

LyondellBasell Industries N.V.  
Form SC 13G/A  
February 10, 2012

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

**SCHEDULE 13G**

**(Amendment No. 1)\***

**Under the Securities Exchange Act of 1934**

**LYONDELLBASELL INDUSTRIES N.V.**

(Name of Issuer)

**Ordinary Shares, par value 0.04**

(Title of Class of Securities)

**N53745100**

(CUSIP Number)

**December 31, 2011**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). ACLF/Lyondell S.à r.l.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Luxembourg
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 3,383,080 ordinary shares
	7 Sole Dispositive Power
	8 Shared Dispositive Power 3,383,080 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,383,080 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.6%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 3,383,080 ordinary shares
	7 Sole Dispositive Power
	8 Shared Dispositive Power 3,383,080 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,383,080 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.6%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 3,383,080 ordinary shares
	7 Sole Dispositive Power
	8 Shared Dispositive Power 3,383,080 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,383,080 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.6%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
ACLF Co-Invest/Lyondell S.à r.l.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Luxembourg
- |  |   |   |
|--|---|---|
|  | 5 | Sole Voting Power                                     |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>3,102,004 ordinary shares      |
|  | 7 | Sole Dispositive Power                                |
|  | 8 | Shared Dispositive Power<br>3,102,004 ordinary shares |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,102,004 ordinary shares
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
0.5%
- 12 Type of Reporting Person (See Instructions)  
OO

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). ACLF Co-Investment Fund, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Alberta
5	Sole Voting Power
6	Shared Voting Power 3,102,004 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 3,102,004 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,102,004 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 0.5%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Credit Liquidity Advisors, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- |  |   |   |
|--|---|---|
|  | 5 | Sole Voting Power                                     |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>3,102,004 ordinary shares      |
|  | 7 | Sole Dispositive Power                                |
|  | 8 | Shared Dispositive Power<br>3,102,004 ordinary shares |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,102,004 ordinary shares
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
0.5%
- 12 Type of Reporting Person (See Instructions)  
PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Capital Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 3,102,004 ordinary shares
	7 Sole Dispositive Power
	8 Shared Dispositive Power 3,102,004 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,102,004 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.5%
12	Type of Reporting Person (See Instructions) OO



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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 3,102,004 ordinary shares
	7 Sole Dispositive Power
	8 Shared Dispositive Power 3,102,004 ordinary shares
	9 Aggregate Amount Beneficially Owned by Each Reporting Person 3,102,004 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.5%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 3,102,004 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 3,102,004 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,102,004 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.5%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource Holdings Series III (Lux) S.à r.l.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Luxembourg
5	Sole Voting Power
6	Shared Voting Power 79,237,329 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 79,237,329 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 79,237,329 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 13.7%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 79,237,329 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 79,237,329 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 79,237,329 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 13.7%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Management VII, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power                                      |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>79,237,329 ordinary shares      |
|  | 7 | Sole Dispositive Power                                 |
|  | 8 | Shared Dispositive Power<br>79,237,329 ordinary shares |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
79,237,329 ordinary shares
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
13.7%
- 12 Type of Reporting Person (See Instructions)  
PN

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1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AIF VII Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 79,237,329 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 79,237,329 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 79,237,329 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 13.7%
12	Type of Reporting Person (See Instructions) OO

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1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 79,237,329 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 79,237,329 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 79,237,329 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 13.7%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 79,237,329 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 79,237,329 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 79,237,329 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 13.7%
12	Type of Reporting Person (See Instructions) OO



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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AP Alternative Assets, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Guernsey
5	Sole Voting Power
6	Shared Voting Power
7	Sole Dispositive Power
8	Shared Dispositive Power 1,520,369 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,520,369 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.3%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Alternative Assets, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power
7	Sole Dispositive Power
8	Shared Dispositive Power 1,520,369 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,520,369 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.3%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power
7	Sole Dispositive Power
8	Shared Dispositive Power 1,520,369 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,520,369 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.3%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo International Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power
7	Sole Dispositive Power
8	Shared Dispositive Power 1,520,369 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,520,369 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.3%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
LeverageSource XI (N), L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Cayman Islands
- |  |   |  |
|--|---|--|
|  | 5 | Sole Voting Power  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>78,614,992 ordinary shares  |
|  | 7 | Sole Dispositive Power   |
|  | 8 | Shared Dispositive Power<br>78,614,992 ordinary shares                                     |
|  | 9 | Aggregate Amount Beneficially Owned by Each Reporting Person<br>78,614,992 ordinary shares |
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
13.6%
- 12 Type of Reporting Person (See Instructions)  
PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource XI (A), L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 6,233,745 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 6,233,745 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 6,233,745 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 1.1%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource Holdings GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 84,848,737 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 84,848,737 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 84,848,737 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 14.7%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 84,848,737 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 84,848,737 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 84,848,737 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 14.7%
12	Type of Reporting Person (See Instructions) PN



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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Advisors VII (EH), L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 84,848,737 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 84,848,737 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 84,848,737 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 14.7%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Advisors VII (EH-GP), Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> o (b) <input checked="" type="radio"/> x
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 84,848,737 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 84,848,737 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 84,848,737 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> x
11	Percent of Class Represented by Amount in Row (9) 14.7%
12	Type of Reporting Person (See Instructions) CO

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings III, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 84,848,737 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 84,848,737 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 84,848,737 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 14.7%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings III GP, Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
5	Sole Voting Power
6	Shared Voting Power 84,848,737 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 84,848,737 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 84,848,737 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 14.7%
12	Type of Reporting Person (See Instructions) CO

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AIE Eurolux S.à r.l.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Luxembourg
5	Sole Voting Power
6	Shared Voting Power 560,960 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 560,960 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 560,960 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

- 1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Europe Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x
- 3 SEC Use Only
- 4 Citizenship or Place of Organization  
Delaware
- |  |   |   |
|--|---|---|
|  | 5 | Sole Voting Power                                   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With: | 6 | Shared Voting Power<br>560,960 ordinary shares      |
|  | 7 | Sole Dispositive Power                              |
|  | 8 | Shared Dispositive Power<br>560,960 ordinary shares |
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
560,960 ordinary shares
- 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)  x
- 11 Percent of Class Represented by Amount in Row (9)  
0.1%
- 12 Type of Reporting Person (See Instructions)  
PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AEM GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 560,960 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 560,960 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 560,960 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

1 Name of Reporting Persons.  
I.R.S. Identification Nos. of Above Persons (Entities Only).  
Apollo Capital Management, L.P.

2 Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  o  
(b)  x

3 SEC Use Only

4 Citizenship or Place of Organization  
Delaware

5 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With: 6 Shared Voting Power  
3,944,040 ordinary shares

7 Sole Dispositive Power

8 Shared Dispositive Power  
3,944,040 ordinary shares

9 Aggregate Amount Beneficially Owned by Each Reporting Person  
3,944,040 ordinary shares

10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x

11 Percent of Class Represented by Amount in Row (9)  
0.7%

12 Type of Reporting Person (See Instructions)  
PN



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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 3,944,040 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 3,944,040 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,944,040 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.7%
12	Type of Reporting Person (See Instructions) OO

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 83,181,369 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 83,181,369 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 83,181,369 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 14.4%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
5	Sole Voting Power
6	Shared Voting Power 83,181,369 ordinary shares
7	Sole Dispositive Power
8	Shared Dispositive Power 83,181,369 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 83,181,369 ordinary shares
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 14.4%
12	Type of Reporting Person (See Instructions) OO

**Item 1.**

- (a) Name of Issuer  
LyondellBasell Industries N.V.
- (b) Address of Issuer's Principal Executive Offices  
Weena 737  
  
3013 AM Rotterdam  
  
The Netherlands

**Item 2.**

- (a) Name of Person Filing  
This statement is filed by (i) ACLF/Lyondell S.à r.l. ( ACLF/Lyondell ), (ii) Apollo Credit Liquidity Management, L.P. ( ACL Management ), (iii) Apollo Credit Liquidity Management GP, LLC ( ACL Management GP ), (iv) ACLF Co-Invest/Lyondell S.à r.l. ( ACLF Co-Invest ), (v) ACLF Co-Investment Fund, L.P. ( ACLF Co-Investment Fund ), (vi) Apollo Credit Liquidity Advisors, L.P. ( ACL Advisors ), (vii) Apollo Credit Liquidity Capital Management, LLC ( ACL Capital Management ), (viii) Apollo Principal Holdings II, L.P. ( Principal II ), (ix) Apollo Principal Holdings II GP, LLC ( Principal II GP ), (x) LeverageSource Holdings Series III (Lux) S.à r.l. ( LeverageSource Series III ), (xi) LeverageSource Management, LLC ( LeverageSource Management ), (xii) Apollo Management VII, L.P. ( Management VII ), (xiii) AIF VII Management, LLC ( AIF VII LLC ), (xiv) Apollo Management, L.P. ( Apollo Management ), (xv) Apollo Management GP, LLC ( Management GP ), (xvi) AP Alternative Assets, L.P. ( AP Assets ), (xvii) Apollo Alternative Assets, L.P. ( AAA ), (xviii) Apollo International Management, L.P. ( Intl Management ), (xix) Apollo International Management GP, LLC ( International GP ), (xx) LeverageSource XI (N), L.P. ( LeverageSource N ), (xxi) LeverageSource XI (A), L.P. ( LeverageSource A ), (xxii) LeverageSource Holdings GP, LLC ( LeverageSource Holdings GP ), (xxiii) LeverageSource, L.P. ( LeverageSource LP ), (xxiv) Apollo Advisors VII (EH), L.P. ( Advisors VII (EH) ), (xxv) Apollo Advisors VII (EH-GP), Ltd. ( Advisors VII (EH-GP) ), (xxvi) Apollo Principal Holdings III, L.P. ( Principal III ), (xxvii) Apollo Principal Holdings III GP, Ltd. ( Principal III GP ), (xxviii) AIE Eurolux S.à r.l. ( AIE Eurolux ), (xxix) Apollo Europe Management, L.P. ( Apollo Europe ), (xxx) AEM GP, LLC ( AEM GP ), (xxxii) Apollo Capital Management, L.P. ( Capital Management ), (xxxiii) Apollo Capital Management GP, LLC ( Capital Management GP ), (xxxiv) Apollo Management Holdings, L.P. ( Management Holdings ), and (xxxv) Apollo Management Holdings GP, LLC ( Management Holdings GP ).

ACLF/Lyondell, ACLF Co-Invest, LeverageSource Series III, LeverageSource N, LeverageSource A and AIE Eurolux each hold ordinary shares of the Issuer. ACL Management serves as the investment manager of ACLF/Lyondell, and ACL Management GP serves as the general partner of ACL Management. Capital Management serves as the sole member and manager of ACL Management GP.

ACLF Co-Investment Fund serves as the sole shareholder of ACLF Co-Invest, and ACL Advisors serves as the general partner of ACLF Co-Investment Fund.

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ACL Capital Management serves as the general partner of ACL Advisors. Principal II serves as the sole member of ACL Capital Management, and Principal II GP serves as the general partner of Principal II.

LeverageSource Management serves as the investment manager of LeverageSource Series III. Management VII serves as the sole member of LeverageSource Management. AIF VII LLC serves as the general partner of Management VII. Apollo Management serves as the sole member and manager of AIF VII LLC.

Pursuant to a Master Consent Agreement dated November 30, 2011, among LeverageSource Series III, AP Assets, AAA and certain other Apollo investment funds, and an amendment to the Investment Management Agreement between LeverageSource Series III and LeverageSource Management, AP Assets and AAA, which provides management services to AP Assets, have the right to direct LeverageSource Series III and its manager, LeverageSource Management, to dispose of the ordinary shares of the Issuer in which AP Assets has a pecuniary interest. Intl Management is the managing general partner of AAA, and International GP is the general partner of Intl Management.

LeverageSource Holdings GP serves as the investment manager for LeverageSource N and LeverageSource A. LeverageSource LP serves as the sole member of LeverageSource Holdings GP. Advisors VII (EH) serves as a general partner of LeverageSource LP and has the authority to make decisions on behalf of LeverageSource LP related to the investment in the Issuer. Advisors VII (EH-GP) serves as the general partner of Advisors VII (EH). Principal III serves as the sole shareholder of Advisors VII (EH-GP), and Principal III GP serves as the general partner of Principal III.

Apollo Europe serves as the investment manager of AIE Eurolux. AEM GP serves as the general partner of Apollo Europe, and Capital Management serves as the sole member and manager of AEM GP.

Capital Management GP serves as the general partner of Capital Management. Management GP serves as the general partner of Apollo Management. Management Holdings serves as the sole member and manager of Capital Management GP, Management GP and International GP. Management Holdings GP serves as the general partner of Management Holdings.

ACLF/Lyondell, ACL Management, ACL Management GP, ACLF Co-Invest, ACLF Co-Investment Fund, ACL Advisors, ACL Capital Management, Principal II, Principal II GP, LeverageSource Series III, LeverageSource Management, Management VII, AIF VII LLC, Apollo Management, Management GP, AP Assets, AAA, Intl Management, International GP, LeverageSource N, LeverageSource A, LeverageSource Holdings GP, LeverageSource LP, Advisors VII (EH), Advisors VII (EH-GP), Principal III, Principal III GP, AIE Eurolux, Apollo Europe, AEM GP, Capital Management, Capital Management GP, Management Holdings and Management Holdings GP are collectively referred to herein as the Reporting Persons.

- (b) Address of Principal Business Office or, if none, Residence  
 The principal office for each of ACLF/Lyondell, ACLF Co-Invest and LeverageSource Series III is 44, Avenue John F. Kennedy, L-1885, Luxembourg. The principal office for AIE EuroLux is 9B, Boulevard Prince Henri, L-1724, Luxembourg. The principal office for each of LeverageSource N, LeverageSource A, LeverageSource LP, Advisors VII (EH), Advisors VII (EH-GP), Principal III and Principal III GP is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9005. The principal office of AP Assets is Trafalgar Court, Les Banques, GY1 3QL, St. Peter Port, Guernsey, Channel Islands. The principal office for each of ACLF Co-Investment Fund, ACL Advisors, ACL Management, ACL Management GP, Principal II, Principal II GP, AAA, LeverageSource Management and LeverageSource Holdings GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office for each of ACL Capital Management, Apollo Europe, AEM GP, Management VII, AIF VII LLC, Apollo Management, Management GP, Capital Management, Capital Management GP, Intl Management, International GP, Management Holdings and Management Holdings GP is 9 W. 57th Street, 43rd Floor, New York, New York 10019.
- (c) Citizenship  
 ACLF/Lyondell, ACLF Co-Invest, LeverageSource Series III and AIE EuroLux are Luxembourg private limited liability companies. ACLF Co-Investment Fund is an Alberta limited partnership. AP Assets is a Guernsey limited partnership. AAA, LeverageSource A, LeverageSource N, LeverageSource LP, Advisors VII (EH) and Principal III are exempted limited partnerships registered in the Cayman Islands. Advisors VII (EH-GP) and Principal III GP are exempted companies incorporated in the Cayman Islands with limited liability. ACL Management, ACL Advisors, Principal II, Management VII, Apollo Management, Apollo Europe, Capital Management, Intl Management and Management Holdings are Delaware limited partnerships. ACL Management GP, ACL Capital Management, Principal II GP, LeverageSource Management, AIF VII LLC, Management GP, LeverageSource Holdings GP, AEM GP, Capital Management GP, International GP and Management Holdings GP are Delaware limited liability companies.
- (d) Title of Class of Securities  
 Ordinary shares, par value 0.04 (the Ordinary Shares )
- (e) CUSIP Number  
 N53745100

**Item 3.** If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:  
 Not applicable.

**Item 4. Ownership.**

(a)	Amount beneficially owned:
ACLF/Lyondell:	3,383,080 Ordinary Shares
ACL Management:	3,383,080 Ordinary Shares
ACL Management GP:	3,383,080 Ordinary Shares
ACLF Co-Invest:	3,102,004 Ordinary Shares
ACLF Co-Investment Fund:	3,102,004 Ordinary Shares
ACL Advisors:	3,102,004 Ordinary Shares
ACL Capital Management:	3,102,004 Ordinary Shares
Principal II:	3,102,004 Ordinary Shares
Principal II GP:	3,102,004 Ordinary Shares
LeverageSource Series III:	79,237,329 Ordinary Shares
LeverageSource Management:	79,237,329 Ordinary Shares
Management VII:	79,237,329 Ordinary Shares
AIF VII LLC:	79,237,329 Ordinary Shares
Apollo Management:	79,237,329 Ordinary Shares
Management GP:	79,237,329 Ordinary Shares
AP Assets:	1,520,369 Ordinary Shares
AAA:	1,520,369 Ordinary Shares
Intl Management:	1,520,369 Ordinary Shares
International GP:	1,520,369 Ordinary Shares
LeverageSource N:	78,614,992 Ordinary Shares
LeverageSource A:	6,233,745 Ordinary Shares
LeverageSource Holdings GP:	84,848,737 Ordinary Shares
LeverageSource LP:	84,848,737 Ordinary Shares
Advisors VII (EH):	84,848,737 Ordinary Shares
Advisors VII (EH-GP):	84,848,737 Ordinary Shares
Principal III:	84,848,737 Ordinary Shares
Principal III GP:	84,848,737 Ordinary Shares
AIE Eurolux:	560,960 Ordinary Shares
Apollo Europe:	560,960 Ordinary Shares
AEM GP:	560,960 Ordinary Shares
Capital Management:	3,944,040 Ordinary Shares
Capital Management GP:	3,944,040 Ordinary Shares
Management Holdings:	83,181,369 Ordinary Shares
Management Holdings GP:	83,181,369 Ordinary Shares

ACLF/Lyondell, ACLF Co-Invest, LeverageSource Series III, LeverageSource A, LeverageSource N and AIE Eurolux each disclaims beneficial ownership of all of the Ordinary Shares included in this report other than the Ordinary Shares held of record by such Reporting Person, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose. ACL Management, ACL Management GP, ACLF Co-Investment Fund, ACL Advisors, ACL Capital Management, Principal II, Principal II GP, LeverageSource Management, Management VII, AIF VII LLC, Apollo Management, Management GP, AP Assets, AAA, Intl Management, International GP, LeverageSource Holdings GP, LeverageSource LP, Advisors

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VII (EH), Advisors VII (EH-GP), Principal III, Principal III GP, Apollo Europe, AEM GP, Capital Management, Capital Management GP, Management Holdings and Management Holdings GP, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the managers, as well as principal executive officers, of Management Holdings GP, the managers of Principal II GP and the directors of Principal III GP, disclaim beneficial ownership of all of the Ordinary Shares included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(b) Percent of class:

ACLF/Lyondell:	0.6%
ACL Management:	0.6%
ACL Management GP:	0.6%
ACLF Co-Invest:	0.5%
ACLF Co-Investment Fund:	0.5%
ACL Advisors:	0.5%
ACL Capital Management:	0.5%
Principal II:	0.5%
Principal II GP:	0.5%
LeverageSource Series III:	13.7%
LeverageSource Management:	13.7%
Management VII:	13.7%
AIF VII LLC:	13.7%
Apollo Management:	13.7%
Management GP:	13.7%
AP Assets:	0.3%
AAA:	0.3%
Intl Management:	0.3%
International GP:	0.3%
LeverageSource N:	13.6%
LeverageSource A:	1.1%
LeverageSource Holdings GP:	14.7%
LeverageSource LP:	14.7%
Advisors VII (EH):	14.7%
Advisors VII (EH-GP):	14.7%
Principal III:	14.7%
Principal III GP:	14.7%
AIE Eurolux:	0.1%
Apollo Europe:	0.1%
AEM GP:	0.1%
Capital Management:	0.7%
Capital Management GP:	0.7%
Management Holdings:	14.4%
Management Holdings GP:	14.4%

The percentage amounts are based upon 577,441,527 shares of Ordinary Shares outstanding as of October 28, 2011, as reported in the Issuer's Quarterly Report on Form 10-Q filed on November 1, 2011.



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(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:  
0 for all Reporting Persons.
- (ii) Shared power to vote or to direct the vote:

ACLF/Lyondell:	3,383,080 Ordinary Shares
ACL Management:	3,383,080 Ordinary Shares
ACL Management GP:	3,383,080 Ordinary Shares
ACLF Co-Invest:	3,102,004 Ordinary Shares
ACLF Co-Investment Fund:	3,102,004 Ordinary Shares
ACL Advisors:	3,102,004 Ordinary Shares
ACL Capital Management:	3,102,004 Ordinary Shares
Principal II:	3,102,004 Ordinary Shares
Principal II GP:	3,102,004 Ordinary Shares
LeverageSource Series III:	79,237,329 Ordinary Shares
LeverageSource Management:	79,237,329 Ordinary Shares
Management VII:	79,237,329 Ordinary Shares
AIF VII LLC:	79,237,329 Ordinary Shares
Apollo Management:	79,237,329 Ordinary Shares
Management GP:	79,237,329 Ordinary Shares
AP Assets:	0
AAA:	0
Intl Management:	0
International GP:	0
LeverageSource N:	78,614,992 Ordinary Shares
LeverageSource A:	6,233,745 Ordinary Shares
LeverageSource Holdings GP:	84,848,737 Ordinary Shares
LeverageSource LP:	84,848,737 Ordinary Shares
Advisors VII (EH):	84,848,737 Ordinary Shares
Advisors VII (EH-GP):	84,848,737 Ordinary Shares
Principal III:	84,848,737 Ordinary Shares
Principal III GP:	84,848,737 Ordinary Shares
AIE Eurolux:	560,960 Ordinary Shares
Apollo Europe:	560,960 Ordinary Shares
AEM GP:	560,960 Ordinary Shares
Capital Management:	3,944,040 Ordinary Shares
Capital Management GP:	3,944,040 Ordinary Shares
Management Holdings:	83,181,369 Ordinary Shares
Management Holdings GP:	83,181,369 Ordinary Shares

(iii) Sole power to dispose or to direct the disposition of:

0 for all Reporting Persons.

(iv) Shared power to dispose or to direct the disposition of:

ACLF/Lyondell:	3,383,080 Ordinary Shares
ACL Management:	3,383,080 Ordinary Shares
ACL Management GP:	3,383,080 Ordinary Shares
ACLF Co-Invest:	3,102,004 Ordinary Shares
ACLF Co-Investment Fund:	3,102,004 Ordinary Shares



ACL Advisors:	3,102,004 Ordinary Shares
ACL Capital Management:	3,102,004 Ordinary Shares
Principal II:	3,102,004 Ordinary Shares
Principal II GP:	3,102,004 Ordinary Shares
LeverageSource Series III:	79,237,329 Ordinary Shares
LeverageSource Management:	79,237,329 Ordinary Shares
Management VII:	79,237,329 Ordinary Shares
AIF VII LLC:	79,237,329 Ordinary Shares
Apollo Management:	79,237,329 Ordinary Shares
Management GP:	79,237,329 Ordinary Shares
AP Assets:	1,520,369 Ordinary Shares
AAA:	1,520,369 Ordinary Shares
Intl Management:	1,520,369 Ordinary Shares
International GP:	1,520,369 Ordinary Shares
LeverageSource N:	78,614,992 Ordinary Shares
LeverageSource A:	6,233,745 Ordinary Shares
LeverageSource Holdings GP:	84,848,737 Ordinary Shares
LeverageSource LP:	84,848,737 Ordinary Shares
Advisors VII (EH):	84,848,737 Ordinary Shares
Advisors VII (EH-GP):	84,848,737 Ordinary Shares
Principal III:	84,848,737 Ordinary Shares
Principal III GP:	84,848,737 Ordinary Shares
AIE Eurolux:	560,960 Ordinary Shares
Apollo Europe:	560,960 Ordinary Shares
AEM GP:	560,960 Ordinary Shares
Capital Management:	3,944,040 Ordinary Shares
Capital Management GP:	3,944,040 Ordinary Shares
Management Holdings:	83,181,369 Ordinary Shares
Management Holdings GP:	83,181,369 Ordinary Shares

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**  
Not applicable.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 10, 2012

ACLF/LYONDELL S.À R.L.

By: Apollo Credit Liquidity Management, L.P.  
its investment manager

By: Apollo Credit Liquidity Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CREDIT LIQUIDITY MANAGEMENT, L.P.

By: Apollo Credit Liquidity Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CREDIT LIQUIDITY MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

ACLF CO-INVEST/LYONDELL S.À R.L.

By: ACLF Co-Investment Fund, L.P.  
its sole shareholder

By: Apollo Credit Liquidity Advisors, L.P.  
its general partner

By: Apollo Credit Liquidity Capital Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

ACLF CO-INVESTMENT FUND, L.P.

By: Apollo Credit Liquidity Advisors, L.P.  
its general partner

By: Apollo Credit Liquidity Capital Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CREDIT LIQUIDITY ADVISORS, L.P.

By: Apollo Credit Liquidity Capital Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CREDIT LIQUIDITY CAPITAL MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS II, L.P.

By: Apollo Principal Holdings II GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS II GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

LEVERAGESOURCE HOLDINGS SERIES III (LUX) S.À R.L.

By: LeverageSource Management, LLC  
its investment manager

By: Apollo Management VII, L.P.  
its member

By: AIF VII Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

LEVERAGESOURCE MANAGEMENT, LLC

By: Apollo Management VII, L.P.  
its member

By: AIF VII Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT VII, L.P.

By: AIF VII Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AIF VII MANAGEMENT, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AP ALTERNATIVE ASSETS, L.P.

By: Apollo Alternative Assets, L.P.  
its investment manager

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.  
its managing general partner

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President



LEVERAGESOURCE (N), L.P.

By: LeverageSource Holdings GP, LLC  
its investment manager

By: LeverageSource, L.P.  
its member

By: Apollo Advisors VII (EH), L.P.  
its general partner

By: Apollo Advisors VII (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

LEVERAGESOURCE (A), L.P.

By: LeverageSource Holdings GP, LLC  
its investment manager

By: LeverageSource, L.P.  
its member

By: Apollo Advisors VII (EH), L.P.  
its general partner

By: Apollo Advisors VII (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

LEVERAGESOURCE HOLDINGS GP, LLC

By: LeverageSource, L.P.  
its member

By: Apollo Advisors VII (EH), L.P.  
its general partner

By: Apollo Advisors VII (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

LEVERAGESOURCE, L.P.

By: Apollo Advisors VII (EH), L.P.  
its general partner

By: Apollo Advisors VII (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS VII (EH), L.P.

By: Apollo Advisors VII (EH-GP), Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO ADVISORS VII (EH-GP), LTD.

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP Ltd.  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS III GP LTD.

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AIE EUROLUX S.À R.L.

By: Apollo Europe Management, L.P.  
its investment manager

By: AEM GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO EUROPE MANAGEMENT, L.P.

By: AEM GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

AEM GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President