

Form of Adherence Letter

Prophet Capital Management, Ltd.

January 30, 2009

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

Dear Sirs,

2009 Lyondell Entities CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence 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



Auction for Lyondell Chemical Company



Auction for Millennium America Inc.



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 us 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 we are a party.

2. Appointment as Agent and Release

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive, and hereby release 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 our 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, our 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 us:

DTCC Account Number: 0000745X

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Prophet Capital Management, Ltd.
Address: 5000 Plaza on the Lake, Suite 180 Austin, TX 78746
Telephone: 512-327-9500
Fax: 512-327-9515
E-mail: Rebecca@prophetcapital.net

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,

Prophet Capital Management, Ltd.

By:

Name: Catherine Toran
Title: CFO
Signature: