capital II LP
Highfields Capital III L.P.