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

Amendment No. 2
to

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HUNTSMAN INTERNATIONAL LLC

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

2800
(Primary Standard Industrial Classification Code
Number)

87-0630358
(I.R.S. Employer
Identification Number)

**500 Huntsman Way
Salt Lake City, UT 84108
(801) 584-5700**

(Address, Including Zip Code and Telephone Number, Including Area Code, of Registrants' Principal Executive Offices)

James R. Moore, Esq.
Executive Vice President, General Counsel and Secretary
Huntsman International LLC
500 Huntsman Way
Salt Lake City, UT 84108
(801) 584-5700

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy to:
Nathan W. Jones, Esq.
Benjamin W. Bates, Esq.
Stoel Rives LLP
201 South Main Street, Suite 1100
Salt Lake City, UT 84111
(801) 328-3131

<u>Exact Name of Additional Registrants*</u>	<u>Jurisdiction of Incorporation/Organization</u>	<u>Primary Standard Industrial Classification Code Number</u>	<u>I.R.S. Employer Identification Number</u>
Airstar Corporation	Utah	2800	87-0457111
Huntsman Advanced Materials Americas LLC	Delaware	2800	52-2215309
Huntsman Advanced Materials LLC	Delaware	2800	92-0194012
Huntsman Australia Inc.	Utah	2800	87-0510821
Huntsman Chemical Purchasing Corporation	Utah	2800	87-0568517
Huntsman Enterprises, Inc.	Utah	2800	87-0562447
Huntsman Ethyleneamines LLC	Texas	2800	87-0668124
Huntsman Fuels LLC	Texas	2800	91-2085706
Huntsman International Financial LLC	Delaware	2800	87-0632917
Huntsman International Fuels LLC	Texas	2800	91-2073796
Huntsman International Trading Corporation	Delaware	2800	87-0522263
Huntsman MA Investment Corporation	Utah	2800	87-0564509
Huntsman MA Services Corporation	Utah	2800	87-0661851
Huntsman Petrochemical LLC	Delaware	2800	58-1594518
Huntsman Petrochemical Purchasing Corporation	Utah	2800	87-0568520
Huntsman Procurement Corporation			

Huntsman Propylene Oxide LLC	Texas	2800	97-0043199
Huntsman Purchasing, Ltd.	Utah	2800	84-1370346
Polymer Materials Inc.	Utah	2800	87-0432897
Tioxide Americas Inc.	Cayman Islands	2800	98-0015568
Tioxide Group	U.K.	2800	98-0207605

* Address and telephone number of principal executive office are the same as those of Huntsman International LLC.

Approximate date of commencement of proposed sale to the public The Exchange will occur as soon as practicable after the effective date of this registration statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering:

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check One):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
8 ⁵ / ₈ % Senior Subordinated Notes due 2020	\$350,000,000(1)	100%(2)(3)	\$350,000,000(1)(2)	\$24,955(4)
Guarantees of 8 ⁵ / ₈ % Senior Subordinated Notes due 2020	(5)	(5)	(5)	(5)

- (1) Represents the aggregate principal amount of the 8⁵/₈% Senior Subordinated Notes due 2020 issued by Huntsman International LLC prior to the date of this Registration Statement.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended.
- (3) Exclusive of accrued interest, if any.
- (4) Previously paid.
- (5) Pursuant to Rule 457(n) under the Securities Act, no separate fee is payable with respect to the guarantees of the new notes being registered.

The Registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the Registrants shall file a further amendment that specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 2 to Registration Statement on Form S-4 (File No. 333-167611) is being filed solely to amend Item 21(a) of Part II thereof and the related Exhibit Index and to transmit certain exhibits thereto. This Amendment No. 2 does not modify any provision of the Prospectus constituting Part I or Items 20, 21(b) or 22 of Part II of the Registration Statement. Accordingly, the Prospectus and those Items of Part II have not been included in this Amendment No. 2.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

<u>Number</u>	<u>Description of Exhibits</u>
1.1	Underwriting Agreement, dated as of August 2, 2007, by and among the Company, MatlinPatterson Global Opportunities Partners L.P., MatlinPatterson Global Opportunities Partners B, L.P., MatlinPatterson Global Opportunities Partners (Bermuda) L.P. and Credit Suisse Securities (USA) LLC (incorporated by reference to Exhibit 1.1 to our current report on Form 8-K filed on August 6, 2007)
2.1	Asset Purchase Agreement, dated February 15, 2007 among Flint Hills Resources, LLC, Huntsman International LLC, Huntsman Petrochemical Corporation, Huntsman International Chemicals Corporation, Huntsman Polymers Holdings Corporation, Huntsman Expandable Polymers Company, LLC, Huntsman Polymers Corp. and Huntsman Chemical Company of Canada, Inc. (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on February 20, 2007)
2.2	Amended and Restated Asset Purchase Agreement dated June 22, 2007 among Flint Hills Resources, LP, Flint Hills Resources, LLC, Huntsman International LLC, Huntsman Petrochemical Corporation, Huntsman International Chemicals Corporation, Huntsman Polymers Holdings Corporation, Huntsman Expandable Polymers Company, LC, Huntsman Polymers Corp. and Huntsman Chemical Company of Canada, Inc. (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on June 25, 2007)
2.3	Agreement and Plan of Merger, dated as of June 26, 2007, among the Company, Basell AF and BI Acquisition Holdings Limited (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on June 27, 2007)
2.4	Agreement and Plan of Merger, dated as of July 12, 2007, among the Company, Hexion Specialty Chemicals, Inc. and Nimbus Merger Sub Inc. (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on July 13, 2007)
3.1*	Certificate of Formation of Huntsman International LLC
3.2*	Limited Liability Company Agreement of Huntsman International LLC dated November 5, 2008
3.3	Articles of Incorporation of Airstar Corporation (incorporated by reference to Exhibit 3.9 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.4	Bylaws of Airstar Corporation (incorporated by reference to Exhibit 3.10 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.5*	Certificate of Formation of Huntsman Advanced Materials Americas LLC
3.6*	Limited Liability Company Agreement of Huntsman Advanced Materials Americas LLC
3.7	Certificate of Formation of Volcano Holdco 2 LLC (now known as Huntsman Advanced Materials LLC) (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-4 of Huntsman Advanced Materials LLC (File No. 333-115344))
3.8	Certificate of Amendment to Certificate of Formation of Volcano Holdco 2 LLC (now known as Huntsman Advanced Materials LLC (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-4 of Huntsman Advanced Materials LLC (File No. 333-115344))

Number	Description of Exhibits
3.9	Certificate of Amendment to Certificate of Formation of Huntsman Advanced Materials LLC (incorporated by reference to Exhibit 3.14 to our Registration Statement on Form S-4 (File No. 333-142207))
3.10	Third Amended and Restated Limited Liability Company Agreement of Huntsman Advanced Materials LLC (incorporated by reference to Exhibit 3.13 to our registration statement on Form S-4 (File No. 333-142207))
3.11	Articles of Incorporation of Huntsman Australia, Inc. (incorporated by reference to Exhibit 3.11 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.12	Bylaws of Huntsman Australia, Inc. (incorporated by reference to Exhibit 3.12 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.13	Articles of Incorporation of Huntsman Chemical Purchasing Corporation (incorporated by reference to Exhibit 3.19 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.14	Bylaws of Huntsman Chemical Purchasing Corporation (incorporated by reference to Exhibit 3.20 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.15	Articles of Restatement of the Articles of Incorporation of Huntsman Centennial Corporation (including the Amended and Restated Articles of Incorporation of Huntsman Enterprises, Inc.) (incorporated by reference to Exhibit 3.21 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.16	Bylaws of Huntsman Centennial Corporation (now known as Huntsman Enterprises, Inc.) (incorporated by reference to Exhibit 3.22 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.17*	Certificate of Formation of Huntsman Ethyleneamines LLC
3.18*	Limited Liability Company Agreement of Huntsman Ethyleneamines LLC
3.19*	Certificate of Formation of Huntsman Fuels LLC
3.20*	Limited Liability Company Agreement of Huntsman Fuels LLC
3.21	Certificate of Formation of Huntsman International Financial LLC (incorporated by reference to Exhibit 3.3 to our registration statement on Form S-4 (File No. 333-85141))
3.22	Certificate of Amendment to Certificate of Formation of Huntsman International Financial LLC (incorporated by reference to Exhibit 3.10 to our annual report on Form 10-K for the year ended December 31, 2000)
3.23	Limited Liability Company Agreement of Huntsman International Financial LLC dated June 18, 1999, as amended by the First Amendment dated June 19, 1999 (incorporated by reference to Exhibit 3.4 to our registration statement on Form S-4 (File No. 333-85141))
3.24*	Certificate of Formation of Huntsman International Fuels LLC
3.25*	Limited Liability Company Agreement of Huntsman International Fuels LLC
3.26	Certificate of Incorporation of Huntsman International Trading Corporation (incorporated by reference to Exhibit 3.46 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))

Number	Description of Exhibits
3.27	Bylaws of Huntsman International Trading Corporation (incorporated by reference to Exhibit 3.47 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.28	Articles of Incorporation of Huntsman Ethylene Corporation (now known as Huntsman MA Investment Corporation) (incorporated by reference to Exhibit 3.48 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.29	Articles of Amendment to the Articles of Incorporation of Huntsman Ethylene Corporation (now known as Huntsman MA Investment Corporation) (incorporated by reference to Exhibit 3.49 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.30	Bylaws of Huntsman Ethylene Corporation (now known as Huntsman MA Investment Corporation) (incorporated by reference to Exhibit 3.50 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.31	Articles of Incorporation of Huntsman MA Services Corporation (incorporated by reference to Exhibit 3.51 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.32	Bylaws of Huntsman MA Services Corporation (incorporated by reference to Exhibit 3.52 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.33*	Certificate of Formation of Huntsman Petrochemical LLC
3.34*	Limited Liability Company Agreement of Huntsman Petrochemical LLC
3.35	Articles of Incorporation of Huntsman Petrochemical Purchasing Corporation (incorporated by reference to Exhibit 3.61 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.36	Bylaws of Huntsman Petrochemical Purchasing Corporation (incorporated by reference to Exhibit 3.62 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.37	Articles of Incorporation of Huntsman Procurement Corporation (incorporated by reference to Exhibit 3.68 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.38	Bylaws of Huntsman Procurement Corporation (incorporated by reference to Exhibit 3.69 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.39*	Certificate of Formation of Huntsman Propylene Oxide LLC
3.40*	Limited Liability Company Agreement of Huntsman Propylene Oxide LLC
3.41	Certificate of Limited Partnership of Huntsman Purchasing, Ltd. (incorporated by reference to Exhibit 3.70 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.42	Amended Certificate of Limited Partnership of Huntsman Purchasing, Ltd. (incorporated by reference to Exhibit 3.71 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.43	Amended Agreement of Limited Partnership of Huntsman Purchasing, Ltd., dated January 1, 1999 (incorporated by reference to Exhibit 3.72 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))

Number	Description of Exhibits
3.44	First Amendment to Amended Agreement of Limited Partnership of Huntsman Purchasing, Ltd., dated January 1, 2000 (incorporated by reference to Exhibit 3.73 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.45	Articles of Incorporation of Polymer Materials, Inc. (incorporated by reference to Exhibit 3.87 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.46	Bylaws of Polymer Materials, Inc. (incorporated by reference to Exhibit 3.88 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.47	Memorandum of Association of Tioxide Americas Inc. (incorporated by reference to Exhibit 3.7 to our registration statement on Form S-4 (File No. 333-85141))
3.48	Articles of Association of Tioxide Americas Inc. (incorporated by reference to Exhibit 3.8 to our registration statement on Form S-4 (File No. 333-85141))
3.49	Memorandum of Association of Tioxide Group (incorporated by reference to Exhibit 3.5 to our registration statement on Form S-4 (File No. 333-85141))
3.50	Articles of Association of Tioxide Group (incorporated by reference to Exhibit 3.6 to our registration statement on Form S-4 (File No. 333-85141))
4.1	Indenture, dated as of September 30, 2003, among Huntsman LLC, the Guarantors party thereto and HSBC Bank USA, as Trustee, relating to the 11 ⁵ / ₈ % Senior Secured Notes due 2010 (incorporated by reference to Exhibit 4.36 to Huntsman LLC's registration statement on Form S-4 filed on January 29, 2004 (File No. 333-112279))
4.2	Form of Unrestricted 11 ⁵ / ₈ % Senior Secured Note due 2010 (included as Exhibit A-2 to Exhibit 4.1)
4.3	Form of Guarantee relating to the 11 ⁵ / ₈ % Senior Secured Notes due 2010 (included as Exhibit E to Exhibit 4.1)
4.4	Indenture, dated as of June 22, 2004, among Huntsman LLC, the Guarantors party thereto and HSBC Bank USA, as Trustee, relating to the 11 ¹ / ₂ % Senior Notes due 2012 and Senior Floating Rate Notes due 2011 (incorporated by reference to Exhibit 4.1 to Huntsman LLC's quarterly report on Form 10-Q for the three months ended June 30, 2004, filed on August 16, 2004)
4.5	Form of Restricted Fixed Rate Note due 2012 (incorporated by reference to Exhibit A-1 to Exhibit 4.4 to our Annual Report on Form 10-K for the year ended December 31, 2009)
4.6	Form of Restricted Floating Rate Note due 2011 (included as Exhibit A-2 to Exhibit 4.4)
4.7	Form of Guarantee relating to the 11 ¹ / ₂ % Senior Notes due 2012 and Senior Floating Rate Notes due 2011 (included as Exhibit E to Exhibit 4.4)
4.8	Indenture, dated as of December 17, 2004, among Huntsman International LLC, as Issuer, the Guarantors named therein and Wells Fargo Bank, National Association, as Trustee, relating to the 7 ³ / ₈ % Senior Subordinated Notes due 2015 (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on December 23, 2004)
4.9	Form of Restricted 7 ³ / ₈ % Senior Subordinated Note denominated in dollars due 2015 (included as Exhibit A-1 to Exhibit 4.8)
4.10	Form of Unrestricted 7 ³ / ₈ % Senior Subordinated Note denominated in dollars due 2015 (included as Exhibit A-3 to Exhibit 4.8)

Number	Description of Exhibits
4.11	Form of Guarantee (included as Exhibit E to Exhibit 4.8)
4.12	Registration Rights Agreement dated as of February 10, 2005, by and among the Company and the stockholders signatory thereto (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on February 16, 2005)
4.13	Form of stock certificate of Huntsman Corporation (incorporated by reference to Exhibit 4.68 to amendment No. 3 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
4.14	Form of mandatory convertible preferred stock certificate of Huntsman Corporation (incorporated by reference to Exhibit A to Exhibit 3.01 to our current report on Form 8-K filed February 16, 2005)
4.15	Supplemental Indenture, dated as of July 11, 2005, among Huntsman LLC, the Guarantors named therein and HSBC Bank USA, National Association, as Trustee, relating to the 11 ^{1/2} % Huntsman LLC Senior Notes due 2012 and Huntsman LLC Senior Floating Rate Notes due 2011 (incorporated by reference to Exhibit 4.1 to Huntsman LLC's current report on Form 8-K filed on July 15, 2005)
4.16	Supplemental Indenture, dated as of July 13, 2005 among Huntsman LLC, the Guarantors named therein and HSBC Bank USA, National Association, as Trustee, relating to the 11 ^{5/8} % Huntsman LLC Senior Secured Notes due 2010 (incorporated by reference to Exhibit 4.2 to Huntsman LLC's current report on Form 8-K filed on July 15, 2005)
4.17	Supplemental Indenture dated August 16, 2005 to Indenture dated as December 17, 2004 by and among Huntsman International LLC, the guarantors named therein, and Wells Fargo Bank, National Association (as successor by consolidation to Wells Fargo Bank Minnesota, National Association), as trustee, relating to Huntsman International LLC's dollar denominated 7 ^{3/8} % Senior Subordinated Notes due 2015 and euro denominated 7 ^{1/2} % Senior Subordinated Notes due 2015 (incorporated by reference to Exhibit 4.4 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
4.18	Supplemental Indenture dated August 16, 2005, to Indenture dated as of September 30, 2003 by and among Huntsman International LLC (as successor to Huntsman LLC), the guarantors named therein, and HSBC Bank USA, National Association, as trustee, relating to Huntsman International LLC's 11 ^{5/8} % Senior Secured Notes due 2010, originally issued by Huntsman LLC (incorporated by reference to Exhibit 4.7 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
4.19	Supplemental Indenture dated August 16, 2005, to Indenture dated as of June 22, 2004 by and among Huntsman International LLC (as successor to Huntsman LLC), the guarantors named therein, and HSBC Bank USA, National Association, as trustee, relating to Huntsman International LLC's 11 ^{1/2} % Senior Notes due 2012 and Senior Floating Rate Notes due 2011, originally issued by Huntsman LLC (incorporated by reference to Exhibit 4.10 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
4.20	Form of Restricted Stock Agreement for Outside Directors, effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 4.7 to our registration statement on Form S-8 filed on February 10, 2006 (File No. 333-131729))
4.21	Form of Restricted Stock Unit Agreement for Outside Directors effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 4.8 of our registration statement on Form S-8 filed on February 10, 2006 (File No. 333-131729))

Number	Description of Exhibits
4.22	Indenture, dated as of November 13, 2006, among Huntsman International LLC, as Issuer, the Guarantors party thereto, and Wells Fargo Bank, National Association, as Trustee, relating to the \$200,000,000 7 ⁷ / ₈ % Senior Subordinated Notes due 2014 (incorporated by reference to Exhibit 4.1 to our quarterly report on Form 10-Q for the three months ended September 30, 2006, filed on November 14, 2006)
4.23	Form of Restricted 7 ⁷ / ₈ % Senior Subordinated Note denominated in dollars due 2014 (included as Exhibit A-1 to Exhibit 4.24)
4.24	Form of Unrestricted 7 ⁷ / ₈ % Senior Subordinated Note denominated in dollars due 2014 (included as Exhibit A-3 to Exhibit 4.24)
4.25	Exchange and Registration Rights Agreement, dated as of November 13, 2006, among Huntsman International LLC, as Issuer, the Guarantors party thereto, and the Purchasers as defined therein, relating to \$200,000,000 aggregated principal amount of the 7 ⁷ / ₈ % Senior Subordinated Notes due 2014 (incorporated by reference to Exhibit 4.2 to our quarterly report on Form 10-Q for the three months ended September 30, 2006, filed on November 14, 2006)
4.26	Amended and Restated Registration Rights Agreement dated July 12, 2007, among the Company, Huntsman Family Holdings Company LLC, MatlinPatterson Global Opportunities Partners, L.P., MatlinPatterson Global Opportunities Partners B, L.P., MatlinPatterson Global Opportunities Partners (Bermuda), L.P. and the other stockholders party thereto (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on July 13, 2007)
4.27	Form of Restricted Stock Agreement for Outside Directors (incorporated by reference to Exhibit 4.31 to our annual report on Form 10-K filed on February 22, 2008)
4.28	Form of Restricted Stock Unit Agreement for Outside Directors (incorporated by reference to Exhibit 4.32 to our annual report on Form 10-K filed on February 22, 2008)
4.29	Indenture, dated as of July 6, 2009, by and among Huntsman International LLC, the subsidiary guarantors named therein and Wilmington Trust FSB, a federal savings bank, as trustee (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on July 8, 2009)
4.30	Form of 5 ¹ / ₂ % Senior Note due 2016 (incorporated by reference to Exhibit 4.2 to our current report on Form 8-K filed on July 8, 2009)
4.31	Form of Guarantee (incorporated by reference to Exhibit 4.3 to our current report on Form 8-K filed on July 8, 2009)
4.32	Amended and Restated Indenture, dated as of September 10, 2009, by and among Huntsman International LLC, the subsidiary guarantors named therein and Wilmington Trust FSB, a federal savings bank, as trustee (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on September 14, 2009)
4.33	Indenture, dated as of March 17, 2010, by and among Huntsman International LLC, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on March 19, 2010)
4.34	Form of 8 ⁵ / ₈ % Senior Subordinated Note due 2020 (incorporated by reference to Exhibit A to the indenture filed as Exhibit 4.33)
4.35	Form of Guarantee (incorporated by reference to Exhibit E to the indenture filed as Exhibit 4.33)

Number	Description of Exhibits
5.1**	Opinion and consent of Stoel Rives LLP as to the legality of the notes to be issued by Huntsman International LLC, and the guarantees to be issued by the guarantors in the exchange offer
5.2*	Opinion and consent of Vinson & Elkins L.L.P. as to the legality of the guarantees to be issued by Huntsman Ethyleneamines LLC, Huntsman Fuels LLC., Huntsman International Fuels LLC and Huntsman Propylene Oxide LLC in the exchange offer
5.3**	Opinion and consent of Walkers, Cayman Islands as to the legality of the guarantees to be issued by Tioxide Americas Inc. in the exchange offer
5.4**	Opinion and consent of Dickinson Dees LLP as to the legality of the guarantees to be issued by Tioxide Group in the exchange offer
10.1	Aircraft Dry Lease, dated as of September 14, 2001, between Jstar Corporation and Airstar Corporation (incorporated by reference to Exhibit 10.10 to amendment No. 1 to the registration statement on Form S-4 of Huntsman LLC filed on February 11, 2004 (File No. 333-112279))
10.2	Business Consulting Agreement, dated as of June 3, 2003, between Huntsman International LLC and Jon M. Huntsman (incorporated by reference to Exhibit 10.41 to amendment No. 1 to the registration statement on Form S-4 of Huntsman International LLC (File No. 333-106482))
10.3	Huntsman Cost Reduction Incentive Plan and Form of Participation Agreement (incorporated by reference to Exhibit 10.1 to the current report on Form 8-K of HMP Equity Holdings Corporation filed on November 23, 2004)
10.4	Gift Agreement by and among Huntsman Group Inc. and the Jon and Karen Huntsman Foundation (incorporated by reference to Exhibit 10.17 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.5	Pledge, Assignment and Collateral Agency Agreement dated February 16, 2005 between the Company and Citibank, N.A. (incorporated by reference to Exhibit 10.18 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.6	Huntsman Corporation Stock Incentive Plan (incorporated by reference to Exhibit 10.19 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.7	Form of Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.20 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.8	Form of Restricted Stock Agreement, effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 10.21 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.9	Form of Stock Appreciation Rights Agreement (incorporated by reference to Exhibit 10.22 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.10	Form of Phantom Share Agreement, effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 10.23 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))

Number	Description of Exhibits
10.11	Form of Executive Severance Plan (as amended and restated) (incorporated by reference to Exhibit 10.24 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.12	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.25 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.13	Employment Agreement with Paul Hulme (incorporated by reference to Exhibit 10.24 to amendment No. 1 to our registration statement on Form S-1 dated January 6, 2005 (File No. 333-120749))
10.14	Employment Agreement with Anthony Hankins (incorporated by reference to Exhibit 10.27 to our registration statement on Form S-1 (File No. 333-120749))
10.15	Huntsman Supplemental Executive Retirement Plan, as amended through the sixth amendment, April 21, 2005 (incorporated by reference to Exhibit 10.1 to our quarterly report on Form 10-Q for the three-months ended March 31, 2005, filed on May 11, 2005)
10.16	Credit Agreement dated August 16, 2005 among Huntsman International LLC, Deutsche Bank AG New York Branch as Administrative Agent and the other financial institutions named therein (incorporated by reference to Exhibit 10.1 to Huntsman International LLC's current report on Form 8-K filed August 22, 2005)
10.17	Intercreditor Agreement dated August 16, 2005 among Deutsche Bank AG New York Branch as collateral agent and administrative agent under the above referenced credit agreement, and HSBC Bank USA, National Association as trustee under the indenture governing Huntsman International LLC's 11 ⁵ / ₈ % Senior Secured Notes (incorporated by reference to Exhibit 10.2 to Huntsman International LLC's current report on Form 8-K filed August 22, 2005)
10.18	Second Amendment to Amended and Restated Pooling Agreement, dated August 16, 2005, among Huntsman Receivables France LLC, Huntsman (Europe), BVBA and J.P. Morgan Bank (incorporated by reference to Exhibit 10.4 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
10.19	Fourth Amendment to 2000-1 Supplement, dated August 16, 2005, among Huntsman Receivables Finance LLC, Huntsman (Europe), BVBA and J.P. Morgan (Ireland) Plc (incorporated by reference to Exhibit 10.5 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
10.20	Form of Non-qualified Stock Option Agreement for Outside Directors (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed November 8, 2005 (File No. 001-32427))
10.21	Amended and Restated Huntsman Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))
10.22	Huntsman Supplemental Executive MPP Plan (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))
10.23	Amended and Restated Huntsman Supplemental Savings Plan (incorporated by reference to Exhibit 10.3 of our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))
10.24	Huntsman Outside Directors Elective Deferral Plan (incorporated by reference to Exhibit 10.4 of our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))

Number	Description of Exhibits
10.25	Second Amended and Restated Pooling Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA and J.P. Morgan Bank (Ireland), as trustee, dated as of April 18, 2006 (incorporated by reference to Exhibit 10.1 to our quarterly report on Form 10-Q for the three months ended March 31, 2006, filed on May 9, 2006)
10.26	Amended and Restated 2000-1 Supplement to Second Amended and Restated Pooling Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, Jupiter Securitization Corporation, the several financial institutions party thereto as funding agents, the Series 2000-1 Conduit Purchasers party thereto, the several financial institutions party thereto as Series 2000-1 APA Banks, J.P.Morgan Securities Ltd., JPMorgan Chase Bank, N.A., and J.P.Morgan (Ireland) plc, as trustee, dated as of April 18, 2006 (incorporated by reference to Exhibit 10.2 to our quarterly report on Form 10-Q for the three months ended March 31, 2006, filed on May 9, 2006)
10.27	Amended and Restated Contribution Agreement, between Huntsman International LLC and Huntsman Receivables Finance LLC, dated as of April 18, 2006 (incorporated by reference to Exhibit 10.3 to our quarterly report on Form 10-Q for the three months ended March 31, 2006, filed on May 9, 2006)
10.28	Second Amended and Restated Servicing Agreement, dated as of April 18, 2006, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the various affiliates of Huntsman International LLC party thereto as local servicers, J.P.Morgan Bank (Ireland), as Trustee, PricewaterhouseCoopers LLP, and Huntsman International LLC (incorporated by reference to Exhibit 10.4 to our quarterly report on Form 10-Q for the three months ended March 31, 2006, filed on May 9, 2006)
10.29	Consent and Second Amendment to Credit Agreement and Amendment to Security Documents, dated June 30, 2006, by and among Huntsman International LLC, as Borrower, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on July 7, 2006)
10.30	Withdrawal of Originator, dated November 28, 2006, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the various affiliates of Huntsman International LLC party thereto as local servicers, J.P.Morgan Bank (Ireland), as Trustee, PricewaterhouseCoopers LLP, and Huntsman International LLC (incorporated by reference to Exhibit 10.30 to our annual report on Form 10-K for the fiscal year ended December 31, 2006, filed on March 1, 2007)
10.31	Third Amendment to Credit Agreement dated April 19, 2007 by and among Huntsman International LLC, as Borrower, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on April 23, 2007)
10.32	First Amendment to Huntsman Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.32 to our annual report on Form 10-K filed on February 22, 2008)
10.33	First Amendment to Huntsman Supplemental Executive MPP Plan (incorporated by reference to Exhibit 10.33 to our annual report on Form 10-K filed on February 22, 2008)
10.34	First Amendment to Huntsman Supplemental Savings Plan (incorporated by reference to Exhibit 10.34 to our annual report on Form 10-K filed on February 22, 2008)
10.35	Second Amendment to Huntsman Supplemental Savings Plan (incorporated by reference to Exhibit 10.35 to our annual report on Form 10-K filed on February 22, 2008)

Number	Description of Exhibits
10.36	First Amendment to Huntsman Outside Directors Elective Deferral Plan (incorporated by reference to Exhibit 10.36 to our annual report on Form 10-K filed on February 22, 2008)
10.37	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.37 to our annual report on Form 10-K filed on February 22, 2008)
10.38	Form of Phantom Share Agreement (incorporated by reference to Exhibit 10.38 to our annual report on Form 10-K filed on February 22, 2008)
10.39	Huntsman Corporation's Acceptance of Backstop Commitment dated October 26, 2008, among the Company and certain stockholders (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on October 28, 2008)
10.40	Second Amendment to the Second Amended and Restated Pooling Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the Series 2000-1 conduit purchasers party thereto, the several financial institutions party thereto as Series 2000-1 APA banks, the several financial institutions party thereto as funding agents, JPMorgan Chase Bank, N.A. as administrative agent and BNY Financial Services plc, the successor to J.P. Morgan Bank (Ireland) plc, as trustee, The Bank of New York Mellon, and JPMorgan Chase Bank, N.A., dated as of November 13, 2008 (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on November 19, 2008)
10.41	Second Amended and Restated 2000-1 Supplement to Second Amended and Restated Pooling Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the several financial institutions party thereto as funding agents, the Series 2000-1 Conduit Purchasers party thereto, the several financial institutions party thereto as Series 2000-1 APA Banks, J.P.Morgan Securities Ltd., JPMorgan Chase Bank, N.A., and BNY Financial Services plc, the successor to J.P.Morgan (Ireland) plc, as trustee, dated as of November 13, 2008 (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on November 19, 2008)
10.42	Amendment to the Second Amended and Restated Servicing Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the various affiliates of Huntsman International LLC party thereto as local servicers, Huntsman International LLC, as servicer guarantor, BNY Financial Services plc, the successor to J.P.Morgan Bank (Ireland), as trustee, and PricewaterhouseCoopers LLP, as liquidation servicer, dated as of November 13, 2008 (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed on November 19, 2008)
10.43	Settlement Agreement and Release, dated December 14, 2008, among Huntsman Corporation, Jon M. Huntsman, Peter R. Huntsman, Hexion Specialty Chemicals, Inc., Hexion LLC, Nimbus Merger Sub, Inc., Craig O. Morrison, Leon Black, Joshua J. Harris and Apollo Global Management, LLC and certain of its affiliates (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on December 15, 2008)
10.44	Letter Agreement, dated December 14, 2008, among Huntsman Corporation, Jon M. Huntsman, Peter R. Huntsman, Hexion Specialty Chemicals, Inc., Hexion LLC, Nimbus Merger Sub, Inc., Craig O. Morrison, Leon Black, Joshua J. Harris and Apollo Global Management, LLC and certain of its affiliates (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on December 15, 2008)
10.45	Note Purchase Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain of its affiliates (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on December 23, 2008)

Number	Description of Exhibits
10.46	Registration Rights Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain of its affiliates (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on December 23, 2008)
10.47	Voting and Standstill Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain of its affiliates (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed on December 23, 2008)
10.48	Waiver to Credit Agreement dated April 16, 2009 among Huntsman International LLC and the Revolving Lenders party thereto (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on April 17, 2009)
10.49	Letter Agreement, dated June 15, 2009, among Huntsman Polyurethanes (UK) Ltd. and Paul G. Hulme (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on June 17, 2009)
10.50	Agreement of Compromise and Settlement, dated as of June 22, 2009, by and among Huntsman Corporation and Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on June 23, 2009)
10.51	Form of Note Purchase Agreement, dated as of June 22, 2009, by and among Huntsman International LLC and Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on June 23, 2009)
10.52	Fourth Amendment to Credit Agreement, dated as of June 22, 2009, by and among Huntsman International LLC and Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed on June 23, 2009)
10.53	Form of Registration Rights Agreement dated as of June 23, 2009, by and among Huntsman International LLC, the subsidiary guarantors party thereto and Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 10.4 to our current report on Form 8-K filed on June 23, 2009)
10.54	Voting Agreement, dated as of June 22, 2009, by and among Huntsman International LLC, Deutsche Bank AG New York Branch and Credit Suisse, Cayman Islands Branch (incorporated by reference to Exhibit 10.5 to our current report on Form 8-K filed on June 23, 2009)
10.55	Asset and Equity Purchase Agreement dated as of August 28, 2009 by and among Tronox Incorporated, a Delaware corporation, Tronox LLC, a Delaware limited liability company, Tronox Pigments (Savannah) Inc., a Georgia corporation, Tronox Worldwide LLC, a Delaware limited liability company, Tronox Western Australia Pty. Ltd., a Western Australia company, Tronox Pigments (Netherlands) B.V., a Dutch limited liability company, Huntsman Pigments LLC, a Delaware limited liability company, Huntsman Australia R&D Company Pty. Ltd., an Australian company and Huntsman Corporation, a Delaware corporation (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on August 31, 2009)

Number	Description of Exhibits
10.56	U.S. Receivables Loan Agreement dated as of October 16, 2009 among Huntsman Receivables Finance II LLC, Huntsman (Europe) BVBA, the several entities party thereto as lenders, the several financial institutions party thereto as funding agents, the several commercial paper conduits party thereto as conduit lenders, the several financial institutions party thereto as committed lenders, Wachovia Bank National Association, as administrative agent, and Wachovia Bank National Association, as collateral Agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on October 22, 2009)
10.57	U.S. Contribution Agreement dated as of October 16, 2009 between Huntsman International LLC and Huntsman Receivables Finance II LLC (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on October 22, 2009)
10.58	European Receivables Loan Agreement dated as of October 16, 2009 between Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the several entities party thereto as lenders, the several financial institutions party thereto as funding agents, Barclays Bank Plc, as administrative agent, and Barclays Bank Plc, as collateral agent (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed on October 22, 2009)
10.59	European Contribution Agreement dated as of October 16, 2009 between Huntsman International LLC and Huntsman Receivables Finance LLC (incorporated by reference to Exhibit 10.4 to our current report on Form 8-K filed on October 22, 2009)
10.60	Separation and Release Agreement, dated December 28, 2009, between Huntsman Corporation and Samuel D. Scruggs (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on December 28, 2009)
10.61	Fifth Amendment to Credit Agreement, dated as of March 9, 2010, by and among Huntsman International LLC, JPMorgan Chase Bank, N.A. and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to our quarterly report on Form 10-Q for the quarter ended March 31, 2010)
10.62	Exchange and Registration Rights Agreement, dated as of March 17, 2010, among Huntsman International LLC, as Issuer, the Guarantors party thereto, and the Purchasers as defined therein, relating to \$350,000,000 aggregated principal amount of the 8 ⁵ / ₈ % Senior Subordinated Notes due 2020 (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on March 19, 2010)
10.63	Sworn Statement in Proof of Loss and Full and Final Settlement, Release, and Indemnity Agreement, dated as of May 14, 2010, by and among Huntsman Corporation, International Risk Insurance Company and the reinsurance carriers specified therein (incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed by Huntsman Corporation on May 19, 2010)
12.1*	Statement re Computation of Ratio of Earnings to Fixed Charges
21.1	Subsidiaries of Huntsman International LLC (incorporated by reference to Exhibit 21.1 to our annual report on Form 10-K for the year ended December 31, 2009)
23.1*	Consent of Deloitte & Touche LLP
23.2**	Consent of Stoel Rives LLP (included in Exhibit 5.1)
23.3*	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.2)
23.4**	Consent of Walkers, Cayman Islands (included in Exhibit 5.3)
23.5**	Consent of Dickinson Dees LLP (included in Exhibit 5.4)

<u>Number</u>	<u>Description of Exhibits</u>
24.1*	Powers of Attorney (included in the Signature Pages)
25.1*	Form T-1 Statement of Eligibility of Wells Fargo Bank, N.A. to act as Trustee under the Indenture
99.1*	Form of Letter of Transmittal
99.2*	Letter to Brokers
99.3*	Letter to Clients
99.4*	Notice of Guaranteed Delivery

* Filed previously.

** Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN INTERNATIONAL LLC

By: _____
*
Jon M. Huntsman
*Executive Chairman of the Board of Managers
and Manager*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Managers and Manager
_____ * Peter R. Huntsman	President, Chief Executive Officer and Manager (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President, Chief Financial Officer and Manager (Principal Financial Officer)
_____ * James R. Moore	Executive Vice President, General Counsel, Corporate Compliance Officer, Secretary and Manager
_____ * L. Russell Healy	Vice President and Controller (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

AIRSTAR CORPORATION

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN ADVANCED MATERIALS
AMERICAS LLC

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Managers and Manager
_____ * Peter R. Huntsman	President, Chief Executive Officer and Manager (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN ADVANCED MATERIALS LLC

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Managers and Manager
_____ * Peter R. Huntsman	President, Chief Executive Officer and Manager (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President, Chief Financial Officer and Manager (Principal Financial Officer)
_____ * James R. Moore	Executive Vice President, General Counsel, Secretary and Manager
_____ * L. Russell Healy	Vice President and Controller (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN AUSTRALIA INC.

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN CHEMICAL PURCHASING
CORPORATION

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
_____ * L. Russell Healy	Vice President and Controller (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN ENTERPRISES, INC.

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)
_____ * James R. Moore	Executive Vice President, General Counsel, Secretary and Director
_____ * L. Russell Healy	Vice President and Controller (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN ETHYLENEAMINES LLC

By: _____
*
Daniele Ferrari
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
* _____ Duncan Emerson	Manager
* _____ Stephen E. Milkowski	Manager
* _____ Daniele Ferrari	President (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN FUELS LLC

By: _____
*
Daniele Ferrari
President

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
* _____ Anthony P. Hankins	Manager
* _____ Steve Hostetter	Manager
* _____ Daniele Ferrari	President (Principal Executive Officer)
* _____ John R. Heskett	Vice President, Planning and Treasurer (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN INTERNATIONAL
FINANCIAL LLC

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Managers and Manager
_____ * Peter R. Huntsman	President, Chief Executive Officer and Manager (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
_____ * L. Russell Healy	Vice President and Controller (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN INTERNATIONAL FUELS LLC

By: _____
*
Anthony P. Hankins
President and Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Anthony P. Hankins	President and Manager (Principal Executive Officer)
_____ * Steve Hostetter	Manager
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN INTERNATIONAL TRADING
CORPORATION

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN MA INVESTMENT
CORPORATION

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
_____ J. Kimo Esplin	

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN MA SERVICES CORPORATION

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN PETROCHEMICAL LLC

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Manager

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Managers and Manager
_____ * Peter R. Huntsman	President, Chief Executive Officer and Manager (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
_____ * L. Russell Healy	Vice President and Controller (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN PETROCHEMICAL
PURCHASING CORPORATION

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN PROCUREMENT CORPORATION

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN PROPYLENE OXIDE LLC

By: _____
*
Peter R. Huntsman
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Peter R. Huntsman	President and Chief Executive Officer (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
_____ * Anthony P. Hankins	Division President, Polyurethanes and Manager
_____ * Steve Hostetter	Manager
_____ * L. Russell Healy	Vice President and Controller (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

HUNTSMAN PURCHASING, LTD.

By: HUNTSMAN PROCUREMENT
CORPORATION, its General Partner

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director of General Partner
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director of General Partner (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President and Chief Financial Officer of General Partner (Principal Financial and Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

POLYMER MATERIALS INC.

By: _____ *

Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Jon M. Huntsman	Executive Chairman of the Board of Directors and Director
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer)
_____ * James R. Moore	Executive Vice President, General Counsel, Secretary and Director
_____ * L. Russell Healy	Vice President and Controller (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

TIOXIDE AMERICAS INC.

By: _____
*
Peter R. Huntsman
President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Peter R. Huntsman	President, Chief Executive Officer and Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Director (Principal Financial Officer)
_____ * L. Russell Healy	Vice President, Controller and Director (Principal Accounting Officer)

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Salt Lake City, state of Utah, on the 30th day of July, 2010.

TIOXIDE GROUP

By: _____
*
Peter R. Huntsman
Director

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the 30th day of July, 2010:

<u>Name</u>	<u>Capacities</u>
_____ * Peter R. Huntsman	Director (Principal Executive Officer)
_____ /s/ J. KIMO ESPLIN J. Kimo Esplin	Director
_____ * Thomas G. Fisher	Director
_____ * Michael C. Dixon	The Controller and Director (Principal Financial and Accounting Officer)
_____ * L. Russell Healy	Director

*By: /s/ J. KIMO ESPLIN

J. Kimo Esplin
Attorney-in-Fact

EXHIBIT INDEX

<u>Number</u>	<u>Description of Exhibits</u>
1.1	Underwriting Agreement, dated as of August 2, 2007, by and among the Company, MatlinPatterson Global Opportunities Partners L.P., MatlinPatterson Global Opportunities Partners B, L.P., MatlinPatterson Global Opportunities Partners (Bermuda) L.P. and Credit Suisse Securities (USA) LLC (incorporated by reference to Exhibit 1.1 to our current report on Form 8-K filed on August 6, 2007)
2.1	Asset Purchase Agreement, dated February 15, 2007 among Flint Hills Resources, LLC, Huntsman International LLC, Huntsman Petrochemical Corporation, Huntsman International Chemicals Corporation, Huntsman Polymers Holdings Corporation, Huntsman Expandable Polymers Company, LLC, Huntsman Polymers Corp. and Huntsman Chemical Company of Canada, Inc. (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on February 20, 2007)
2.2	Amended and Restated Asset Purchase Agreement dated June 22, 2007 among Flint Hills Resources, LP, Flint Hills Resources, LLC, Huntsman International LLC, Huntsman Petrochemical Corporation, Huntsman International Chemicals Corporation, Huntsman Polymers Holdings Corporation, Huntsman Expandable Polymers Company, LC, Huntsman Polymers Corp. and Huntsman Chemical Company of Canada, Inc. (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on June 25, 2007)
2.3	Agreement and Plan of Merger, dated as of June 26, 2007, among the Company, Basell AF and BI Acquisition Holdings Limited (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on June 27, 2007)
2.4	Agreement and Plan of Merger, dated as of July 12, 2007, among the Company, Hexion Specialty Chemicals, Inc. and Nimbus Merger Sub Inc. (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on July 13, 2007)
3.1*	Certificate of Formation of Huntsman International LLC
3.2*	Limited Liability Company Agreement of Huntsman International LLC dated November 5, 2008
3.3	Articles of Incorporation of Airstar Corporation (incorporated by reference to Exhibit 3.9 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.4	Bylaws of Airstar Corporation (incorporated by reference to Exhibit 3.10 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.5*	Certificate of Formation of Huntsman Advanced Materials Americas LLC
3.6*	Limited Liability Company Agreement of Huntsman Advanced Materials Americas LLC
3.7	Certificate of Formation of Volcano Holdco 2 LLC (now known as Huntsman Advanced Materials LLC) (incorporated by reference to Exhibit 3.1 to the Registration Statement on Form S-4 of Huntsman Advanced Materials LLC (File No. 333-115344))
3.8	Certificate of Amendment to Certificate of Formation of Volcano Holdco 2 LLC (now known as Huntsman Advanced Materials LLC (incorporated by reference to Exhibit 3.2 to the Registration Statement on Form S-4 of Huntsman Advanced Materials LLC (File No. 333-115344)

Number	Description of Exhibits
3.9	Certificate of Amendment to Certificate of Formation of Huntsman Advanced Materials LLC (incorporated by reference to Exhibit 3.14 to our Registration Statement on Form S-4 (File No. 333-142207))
3.10	Third Amended and Restated Limited Liability Company Agreement of Huntsman Advanced Materials LLC (incorporated by reference to Exhibit 3.13 to our registration statement on Form S-4 (File No. 333-142207))
3.11	Articles of Incorporation of Huntsman Australia, Inc. (incorporated by reference to Exhibit 3.11 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.12	Bylaws of Huntsman Australia, Inc. (incorporated by reference to Exhibit 3.12 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.13	Articles of Incorporation of Huntsman Chemical Purchasing Corporation (incorporated by reference to Exhibit 3.19 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.14	Bylaws of Huntsman Chemical Purchasing Corporation (incorporated by reference to Exhibit 3.20 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.15	Articles of Restatement of the Articles of Incorporation of Huntsman Centennial Corporation (including the Amended and Restated Articles of Incorporation of Huntsman Enterprises, Inc.) (incorporated by reference to Exhibit 3.21 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.16	Bylaws of Huntsman Centennial Corporation (now known as Huntsman Enterprises, Inc.) (incorporated by reference to Exhibit 3.22 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.17*	Certificate of Formation of Huntsman Ethyleneamines LLC
3.18*	Limited Liability Company Agreement of Huntsman Ethyleneamines LLC
3.19*	Certificate of Formation of Huntsman Fuels LLC
3.20*	Limited Liability Company Agreement of Huntsman Fuels LLC
3.21	Certificate of Formation of Huntsman International Financial LLC (incorporated by reference to Exhibit 3.3 to our registration statement on Form S-4 (File No. 333-85141))
3.22	Certificate of Amendment to Certificate of Formation of Huntsman International Financial LLC (incorporated by reference to Exhibit 3.10 to our annual report on Form 10-K for the year ended December 31, 2000)
3.23	Limited Liability Company Agreement of Huntsman International Financial LLC dated June 18, 1999, as amended by the First Amendment dated June 19, 1999 (incorporated by reference to Exhibit 3.4 to our registration statement on Form S-4 (File No. 333-85141))
3.24*	Certificate of Formation of Huntsman International Fuels LLC
3.25*	Limited Liability Company Agreement of Huntsman International Fuels LLC
3.26	Certificate of Incorporation of Huntsman International Trading Corporation (incorporated by reference to Exhibit 3.46 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))

Number	Description of Exhibits
3.27	Bylaws of Huntsman International Trading Corporation (incorporated by reference to Exhibit 3.47 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.28	Articles of Incorporation of Huntsman Ethylene Corporation (now known as Huntsman MA Investment Corporation) (incorporated by reference to Exhibit 3.48 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.29	Articles of Amendment to the Articles of Incorporation of Huntsman Ethylene Corporation (now known as Huntsman MA Investment Corporation) (incorporated by reference to Exhibit 3.49 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.30	Bylaws of Huntsman Ethylene Corporation (now known as Huntsman MA Investment Corporation) (incorporated by reference to Exhibit 3.50 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.31	Articles of Incorporation of Huntsman MA Services Corporation (incorporated by reference to Exhibit 3.51 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.32	Bylaws of Huntsman MA Services Corporation (incorporated by reference to Exhibit 3.52 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.33*	Certificate of Formation of Huntsman Petrochemical LLC
3.34*	Limited Liability Company Agreement of Huntsman Petrochemical LLC
3.35	Articles of Incorporation of Huntsman Petrochemical Purchasing Corporation (incorporated by reference to Exhibit 3.61 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.36	Bylaws of Huntsman Petrochemical Purchasing Corporation (incorporated by reference to Exhibit 3.62 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.37	Articles of Incorporation of Huntsman Procurement Corporation (incorporated by reference to Exhibit 3.68 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.38	Bylaws of Huntsman Procurement Corporation (incorporated by reference to Exhibit 3.69 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.39*	Certificate of Formation of Huntsman Propylene Oxide LLC
3.40*	Limited Liability Company Agreement of Huntsman Propylene Oxide LLC
3.41	Certificate of Limited Partnership of Huntsman Purchasing, Ltd. (incorporated by reference to Exhibit 3.70 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.42	Amended Certificate of Limited Partnership of Huntsman Purchasing, Ltd. (incorporated by reference to Exhibit 3.71 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)
3.43	Amended Agreement of Limited Partnership of Huntsman Purchasing, Ltd., dated January 1, 1999 (incorporated by reference to Exhibit 3.72 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279)

Number	Description of Exhibits
3.44	First Amendment to Amended Agreement of Limited Partnership of Huntsman Purchasing, Ltd., dated January 1, 2000 (incorporated by reference to Exhibit 3.73 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.45	Articles of Incorporation of Polymer Materials, Inc. (incorporated by reference to Exhibit 3.87 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.46	Bylaws of Polymer Materials, Inc. (incorporated by reference to Exhibit 3.88 to the Registration Statement on Form S-4 of Huntsman LLC (File No. 333-112279))
3.47	Memorandum of Association of Tioxide Americas Inc. (incorporated by reference to Exhibit 3.7 to our registration statement on Form S-4 (File No. 333-85141))
3.48	Articles of Association of Tioxide Americas Inc. (incorporated by reference to Exhibit 3.8 to our registration statement on Form S-4 (File No. 333-85141))
3.49	Memorandum of Association of Tioxide Group (incorporated by reference to Exhibit 3.5 to our registration statement on Form S-4 (File No. 333-85141))
3.50	Articles of Association of Tioxide Group (incorporated by reference to Exhibit 3.6 to our registration statement on Form S-4 (File No. 333-85141))
4.1	Indenture, dated as of September 30, 2003, among Huntsman LLC, the Guarantors party thereto and HSBC Bank USA, as Trustee, relating to the 11 ⁵ / ₈ % Senior Secured Notes due 2010 (incorporated by reference to Exhibit 4.36 to Huntsman LLC's registration statement on Form S-4 filed on January 29, 2004 (File No. 333-112279))
4.2	Form of Unrestricted 11 ⁵ / ₈ % Senior Secured Note due 2010 (included as Exhibit A-2 to Exhibit 4.1)
4.3	Form of Guarantee relating to the 11 ⁵ / ₈ % Senior Secured Notes due 2010 (included as Exhibit E to Exhibit 4.1)
4.4	Indenture, dated as of June 22, 2004, among Huntsman LLC, the Guarantors party thereto and HSBC Bank USA, as Trustee, relating to the 11 ¹ / ₂ % Senior Notes due 2012 and Senior Floating Rate Notes due 2011 (incorporated by reference to Exhibit 4.1 to Huntsman LLC's quarterly report on Form 10-Q for the three months ended June 30, 2004, filed on August 16, 2004)
4.5	Form of Restricted Fixed Rate Note due 2012 (incorporated by reference to Exhibit A-1 to Exhibit 4.4 to our Annual Report on Form 10-K for the year ended December 31, 2009)
4.6	Form of Restricted Floating Rate Note due 2011 (included as Exhibit A-2 to Exhibit 4.4)
4.7	Form of Guarantee relating to the 11 ¹ / ₂ % Senior Notes due 2012 and Senior Floating Rate Notes due 2011 (included as Exhibit E to Exhibit 4.4)
4.8	Indenture, dated as of December 17, 2004, among Huntsman International LLC, as Issuer, the Guarantors named therein and Wells Fargo Bank, National Association, as Trustee, relating to the 7 ³ / ₈ % Senior Subordinated Notes due 2015 (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on December 23, 2004)
4.9	Form of Restricted 7 ³ / ₈ % Senior Subordinated Note denominated in dollars due 2015 (included as Exhibit A-1 to Exhibit 4.8)
4.10	Form of Unrestricted 7 ³ / ₈ % Senior Subordinated Note denominated in dollars due 2015 (included as Exhibit A-3 to Exhibit 4.8)

Number	Description of Exhibits
4.11	Form of Guarantee (included as Exhibit E to Exhibit 4.8)
4.12	Registration Rights Agreement dated as of February 10, 2005, by and among the Company and the stockholders signatory thereto (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on February 16, 2005)
4.13	Form of stock certificate of Huntsman Corporation (incorporated by reference to Exhibit 4.68 to amendment No. 3 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
4.14	Form of mandatory convertible preferred stock certificate of Huntsman Corporation (incorporated by reference to Exhibit A to Exhibit 3.01 to our current report on Form 8-K filed February 16, 2005)
4.15	Supplemental Indenture, dated as of July 11, 2005, among Huntsman LLC, the Guarantors named therein and HSBC Bank USA, National Association, as Trustee, relating to the 11 ^{1/2} % Huntsman LLC Senior Notes due 2012 and Huntsman LLC Senior Floating Rate Notes due 2011 (incorporated by reference to Exhibit 4.1 to Huntsman LLC's current report on Form 8-K filed on July 15, 2005)
4.16	Supplemental Indenture, dated as of July 13, 2005 among Huntsman LLC, the Guarantors named therein and HSBC Bank USA, National Association, as Trustee, relating to the 11 ^{5/8} % Huntsman LLC Senior Secured Notes due 2010 (incorporated by reference to Exhibit 4.2 to Huntsman LLC's current report on Form 8-K filed on July 15, 2005)
4.17	Supplemental Indenture dated August 16, 2005 to Indenture dated as December 17, 2004 by and among Huntsman International LLC, the guarantors named therein, and Wells Fargo Bank, National Association (as successor by consolidation to Wells Fargo Bank Minnesota, National Association), as trustee, relating to Huntsman International LLC's dollar denominated 7 ^{3/8} % Senior Subordinated Notes due 2015 and euro denominated 7 ^{1/2} % Senior Subordinated Notes due 2015 (incorporated by reference to Exhibit 4.4 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
4.18	Supplemental Indenture dated August 16, 2005, to Indenture dated as of September 30, 2003 by and among Huntsman International LLC (as successor to Huntsman LLC), the guarantors named therein, and HSBC Bank USA, National Association, as trustee, relating to Huntsman International LLC's 11 ^{5/8} % Senior Secured Notes due 2010, originally issued by Huntsman LLC (incorporated by reference to Exhibit 4.7 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
4.19	Supplemental Indenture dated August 16, 2005, to Indenture dated as of June 22, 2004 by and among Huntsman International LLC (as successor to Huntsman LLC), the guarantors named therein, and HSBC Bank USA, National Association, as trustee, relating to Huntsman International LLC's 11 ^{1/2} % Senior Notes due 2012 and Senior Floating Rate Notes due 2011, originally issued by Huntsman LLC (incorporated by reference to Exhibit 4.10 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
4.20	Form of Restricted Stock Agreement for Outside Directors, effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 4.7 to our registration statement on Form S-8 filed on February 10, 2006 (File No. 333-131729))
4.21	Form of Restricted Stock Unit Agreement for Outside Directors effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 4.8 of our registration statement on Form S-8 filed on February 10, 2006 (File No. 333-131729))

Number	Description of Exhibits
4.22	Indenture, dated as of November 13, 2006, among Huntsman International LLC, as Issuer, the Guarantors party thereto, and Wells Fargo Bank, National Association, as Trustee, relating to the \$200,000,000 7 ⁷ / ₈ % Senior Subordinated Notes due 2014 (incorporated by reference to Exhibit 4.1 to our quarterly report on Form 10-Q for the three months ended September 30, 2006, filed on November 14, 2006)
4.23	Form of Restricted 7 ⁷ / ₈ % Senior Subordinated Note denominated in dollars due 2014 (included as Exhibit A-1 to Exhibit 4.24)
4.24	Form of Unrestricted 7 ⁷ / ₈ % Senior Subordinated Note denominated in dollars due 2014 (included as Exhibit A-3 to Exhibit 4.24)
4.25	Exchange and Registration Rights Agreement, dated as of November 13, 2006, among Huntsman International LLC, as Issuer, the Guarantors party thereto, and the Purchasers as defined therein, relating to \$200,000,000 aggregated principal amount of the 7 ⁷ / ₈ % Senior Subordinated Notes due 2014 (incorporated by reference to Exhibit 4.2 to our quarterly report on Form 10-Q for the three months ended September 30, 2006, filed on November 14, 2006)
4.26	Amended and Restated Registration Rights Agreement dated July 12, 2007, among the Company, Huntsman Family Holdings Company LLC, MatlinPatterson Global Opportunities Partners, L.P., MatlinPatterson Global Opportunities Partners B, L.P., MatlinPatterson Global Opportunities Partners (Bermuda), L.P. and the other stockholders party thereto (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on July 13, 2007)
4.27	Form of Restricted Stock Agreement for Outside Directors (incorporated by reference to Exhibit 4.31 to our annual report on Form 10-K filed on February 22, 2008)
4.28	Form of Restricted Stock Unit Agreement for Outside Directors (incorporated by reference to Exhibit 4.32 to our annual report on Form 10-K filed on February 22, 2008)
4.29	Indenture, dated as of July 6, 2009, by and among Huntsman International LLC, the subsidiary guarantors named therein and Wilmington Trust FSB, a federal savings bank, as trustee (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on July 8, 2009)
4.30	Form of 5 ¹ / ₂ % Senior Note due 2016 (incorporated by reference to Exhibit 4.2 to our current report on Form 8-K filed on July 8, 2009)
4.31	Form of Guarantee (incorporated by reference to Exhibit 4.3 to our current report on Form 8-K filed on July 8, 2009)
4.32	Amended and Restated Indenture, dated as of September 10, 2009, by and among Huntsman International LLC, the subsidiary guarantors named therein and Wilmington Trust FSB, a federal savings bank, as trustee (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on September 14, 2009)
4.33	Indenture, dated as of March 17, 2010, by and among Huntsman International LLC, the subsidiary guarantors named therein and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed on March 19, 2010)
4.34	Form of 8 ⁵ / ₈ % Senior Subordinated Note due 2020 (incorporated by reference to Exhibit A to the indenture filed as Exhibit 4.33)
4.35	Form of Guarantee (incorporated by reference to Exhibit E to the indenture filed as Exhibit 4.33)

Number	Description of Exhibits
5.1**	Opinion and consent of Stoel Rives LLP as to the legality of the notes to be issued by Huntsman International LLC, and the guarantees to be issued by the guarantors in the exchange offer
5.2*	Opinion and consent of Vinson & Elkins L.L.P. as to the legality of the guarantees to be issued by Huntsman Ethyleneamines LLC, Huntsman Fuels LLC., Huntsman International Fuels LLC and Huntsman Propylene Oxide LLC in the exchange offer
5.3**	Opinion and consent of Walkers, Cayman Islands as to the legality of the guarantees to be issued by Tioxide Americas Inc. in the exchange offer
5.4**	Opinion and consent of Dickinson Dees LLP as to the legality of the guarantees to be issued by Tioxide Group in the exchange offer
10.1	Aircraft Dry Lease, dated as of September 14, 2001, between Jstar Corporation and Airstar Corporation (incorporated by reference to Exhibit 10.10 to amendment No. 1 to the registration statement on Form S-4 of Huntsman LLC filed on February 11, 2004 (File No. 333-112279))
10.2	Business Consulting Agreement, dated as of June 3, 2003, between Huntsman International LLC and Jon M. Huntsman (incorporated by reference to Exhibit 10.41 to amendment No. 1 to the registration statement on Form S-4 of Huntsman International LLC (File No. 333-106482))
10.3	Huntsman Cost Reduction Incentive Plan and Form of Participation Agreement (incorporated by reference to Exhibit 10.1 to the current report on Form 8-K of HMP Equity Holdings Corporation filed on November 23, 2004)
10.4	Gift Agreement by and among Huntsman Group Inc. and the Jon and Karen Huntsman Foundation (incorporated by reference to Exhibit 10.17 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.5	Pledge, Assignment and Collateral Agency Agreement dated February 16, 2005 between the Company and Citibank, N.A. (incorporated by reference to Exhibit 10.18 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.6	Huntsman Corporation Stock Incentive Plan (incorporated by reference to Exhibit 10.19 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.7	Form of Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.20 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.8	Form of Restricted Stock Agreement, effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 10.21 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.9	Form of Stock Appreciation Rights Agreement (incorporated by reference to Exhibit 10.22 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.10	Form of Phantom Share Agreement, effective for grants prior to February 6, 2008 (incorporated by reference to Exhibit 10.23 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))

Number	Description of Exhibits
10.11	Form of Executive Severance Plan (as amended and restated) (incorporated by reference to Exhibit 10.24 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.12	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.25 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005 (File No. 333-120749))
10.13	Employment Agreement with Paul Hulme (incorporated by reference to Exhibit 10.24 to amendment No. 1 to our registration statement on Form S-1 dated January 6, 2005 (File No. 333-120749))
10.14	Employment Agreement with Anthony Hankins (incorporated by reference to Exhibit 10.27 to our registration statement on Form S-1 (File No. 333-120749))
10.15	Huntsman Supplemental Executive Retirement Plan, as amended through the sixth amendment, April 21, 2005 (incorporated by reference to Exhibit 10.1 to our quarterly report on Form 10-Q for the three-months ended March 31, 2005, filed on May 11, 2005)
10.16	Credit Agreement dated August 16, 2005 among Huntsman International LLC, Deutsche Bank AG New York Branch as Administrative Agent and the other financial institutions named therein (incorporated by reference to Exhibit 10.1 to Huntsman International LLC's current report on Form 8-K filed August 22, 2005)
10.17	Intercreditor Agreement dated August 16, 2005 among Deutsche Bank AG New York Branch as collateral agent and administrative agent under the above referenced credit agreement, and HSBC Bank USA, National Association as trustee under the indenture governing Huntsman International LLC's 11 ⁵ / ₈ % Senior Secured Notes (incorporated by reference to Exhibit 10.2 to Huntsman International LLC's current report on Form 8-K filed August 22, 2005)
10.18	Second Amendment to Amended and Restated Pooling Agreement, dated August 16, 2005, among Huntsman Receivables France LLC, Huntsman (Europe), BVBA and J.P. Morgan Bank (incorporated by reference to Exhibit 10.4 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
10.19	Fourth Amendment to 2000-1 Supplement, dated August 16, 2005, among Huntsman Receivables Finance LLC, Huntsman (Europe), BVBA and J.P. Morgan (Ireland) Plc (incorporated by reference to Exhibit 10.5 to Huntsman International LLC's current report on Form 8-K filed on August 22, 2005)
10.20	Form of Non-qualified Stock Option Agreement for Outside Directors (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed November 8, 2005 (File No. 001-32427))
10.21	Amended and Restated Huntsman Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.1 of our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))
10.22	Huntsman Supplemental Executive MPP Plan (incorporated by reference to Exhibit 10.2 of our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))
10.23	Amended and Restated Huntsman Supplemental Savings Plan (incorporated by reference to Exhibit 10.3 of our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))
10.24	Huntsman Outside Directors Elective Deferral Plan (incorporated by reference to Exhibit 10.4 of our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))

Number	Description of Exhibits
10.25	Second Amended and Restated Pooling Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA and J.P. Morgan Bank (Ireland), as trustee, dated as of April 18, 2006 (incorporated by reference to Exhibit 10.1 to our quarterly report on Form 10-Q for the three months ended March 31, 2006, filed on May 9, 2006)
10.26	Amended and Restated 2000-1 Supplement to Second Amended and Restated Pooling Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, Jupiter Securitization Corporation, the several financial institutions party thereto as funding agents, the Series 2000-1 Conduit Purchasers party thereto, the several financial institutions party thereto as Series 2000-1 APA Banks, J.P.Morgan Securities Ltd., JPMorgan Chase Bank, N.A., and J.P.Morgan (Ireland) plc, as trustee, dated as of April 18, 2006 (incorporated by reference to Exhibit 10.2 to our quarterly report on Form 10-Q for the three months ended March 31, 2006, filed on May 9, 2006)
10.27	Amended and Restated Contribution Agreement, between Huntsman International LLC and Huntsman Receivables Finance LLC, dated as of April 18, 2006 (incorporated by reference to Exhibit 10.3 to our quarterly report on Form 10-Q for the three months ended March 31, 2006, filed on May 9, 2006)
10.28	Second Amended and Restated Servicing Agreement, dated as of April 18, 2006, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the various affiliates of Huntsman International LLC party thereto as local servicers, J.P.Morgan Bank (Ireland), as Trustee, PricewaterhouseCoopers LLP, and Huntsman International LLC (incorporated by reference to Exhibit 10.4 to our quarterly report on Form 10-Q for the three months ended March 31, 2006, filed on May 9, 2006)
10.29	Consent and Second Amendment to Credit Agreement and Amendment to Security Documents, dated June 30, 2006, by and among Huntsman International LLC, as Borrower, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on July 7, 2006)
10.30	Withdrawal of Originator, dated November 28, 2006, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the various affiliates of Huntsman International LLC party thereto as local servicers, J.P.Morgan Bank (Ireland), as Trustee, PricewaterhouseCoopers LLP, and Huntsman International LLC (incorporated by reference to Exhibit 10.30 to our annual report on Form 10-K for the fiscal year ended December 31, 2006, filed on March 1, 2007)
10.31	Third Amendment to Credit Agreement dated April 19, 2007 by and among Huntsman International LLC, as Borrower, Deutsche Bank AG New York Branch, as Administrative Agent and Collateral Agent, and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on April 23, 2007)
10.32	First Amendment to Huntsman Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.32 to our annual report on Form 10-K filed on February 22, 2008)
10.33	First Amendment to Huntsman Supplemental Executive MPP Plan (incorporated by reference to Exhibit 10.33 to our annual report on Form 10-K filed on February 22, 2008)
10.34	First Amendment to Huntsman Supplemental Savings Plan (incorporated by reference to Exhibit 10.34 to our annual report on Form 10-K filed on February 22, 2008)
10.35	Second Amendment to Huntsman Supplemental Savings Plan (incorporated by reference to Exhibit 10.35 to our annual report on Form 10-K filed on February 22, 2008)

Number	Description of Exhibits
10.36	First Amendment to Huntsman Outside Directors Elective Deferral Plan (incorporated by reference to Exhibit 10.36 to our annual report on Form 10-K filed on February 22, 2008)
10.37	Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.37 to our annual report on Form 10-K filed on February 22, 2008)
10.38	Form of Phantom Share Agreement (incorporated by reference to Exhibit 10.38 to our annual report on Form 10-K filed on February 22, 2008)
10.39	Huntsman Corporation's Acceptance of Backstop Commitment dated October 26, 2008, among the Company and certain stockholders (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on October 28, 2008)
10.40	Second Amendment to the Second Amended and Restated Pooling Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the Series 2000-1 conduit purchasers party thereto, the several financial institutions party thereto as Series 2000-1 APA banks, the several financial institutions party thereto as funding agents, JPMorgan Chase Bank, N.A. as administrative agent and BNY Financial Services plc, the successor to J.P. Morgan Bank (Ireland) plc, as trustee, The Bank of New York Mellon, and JPMorgan Chase Bank, N.A., dated as of November 13, 2008 (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on November 19, 2008)
10.41	Second Amended and Restated 2000-1 Supplement to Second Amended and Restated Pooling Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the several financial institutions party thereto as funding agents, the Series 2000-1 Conduit Purchasers party thereto, the several financial institutions party thereto as Series 2000-1 APA Banks, J.P.Morgan Securities Ltd., JPMorgan Chase Bank, N.A., and BNY Financial Services plc, the successor to J.P.Morgan (Ireland) plc, as trustee, dated as of November 13, 2008 (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on November 19, 2008)
10.42	Amendment to the Second Amended and Restated Servicing Agreement, among Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the various affiliates of Huntsman International LLC party thereto as local servicers, Huntsman International LLC, as servicer guarantor, BNY Financial Services plc, the successor to J.P.Morgan Bank (Ireland), as trustee, and PricewaterhouseCoopers LLP, as liquidation servicer, dated as of November 13, 2008 (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed on November 19, 2008)
10.43	Settlement Agreement and Release, dated December 14, 2008, among Huntsman Corporation, Jon M. Huntsman, Peter R. Huntsman, Hexion Specialty Chemicals, Inc., Hexion LLC, Nimbus Merger Sub, Inc., Craig O. Morrison, Leon Black, Joshua J. Harris and Apollo Global Management, LLC and certain of its affiliates (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on December 15, 2008)
10.44	Letter Agreement, dated December 14, 2008, among Huntsman Corporation, Jon M. Huntsman, Peter R. Huntsman, Hexion Specialty Chemicals, Inc., Hexion LLC, Nimbus Merger Sub, Inc., Craig O. Morrison, Leon Black, Joshua J. Harris and Apollo Global Management, LLC and certain of its affiliates (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on December 15, 2008)
10.45	Note Purchase Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain of its affiliates (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on December 23, 2008)

Number	Description of Exhibits
10.46	Registration Rights Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain of its affiliates (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on December 23, 2008)
10.47	Voting and Standstill Agreement, dated December 23, 2008, by and among Huntsman Corporation and Apollo Investment Fund VI, L.P. and certain of its affiliates (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed on December 23, 2008)
10.48	Waiver to Credit Agreement dated April 16, 2009 among Huntsman International LLC and the Revolving Lenders party thereto (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on April 17, 2009)
10.49	Letter Agreement, dated June 15, 2009, among Huntsman Polyurethanes (UK) Ltd. and Paul G. Hulme (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on June 17, 2009)
10.50	Agreement of Compromise and Settlement, dated as of June 22, 2009, by and among Huntsman Corporation and Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on June 23, 2009)
10.51	Form of Note Purchase Agreement, dated as of June 22, 2009, by and among Huntsman International LLC and Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on June 23, 2009)
10.52	Fourth Amendment to Credit Agreement, dated as of June 22, 2009, by and among Huntsman International LLC and Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed on June 23, 2009)
10.53	Form of Registration Rights Agreement dated as of June 23, 2009, by and among Huntsman International LLC, the subsidiary guarantors party thereto and Credit Suisse Securities (USA) LLC and Deutsche Bank Securities Inc. (incorporated by reference to Exhibit 10.4 to our current report on Form 8-K filed on June 23, 2009)
10.54	Voting Agreement, dated as of June 22, 2009, by and among Huntsman International LLC, Deutsche Bank AG New York Branch and Credit Suisse, Cayman Islands Branch (incorporated by reference to Exhibit 10.5 to our current report on Form 8-K filed on June 23, 2009)
10.55	Asset and Equity Purchase Agreement dated as of August 28, 2009 by and among Tronox Incorporated, a Delaware corporation, Tronox LLC, a Delaware limited liability company, Tronox Pigments (Savannah) Inc., a Georgia corporation, Tronox Worldwide LLC, a Delaware limited liability company, Tronox Western Australia Pty. Ltd., a Western Australia company, Tronox Pigments (Netherlands) B.V., a Dutch limited liability company, Huntsman Pigments LLC, a Delaware limited liability company, Huntsman Australia R&D Company Pty. Ltd., an Australian company and Huntsman Corporation, a Delaware corporation (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on August 31, 2009)

Number	Description of Exhibits
10.56	U.S. Receivables Loan Agreement dated as of October 16, 2009 among Huntsman Receivables Finance II LLC, Huntsman (Europe) BVBA, the several entities party thereto as lenders, the several financial institutions party thereto as funding agents, the several commercial paper conduits party thereto as conduit lenders, the several financial institutions party thereto as committed lenders, Wachovia Bank National Association, as administrative agent, and Wachovia Bank National Association, as collateral Agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on October 22, 2009)
10.57	U.S. Contribution Agreement dated as of October 16, 2009 between Huntsman International LLC and Huntsman Receivables Finance II LLC (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on October 22, 2009)
10.58	European Receivables Loan Agreement dated as of October 16, 2009 between Huntsman Receivables Finance LLC, Huntsman (Europe) BVBA, the several entities party thereto as lenders, the several financial institutions party thereto as funding agents, Barclays Bank Plc, as administrative agent, and Barclays Bank Plc, as collateral agent (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed on October 22, 2009)
10.59	European Contribution Agreement dated as of October 16, 2009 between Huntsman International LLC and Huntsman Receivables Finance LLC (incorporated by reference to Exhibit 10.4 to our current report on Form 8-K filed on October 22, 2009)
10.60	Separation and Release Agreement, dated December 28, 2009, between Huntsman Corporation and Samuel D. Scruggs (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on December 28, 2009)
10.61	Fifth Amendment to Credit Agreement, dated as of March 9, 2010, by and among Huntsman International LLC, JPMorgan Chase Bank, N.A. and the other financial institutions party thereto (incorporated by reference to Exhibit 10.1 to our quarterly report on Form 10-Q for the quarter ended March 31, 2010)
10.62	Exchange and Registration Rights Agreement, dated as of March 17, 2010, among Huntsman International LLC, as Issuer, the Guarantors party thereto, and the Purchasers as defined therein, relating to \$350,000,000 aggregated principal amount of the 8 ⁵ / ₈ % Senior Subordinated Notes due 2020 (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on March 19, 2010)
10.63	Sworn Statement in Proof of Loss and Full and Final Settlement, Release, and Indemnity Agreement, dated as of May 14, 2010, by and among Huntsman Corporation, International Risk Insurance Company and the reinsurance carriers specified therein (incorporated by reference to Exhibit 10.1 to the current report on Form 8-K filed by Huntsman Corporation on May 19, 2010)
12.1*	Statement re Computation of Ratio of Earnings to Fixed Charges
21.1	Subsidiaries of Huntsman International LLC (incorporated by reference to Exhibit 21.1 to our annual report on Form 10-K for the year ended December 31, 2009)
23.1*	Consent of Deloitte & Touche LLP
23.2**	Consent of Stoel Rives LLP (included in Exhibit 5.1)
23.3*	Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.2)
23.4**	Consent of Walkers, Cayman Islands (included in Exhibit 5.3)
23.5**	Consent of Dickinson Dees LLP (included in Exhibit 5.4)

<u>Number</u>	<u>Description of Exhibits</u>
24.1*	Powers of Attorney (included in the Signature Pages)
25.1*	Form T-1 Statement of Eligibility of Wells Fargo Bank, N.A. to act as Trustee under the Indenture
99.1*	Form of Letter of Transmittal
99.2*	Letter to Brokers
99.3*	Letter to Clients
99.4*	Notice of Guaranteed Delivery

* Filed previously

** Filed herewith.

QuickLinks

[EXPLANATORY NOTE](#)

[PART II](#)

[INFORMATION NOT REQUIRED IN PROSPECTUS](#)

[ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)

**[LETTERHEAD OF]
STOEL RIVES LLP**

July 30, 2010

Huntsman International LLC
500 Huntsman Way
Salt Lake City, UT 84108

Re: *Registration Statement of Huntsman International LLC*

Ladies and Gentlemen:

Reference is made to the Registration Statement (the "*Registration Statement*") on Form S-4 (File No. 333-167611) filed by Huntsman International LLC, a Delaware limited liability company (the "*Company*"), with the Securities and Exchange Commission (the "*Commission*") in connection with the registration by the Company under the Securities Act of 1933, as amended (the "*Securities Act*"), of the offer and exchange by the Company (the "*Exchange Offer*") of up to \$350,000,000 aggregate principal amount of the Company's 8⁵/₈% Senior Subordinated Notes due 2020 that have been registered under the Securities Act (collectively, the "*New Notes*"), which New Notes will be guaranteed by each of the guarantors named in *Schedule I* hereto (the "*Note Guarantors*") for a like principal amount of the Company's outstanding 8⁵/₈% Senior Subordinated Notes due 2020 (the "*Old Notes*"), which Old Notes have also been guaranteed by the Note Guarantors.

In connection with the preparation of this opinion letter and as the basis for the opinions set forth below (the "*Opinions*"), we have made such investigations of the laws of the State of Utah, the laws of the State of Delaware and the laws of the State of New York as we have deemed relevant and necessary, and we have examined the following documents:

- (a) a photocopy of an executed counterpart of the Indenture dated as of March 17, 2010, among the Company, as issuer, the Note Guarantors, and Wells Fargo Bank, N.A. as trustee (the "*Indenture*"); and
- (b) the form of the Old Notes and the form of the New Notes.

In addition, we have reviewed the documents executed by the Company and the Note Guarantors and the corporate or other entity actions of the Company and the Note Guarantors in connection with these matters and have examined such other records, certificates and other documents and questions of law we have deemed necessary as a basis for the Opinions.

For purposes of this opinion letter, the following terms and phrases have the following meanings:

- (i) "*laws of the State of Delaware*" or "*Delaware law*" means and is limited to present published statutes of the State of Delaware, the applicable provisions of the Delaware constitution, the administrative rules and regulations of agencies of the State of Delaware as contained in the present published Delaware Administrative Code, and the present published decisions of the courts of the State of Delaware that in each instance are normally applicable to transactions of the type contemplated by the Exchange Offer.
 - (ii) "*laws of the State of New York*" or "*New York law*" means and is limited to present published statutes of the State of New York, the applicable provisions of the New York constitution, the administrative rules and regulations of agencies of the State of New York as contained in the present published Official Compilation of Codes, Rules and Regulations of the State of New York, and the present published decisions of the courts of the State of New York that in each instance are normally applicable to transactions of the type contemplated by the Exchange Offer.
 - (iii) "*laws of the State of Utah*" or "*Utah law*" means and is limited to the present published statutes of the State of Utah, the applicable provisions of the Utah constitution, the administrative
-

rules and regulations of agencies of the State of Utah as contained in the present published Utah Administrative Code and the present published decisions of the courts of the State of Utah that in each instance are normally applicable to transactions of the type contemplated by the Exchange Offer.

Based upon the examination described above, subject to the assumptions, qualifications, limitations and exceptions set forth in this opinion letter and under current interpretations of the laws of the State of Utah, the laws of the State of Delaware and the laws of the State of New York, we are of the opinion that:

1. The Company and each limited liability company Note Guarantor organized under the laws of the State of Delaware is validly existing as a limited liability company in good standing under the laws of the State of Delaware.
2. Each corporate Note Guarantor incorporated under the laws of the State of Delaware is validly existing as a corporation in good standing under the laws of the State of Delaware.
3. Each corporate Note Guarantor incorporated under the laws of the State of Utah is validly existing as a corporation in good standing under the laws of the State of Utah.
4. Huntsman Purchasing, Ltd. is validly existing as a limited partnership in good standing under the laws of the State of Utah.
5. The Company and each limited liability company Note Guarantor organized under the laws of the State of Delaware has the limited liability company power and the limited liability company authority to execute and deliver the Indenture and to perform its respective obligations thereunder (including in the case of such Note Guarantors, the guarantee of the New Notes pursuant to the Indenture); and the limited liability company action required to be taken by the Company and each limited liability company Note Guarantor organized under the laws of the State of Delaware for the due authorization, execution and delivery of the Indenture and the consummation by it of the transactions contemplated thereby (including in the case of such Note Guarantors, the guarantee of the New Notes pursuant to the Indenture) has been duly and validly taken.
6. Each corporate Note Guarantor incorporated under the laws of the State of Utah and each corporate Note Guarantor incorporated under the laws of the State of Delaware has the corporate power and corporate authority to execute and deliver the Indenture and to perform its respective obligations thereunder (including the guarantee of the New Notes pursuant to the Indenture); and the corporate action required to be taken by each corporate Note Guarantor incorporated under the laws of the State of Utah and each corporate Note Guarantor incorporated under the laws of the State of Delaware for the due authorization, execution and delivery of the Indenture and the consummation by it of the transactions contemplated thereby (including the guarantee of the New Notes pursuant to the Indenture) has been duly and validly taken.
7. Huntsman Purchasing, Ltd. has the limited partnership power and limited partnership authority to execute and deliver the Indenture and to perform its obligations thereunder (including the guarantee of the New Notes pursuant to the Indenture); and the limited partnership action required to be taken by Huntsman Purchasing, Ltd. for the due authorization, execution and delivery of the Indenture and the consummation by it of the transactions contemplated thereby (including the guarantee of the New Notes pursuant to the Indenture) has been duly and validly taken.
8. The Indenture has been duly authorized, executed and delivered by the Company, each Note Guarantor incorporated or organized under the laws of the State of Utah and each Note Guarantor incorporated or organized under the laws of the State of Delaware.

9. When (i) the Registration Statement becomes effective, (ii) the Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended, and (iii) the New Notes have been duly executed, authenticated and delivered in exchange for the Old Notes in accordance with the Indenture and the Exchange Offer, the New Notes will be legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

10. When (i) the Registration Statement becomes effective, (ii) the Indenture has been duly qualified under the Trust Indenture Act of 1939, as amended, and (iii) the New Notes have been duly executed, authenticated and delivered in exchange for the Old Notes in accordance with the Indenture and the Exchange Offer, the provisions of the Indenture applicable to the Note Guarantors (including the guarantee of the New Notes pursuant to the Indenture) will be the legally valid and binding obligations of the Note Guarantors, enforceable against the Note Guarantors in accordance with their terms.

The Opinions are predicated upon and are limited by the matters set forth in the Opinions and are further subject to the qualifications, exceptions, assumptions and limitations set forth below:

A. We express no opinion as to the laws of any jurisdiction other than the laws of the State of Utah, the laws of the State of Delaware and the laws of the State of New York, as applicable. The Opinions in this opinion letter are based upon our consideration of only those statutes, rules and regulations that a Utah, Delaware or New York lawyer exercising customary professional diligence would reasonably be expected to recognize as being applicable to the transactions contemplated by the Exchange Offer.

B. The enforceability opinions set forth in Opinions 9 and 10 are subject to the qualification that enforcement may be limited by bankruptcy, insolvency, reorganization, moratorium or similar laws relating to or affecting creditors' rights generally (including, without limitation, fraudulent conveyance laws), and by general principles of equity (including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief, regardless of whether considered in a proceeding in equity or at law)

C. With respect to the enforceability opinions set forth in Opinions 9 and 10, to the extent such opinions relate to the laws of the State of Texas, England and the Cayman Islands, we have relied solely upon the respective opinions of (i) Vinson & Elkins L.L.P., Houston, Texas, as special counsel to Huntsman Ethyleneamines LLC, a Texas limited liability company, Huntsman Fuels LLC, a Texas limited liability company, Huntsman International Fuels LLC, a Texas limited liability company, and Huntsman Propylene Oxide LLC, a Texas limited liability company, (ii) Walkers, Cayman Islands, as special counsel to Tioxide Americas Inc., a corporation incorporated under the laws of the Cayman Islands, and (iii) Dickinson Dees LLP, as special counsel to Tioxide Group, an unlimited company organized under the laws of England, in each case, dated the date hereof, a copy of each of which is being filed as an exhibit to the Registration Statement, and such opinions to the extent they relate to such states' laws are based upon and subject to the assumptions, qualifications, limitations and exclusions set forth in such letters, which are incorporated herein by reference.

D. In rendering the Opinions, we have assumed that the Company and each Note Guarantor has complied with the provisions of the securities laws, "blue sky" laws, securities regulations, and/or securities rules of any applicable state and the United States of America.

E. In rendering the Opinions, we have assumed (i) the genuineness of all signatures, (ii) the capacity and the authority of all individuals executing documents (other than officers of the Company and the Note Guarantors incorporated or organized under the laws of the State of Delaware and the laws of the State of Utah), (iii) the conformity to the original documents of all

photocopies or facsimile copies submitted to us, whether certified or not, (iv) the authenticity of all documents submitted to us as originals, and (v) the conformity, in all material respects, of all copies of the Indenture to the copy of the Indenture examined by us.

F. We assume no obligation to update or supplement the Opinions to reflect any facts or circumstances that may come to our attention after the effectiveness of the Registration Statement or any change in the law that may occur after the effectiveness of the Registration Statement.

We hereby consent to the use of this opinion letter as an exhibit to the Registration Statement and to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations promulgated thereunder.

Respectfully submitted,

/s/ Stoel Rives LLP

Schedule I

Note Guarantors

<u>Name of Guarantor</u>	<u>Jurisdiction of Incorporation/Organization</u>
Airstar Corporation	Utah
Huntsman Advanced Materials Americas LLC	Delaware
Huntsman Advanced Materials LLC	Delaware
Huntsman Australia Inc.	Utah
Huntsman Chemical Purchasing Corporation	Utah
Huntsman Enterprises, Inc.	Utah
Huntsman Ethyleneamines LLC	Texas
Huntsman Fuels LLC	Texas
Huntsman International Financial LLC	Delaware
Huntsman International Fuels LLC	Texas
Huntsman International Trading Corporation	Delaware
Huntsman MA Investment Corporation	Utah
Huntsman MA Services Corporation	Utah
Huntsman Petrochemical LLC	Delaware
Huntsman Petrochemical Purchasing Corporation	Utah
Huntsman Procurement Corporation	Utah
Huntsman Propylene Oxide LLC	Texas
Huntsman Purchasing, Ltd.	Utah
Polymer Materials Inc.	Utah
Tioxide Americas Inc.	Cayman Islands
Tioxide Group	U.K.

QuickLinks

[Exhibit 5.1](#)

[Schedule I Note Guarantors](#)

30 July 2010

Our Ref: DLM/cb/H0527-98624

TO THE ADDRESSEES SET OUT IN SCHEDULE 4

Dear Sirs

TIOXIDE AMERICAS INC.

We have been asked to provide this legal opinion to you with regard to the laws of the Cayman Islands in relation to the Documents (as defined in Schedule 1) being entered into by **Tioxide Americas Inc.** (the "**Company**").

For the purposes of giving this opinion, we have examined and relied upon the originals, copies or certified translations of the documents listed in Schedule 1.

In giving this opinion we have relied upon the assumptions set out in Schedule 2, which we have not independently verified.

We are Cayman Islands' Attorneys at Law and express no opinion as to any laws other than the laws of the Cayman Islands. We have not, for the purposes of this opinion, made any investigation of the laws, rules or regulations of any other jurisdiction. Except as explicitly stated herein, we express no opinion in relation to any representation or warranty contained in the Documents nor upon the commercial terms of the transactions contemplated by the Documents.

Based upon the foregoing examinations and assumptions and upon such searches as we have conducted and having regard to legal considerations which we consider relevant, and subject to the qualifications set out in Schedule 3, and under the laws of the Cayman Islands, we give the following opinions in relation to the matters set out below.

1. The Company is an exempted company duly incorporated, validly existing under the laws of the Cayman Islands and is in good standing with the Registrar of Companies in the Cayman Islands.
2. The Company has full corporate power and authority to execute and deliver the Documents and to perform its obligations under the Documents.
3. The Documents have been duly authorised and executed and, when delivered by the Company, will constitute the legal, valid and binding obligations of the Company enforceable in accordance with their terms.
4. The execution, delivery and performance of the Documents, the consummation of the transactions contemplated thereby and the compliance by the Company with the terms and provisions thereof do not:
 - (a) contravene any law, public rule or regulation of the Cayman Islands applicable to the Company which is currently in force; or
 - (b) contravene the Memorandum and Articles of Association of the Company.

Walkers

Walker House, 87 Mary Street, George Town
Grand Cayman KY1-9001, Cayman Islands
T +1 345 949 0100 F +1 345 949 7886 www.walkersglobal.com

WALKERS

5. Neither:
- (a) the execution, delivery or performance of the Documents; nor
 - (b) the consummation or performance of any of the transactions contemplated thereby by the Company,
- requires the consent or approval of, the giving of notice to, or the registration with, or the taking of any other action in respect of any Cayman Islands governmental or judicial authority or agency.
6. The law chosen in each of the Documents to govern its interpretation would be upheld as a valid choice of law in any action on such Document in the courts of the Cayman Islands (the "**Courts**" and each a "**Court**").
7. Save as set out in qualification 2 in Schedule 3, there are no stamp duties, income taxes, withholdings, levies, registration taxes, or other duties or similar taxes or charges now imposed, or which under the present laws of the Cayman Islands could in the future become imposed, in connection with the enforcement or admissibility in evidence of the Documents or on any payment to be made by the Company or any other person pursuant to the Documents. The Cayman Islands currently have no form of income, corporate or capital gains tax and no estate duty, inheritance tax or gift tax.
8. None of the parties to the Documents (other than the Company) is or will be deemed to be resident, domiciled or carrying on business in the Cayman Islands by reason only of the execution, delivery, performance or enforcement of the Documents.
9. A judgment obtained in a foreign court (other than certain judgments of a superior court of any state of the Commonwealth of Australia) will be recognised and enforced in the Courts without any re-examination of the merits at common law, by an action commenced on the foreign judgment in the Grand Court of the Cayman Islands ("**the Grand Court**"), where the judgment:
- (a) is final and conclusive;
 - (b) is one in respect of which the foreign court had jurisdiction over the defendant according to Cayman Islands conflict of law rules;
 - (c) is either for a liquidated sum not in respect of penalties or taxes or a fine or similar fiscal or revenue obligations or, in certain circumstances, for in personam non-money relief (following *Bandone Sdn Bhd v Sol Properties Inc.*, 5 June 2008, unreported); and
 - (d) was neither obtained in a manner, nor is of a kind enforcement of which is contrary to natural justice or the public policy of the Cayman Islands.
10. It is not necessary under the laws of the Cayman Islands that the Documents be registered or recorded in any public office or elsewhere in the Cayman Islands in order to ensure the validity or enforceability of the Documents.
11. It is not necessary under the laws of the Cayman Islands:
- (a) in order to enable any party to the Documents to enforce their rights under the Documents; or
 - (b) solely by reason of the execution, delivery and performance of the Documents,
- that any party to the Documents should be licensed, qualified or otherwise entitled to carry on business in the Cayman Islands or any other political subdivision thereof.

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12. Where any of the Documents contains a provision pursuant to which the Company agrees to submit to the jurisdiction of the courts specified therein, the Company has executed an effective submission to the jurisdiction of such courts.
13. Based solely upon our examination of the Register of Writs and other Originating Process of the Grand Court conducted on 30 July 2010 (the "**Search Date**"), we confirm that, as at 9.00am on the Search Date (the "**Search Time**"), there are no actions, suits or proceedings pending against the Company before the Grand Court and no steps have been, or are being, taken compulsorily to wind up the Company.
14. Based solely upon our examination of the minute books of the Company as at the time of our examination no resolution voluntarily to wind up the Company has been adopted by its members.
15. A judgment of the Courts may be expressed in a currency other than Cayman Islands dollars.
16. In the event of an insolvency, liquidation, bankruptcy or reorganisation affecting the Company, no liquidator, creditor or other person would be able to set aside any disposition of property effected by the Company pursuant to the Documents.
17. There are no foreign exchange controls or foreign exchange regulations under the currently applicable laws of the Cayman Islands.
18. Pursuant to Section 95(2) of the Companies Law, the Court is required to dismiss a winding up petition or adjourn the hearing of a winding up petition on the ground that the petitioner is contractually bound not to present a petition against the Company. Therefore, assuming that the contractual provisions are valid, binding and enforceable under the governing law of the relevant Documents and all other relevant laws (other than the laws of the Cayman Islands) such contractual provisions will be upheld by the Court.

This opinion is limited to the matters referred to herein and shall not be construed as extending to any other matter or document not referred to herein.

We hereby consent to the use of this opinion as an exhibit to that certain Registration Statement on Form S-4 (File No. 333-167611) filed by Huntsman International LLC, a Delaware limited liability company, with the Securities and Exchange Commission (the "**Registration Statement**") and to the reference to our firm under the heading "Legal Matters" in the Registration Statement. In giving this consent, we do not admit that we are included in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations promulgated thereunder.

This opinion shall be construed in accordance with the laws of the Cayman Islands.

Yours faithfully

/s/ Walkers

WALKERS

SCHEDULE 1

LIST OF DOCUMENTS EXAMINED

1. The Certificate of Registration by Way of Continuation dated 25 June 1999, the Memorandum and Articles of Association as adopted on 25 June 1999, the Register of Members, Register of Directors and Officers, and the Register of Mortgages and Charges of the Company, copies of which have been provided to us by its registered office in the Cayman Islands (together the "**Company Records**").
 2. The Register of Writs and other Originating Process of the Grand Court kept at the Clerk of Court's Office, George Town, Grand Cayman as at the Search Date.
 3. A Certificate of Good Standing dated 15 July 2010 in respect of the Company issued by the Registrar of Companies in the Cayman Islands (the "**Certificate of Good Standing**").
 4. A copy of executed written resolutions of the Board of Directors of the Company dated 22 February 2010 (the "**Resolutions**").
 5. Executed copies of the following documents (the "**Documents**"):
 - (a) Indenture dated as of 17 March 2010 among Huntsman International LLC as Issuer, the Company as a Guarantor, each of the other Guarantors and the Trustee as set out therein relating to \$350,000,000 8⁵/₈% Senior Subordinated Notes due 2020 (the "**Notes**"); and
 - (b) Guarantee with respect to the Notes dated as of 17 March 2010 executed by Airstar Corporation, Huntsman Advanced Materials Americas LLC, Huntsman Advanced Materials LLC, Huntsman Australia Inc., Huntsman Chemical Purchasing Corporation, Huntsman Enterprises, Inc., Huntsman Ethyleneamines LLC, Huntsman Fuels LLC, Huntsman International Financial LLC, Huntsman International Fuels LLC, Huntsman International Trading Corporation, Huntsman MA Investment Corporation, Huntsman MA Services Corporation, Huntsman Petrochemical LLC, Huntsman Petrochemical Purchasing Corporation, Huntsman Procurement Corporation, Huntsman Propylene Oxide LLC, Huntsman Purchasing, Ltd, Polymer Materials Inc., Tioxide Americas Inc. and Tioxide Group.
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SCHEDULE 2

ASSUMPTIONS

1. There are no provisions of the laws of any jurisdiction outside the Cayman Islands which would be contravened by the execution or delivery of the Documents and, insofar as any obligation expressed to be incurred under the Documents is to be performed in or is otherwise subject to the laws of any jurisdiction outside the Cayman Islands, its performance will not be illegal by virtue of the laws of that jurisdiction.
2. The Documents are within the capacity, power, and legal right of, and have been or will be duly authorised, executed and delivered by, each of the parties thereto (other than the Company).
3. Each of the Documents constitutes or, when executed and delivered, will constitute the legal, valid and binding obligations of each of the parties thereto enforceable in accordance with its terms as a matter of the laws of all relevant jurisdictions (other than the Cayman Islands).
4. The choice of the laws of the jurisdiction selected to govern the Documents has been made in good faith and will be regarded as a valid and binding selection which will be upheld in the courts of that jurisdiction and all relevant jurisdictions (other than the Cayman Islands).
5. All authorisations, approvals, consents, licences and exemptions required by, and all filings and other steps required of each of the parties to the Documents outside the Cayman Islands to ensure the legality, validity and enforceability of the Documents have been or will be duly obtained, made or fulfilled and are and will remain in full force and effect and any conditions to which they are subject have been satisfied.
6. All conditions precedent, if any, contained in the Documents have been or will be satisfied or waived.
7. The Board of Directors of the Company considers the execution of the Documents and the transactions contemplated thereby to be in the best interests of the Company.
8. No disposition of property effected by the Documents is made for an improper purpose or wilfully to defeat an obligation owed to a creditor and at an undervalue.
9. The Company was on the date of execution of the Documents able to pay its debts as they became due from its own moneys, and any disposition or settlement of property effected by the Documents is made in good faith and for valuable consideration and at the time of such disposition of property by the Company pursuant to the Documents the Company will be able to pay its debts as they become due from its own moneys.
10. The originals of all documents examined in connection with this opinion are authentic, all seals thereon and the signatures and initials thereon are genuine. The signatures and initials on the Documents are those of a person or persons given power to execute the Documents under the Resolutions. All documents purporting to be sealed have been so sealed. All copies are complete and conform to their originals. The Documents conform in every material respect to the latest draft of the same produced to us and, where provided in successive drafts, has been marked up to indicate all changes to the Documents.
11. The Memorandum and Articles of Association reviewed by us are the Memorandum and Articles of Association of the Company in force at the date hereof.

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12. The Company Records provided to us by the Company's registered office are true and correct copies of the originals of the same and are complete and accurate and constitute a complete and accurate record of the business transacted and resolutions adopted by the Company and all matters required by law and the Memorandum and Articles of Association of the Company to be recorded therein are so recorded.
13. The records of the Company which we have specifically not reviewed, do not disclose anything which would affect any opinion given herein.
14. There are no agreements, documents or arrangements other than the documents expressly referred to herein as having been examined by us which materially affect, amend or vary the transactions envisaged in the Documents or restrict the powers and authority of the directors of the Company in any way.
15. The Register of Writs and other Originating Process of the Grand Court examined by us at the Clerk of Court's Office, George Town, Grand Cayman at the Search Date, covering the period six years prior to the Search Date constitute a complete record of the proceedings before the Grand Court as at the Search Date.
16. The Resolutions are a true and correct copy of the originals of the same, have been duly executed (and where by a corporate entity such execution has been duly authorised if so required) by or on behalf of each director of the Company and the signatures and initials thereon are those of a person or persons in whose name the Resolutions have been expressed to be signed.
17. The Resolutions remain in full force and effect and have not been revoked or varied.
18. No resolution voluntarily to wind up the Company has been adopted by the members and no event of a type which is specified in the Company's articles of association as giving rise to the winding up of the Company (if any) has in fact occurred.

SCHEDULE 3

QUALIFICATIONS

1. The term "enforceable" and its cognates as used in this opinion means that the obligations assumed by the Company under the Documents are of a type which the Courts enforce. This does not mean that those obligations will necessarily be enforced in all circumstances in accordance with their terms. In particular:
 - (a) enforcement of obligations and the priority of obligations may be limited by bankruptcy, insolvency, liquidation, reorganisation, merger, consolidation, readjustment of debts or moratorium and other laws of general application relating to or affecting the rights of creditors or by prescription or lapse of time;
 - (b) enforcement may be limited by general principles of equity and, in particular, the availability of certain equitable remedies such as injunction or specific performance of an obligation may be limited where a Court considers damages to be an adequate remedy;
 - (c) claims may become barred under statutes of limitation or may be or become subject to defences of set-off, counterclaim, estoppel and similar defences;
 - (d) where obligations are to be performed in a jurisdiction outside the Cayman Islands, they may not be enforceable in the Cayman Islands to the extent that performance would be illegal under the laws of, or contrary to the public policy of, that jurisdiction;
 - (e) a judgment of a Court may be required to be made in Cayman Islands dollars;
 - (f) to the extent that any provision of the Documents is adjudicated to be penal in nature, it will not be enforceable in the Courts; in particular, the enforceability of any provision of the Documents which imposes additional obligations in the event of any breach or default, or of payment or prepayment being made other than on an agreed date, may be limited to the extent that it is subsequently adjudicated to be penal in nature and not an attempt to make a reasonable pre-estimate of loss;
 - (g) to the extent that the performance of any obligation arising under the Documents would be fraudulent or contrary to public policy, it will not be enforceable in the Courts;
 - (h) in the case of an insolvent liquidation of the Company, its liabilities are required to be translated into the functional currency of the Company (being the currency of the primary economic environment in which it operated as at the commencement of the liquidation) at the exchange rates prevailing on the date of commencement of the voluntary liquidation or the day on which the winding up order is made (as the case may be);
 - (i) a Court will not necessarily award costs in litigation in accordance with contractual provisions in this regard;
 - (j) the effectiveness of terms in the Documents excusing any party from a liability or duty otherwise owed or indemnifying that party from the consequences of incurring such liability or breaching such duty shall be construed in accordance with, and shall be limited by, applicable law, including generally applicable rules and principles of common law and equity.
 2. Cayman Islands stamp duty will be payable if the Documents are executed in or brought to the Cayman Islands, or produced before a Court.
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3. A certificate, determination, calculation or designation of any party to the Documents as to any matter provided therein might be held by a Court not to be conclusive, final and binding, notwithstanding any provision to that effect therein contained, for example if it could be shown to have an unreasonable, arbitrary or improper basis or in the event of manifest error.
4. If any provision of the Documents is held to be illegal, invalid or unenforceable, severance of such provision from the remaining provisions will be subject to the discretion of the Courts notwithstanding any express provisions in this regard.
5. Every conveyance or transfer of property, or charge thereon, and every payment obligation and judicial proceeding, made, incurred, taken or suffered by a company at a time when that company was unable to pay its debts within the meaning of Section 93 of the Companies Law, and made or granted in favour of a creditor with a view to giving that creditor a preference over the other creditors of the company, would be invalid pursuant to Section 145(1) of the Companies Law, if made, incurred, taken or suffered within the six months preceding the commencement of a liquidation of the Company. Such actions will be deemed to have been made with a view to giving such creditor a preference if it is a "related party" of the company. A creditor shall be treated as a related party if it has the ability to control the company or exercise significant influence over the company in making financial and operating decisions.
6. Any disposition of property made at an undervalue by or on behalf of a company and with an intent to defraud its creditors (which means an intention to wilfully defeat an obligation owed to a creditor), shall be voidable:
 - (a) under section 146 of the Companies Law at the instance of the company's official liquidator; and
 - (b) under the Fraudulent Dispositions Law, at the instance of a creditor thereby prejudiced,provided that in either case, no such action may be commenced more than six years after the date of the relevant disposition.
7. If any business of a company has been carried on with intent to defraud creditors of the company or creditors of any other person or for any fraudulent purpose, the Court may declare that any persons who were knowingly parties to the carrying on of the business of the company in such manner are liable to make such contributions, if any, to the company's assets as the Court thinks proper.
8. Notwithstanding any purported date of execution in the Documents, the rights and obligations therein contained take effect only on the actual execution and delivery thereof but any of the Documents may provide that it has retrospective effect as between the parties thereto alone.
9. The obligations of the Company may be subject to restrictions pursuant to United Nations sanctions and/or measures adopted by the European Union Council for Common Foreign & Security Policy extended to the Cayman Islands by the Order of Her Majesty in Council.
10. Persons who are not party to the Documents (other than persons acting pursuant to powers contained in a deed poll) under Cayman Islands law have no direct rights or obligations under the Documents.
11. Our opinion as to good standing is based solely upon receipt of the Certificate of Good Standing. The term "good standing" as used herein means that the Company is not currently in breach of its obligations to file the annual return, and pay the annual filing fees, due for the current calendar year, and having regard to any grace periods permitted under the Companies Law.

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12. We render no opinion as to the specific enforcement as against the Company of covenants granted by the Company to do or to omit to do any action or other matter which is reserved by applicable law or the Company's constitutional documents to the Company's shareholders or any other person.
13. Where a document provides for an exclusive or non-exclusive jurisdiction clause submitting (or permitting the submission) to the jurisdiction of the Cayman Islands, a Court may decline to accept jurisdiction in any matter where:
 - (a) it determines that some other jurisdiction is a more appropriate or convenient forum;
 - (b) another court of competent jurisdiction has made a determination in respect of the same matter; or
 - (c) litigation is pending in respect of the same matter in another jurisdiction.

Proceedings may be stayed in the Cayman Islands if concurrent proceedings in respect of the same matter are or have been commenced in another jurisdiction.

14. Where a document provides for an exclusive jurisdiction clause submitting to a jurisdiction of a court other than the Courts, notwithstanding any provision of the document providing for the exclusive jurisdiction of a court other than the Courts, the Court may, if it is satisfied that it is just and equitable to allow such proceedings to continue in the Cayman Islands, (a) decline to stay proceedings issued in contravention of such provision or (b) refuse leave to serve proceedings out of the Cayman Islands.

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SCHEDULE 4

ADDRESSEES

1. Huntsman International LLC
500 Huntsman Way
Salt Lake City, Utah
84108
United States of America

2. Stoel Rives LLP
201 South Main Street, Suite 1100
Salt Lake City, Utah
84111
United States of America

QuickLinks

[Exhibit 5.3](#)

[DICKINSON DEES LOGO]

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Direct Dial: 0191 279 9134
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Please quote our reference on all correspondence
Our Ref: MJC/HUN/0179/00014
Your ref:

Huntsman International LLC
500 Huntsman Way
Salt Lake City
Utah
84108
USA

30 July 2010

Dear Sirs

Re: Registration Statement on Form S-4 (File No. 333-167611)

Reference is made to the Registration Statement on Form S-4, file no. 333-167611 (the "Registration Statement") filed by Huntsman International LLC ("Huntsman"), a Delaware limited liability company, with the Securities and Exchange Commission (the "Commission") in connection with the registration by Huntsman under the Securities Act of 1933, as amended (the "Securities Act") of (i) the offer and exchange by Huntsman (the "Exchange Offer") of \$350,000,000 aggregate principal amount of its 8.675% Senior Subordinated Notes due 2020 (the "Initial Notes") for a new series of notes bearing substantially identical terms and in like principal amount as the Initial Notes (the "Exchange Notes"), and (ii) the related guarantees (the "Guarantees") of certain subsidiaries of Huntsman listed in the Registration Statement as guarantors (the "Guarantors") of the Exchange Notes.

We have examined originals or copies, certified or otherwise identified to our satisfaction of:-

- (i) an indenture dated 17 March 2010 (the "Indenture") made between (1) Huntsman, (2) the Guarantors and (3) Wells Fargo Bank, N. A.; and
- (ii) the Guarantees dated 17 March 2010 given by the Guarantors.

(the above numbered paragraphs (i) and (ii) together the "Transaction")

1. DEFINITIONS

The following words and phrases when used in this letter have the following meanings:-

- 1.1 "Board Meeting" means the meeting of directors of the Company held on February 18 2010;
- 1.2 "Board Minutes" means the minutes of the Company's Board Meeting;

[LEXCEL LOGO]

[INVESTOR IN PEOPLE
LOGO]

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Authorised and regulated by the Financial Services Authority.

- 1.3 "Company" means Tioxide Group (registered in England and Wales with company number 00249759);
- 1.4 "Constitutional Documents" means the Company's certificate of incorporation and its memorandum and articles of association;
- 1.5 "Registrar" means the registrar of companies for England and Wales;
- 1.6 "Transaction Documents" means the Indenture and the Guarantees.

2. WHAT WE HAVE REVIEWED AND SEARCHES

2.1 For the purpose of this opinion we have:-

2.1.1 reviewed the following documents:-

- (a) a copy of each Constitutional Document of the Company, certified by the one of its directors on 17 March 2010 as a true copy of an authentic, up-to-date and complete original;
- (b) a copy of the Company's Board Minutes, certified by one of its directors on 17 March 2010 as a true copy of an authentic, up-to-date and complete original;
- (c) executed copies of the Transaction Documents;

2.1.2 commissioned a search of the file of the Company maintained by the Registrar, using the following method. We have obtained through Companies House Direct ("CHD"), an on-line search system supplied by the Registrar, a copy of each document which is listed on CHD as being contained on the Company's file today; and

2.1.3 asked by telephone an official at the Royal Courts of Justice in London today to check for any entry in respect of the Company on the Central Index of Winding-up Petitions for England and Wales.

2.2 We have not reviewed any other documents, looked at any other information, carried out any other searches or made any other enquiries for the purposes of this opinion.

3. STATUS OF OPINION

3.1 We assume that no law other than the law of England and Wales would affect our opinion.

3.2 We express no opinion as the laws of any jurisdiction other than England and Wales and none is to be implied.

3.3 This letter expresses no opinion on European Union law as it affects any jurisdiction other than England.

4. ASSUMPTIONS

4.1 *Solvency*

4.1.1 We assume that the Company was solvent at the time it entered into the Transaction Documents and did not cease to be solvent as a result of entering into the Transaction Documents. "Solvent," here, means that the Company is not deemed unable to pay its debts under section 123 of the Insolvency Act 1986.

4.1.2 We assume, with regard to the Company, that no person has taken any step in England or Wales in connection with the appointment of an administrator of it, the appointment of a receiver or administrative receiver in respect of it or any of its assets, the making

of a voluntary arrangement in respect of it, the passing of a voluntary winding up resolution, the convening of a meeting of members or creditors for that purpose, the imposition of a moratorium in respect of it, its winding-up or its dissolution.

- 4.1.3 We assume that no person has taken any step outside England and Wales in connection with any of the matters listed in paragraph 4.1.2 or in connection with any similar event or proceedings. We have not attempted to find out whether any such step has been taken. We are not giving any opinion as to the actual or potential effect under the law of England and Wales (or any other law) of any such step.

4.2 *Corporate Matters*

We assume that:-

- 4.2.1 there have been no changes to the Constitutional Documents since the date on which one of its directors certified the copies we have reviewed;
- 4.2.2 each person identified in the Board Minutes as a director was validly appointed as such;
- 4.2.3 the person identified in the Board Minutes as the secretary was validly appointed as such;
- 4.2.4 the correct procedures were followed with regard to the Board Meeting—for example, the Board Meeting was validly convened with duly appointed directors, was quorate throughout and each director made an appropriate declaration of his interests or an appropriate update of an earlier declaration (if necessary), was able to vote or be counted in the quorum and that no director had any interest except to the extent permitted by the Constitutional Documents—and each resolution recorded in the Board Minutes was duly passed;
- 4.2.5 the directors of the Company satisfied the duties of directors as set out in Chapter 2 of Part 10 of the Companies Act 2006 in approving the Transaction Documents and the transactions referred to in the Transaction Documents;
- 4.2.6 no director of the Company was in breach of their statutory duty under section 175 of the Companies Act 2006 in relation to any of the transactions referred to in the Transaction Documents;
- 4.2.7 the resolutions recorded in the Board Minutes were not amended;
- 4.2.8 the Board Minutes are an accurate record of its Board Meeting; and
- 4.2.9 in authorising the execution and delivery of the Transaction Documents and the performance of its obligations under them, the directors of the Company complied with all duties imposed by law on them in their capacity as directors and with all restrictions imposed on them by the relevant Constitutional Documents.

4.3 *Documents*

4.3.1 We assume that:-

- (a) each document listed in paragraph 2.1.1 which is an original (not a copy) is authentic, up-to-date and complete; and
- (b) each document listed in paragraph 2.1.1 which is a copy is a true copy of an authentic, up-to-date and complete original.

- 4.3.2 We assume that the Transaction Documents are validly executed and delivered by the parties to it;
- 4.3.3 We assume that the Transaction Documents will, once executed and delivered, constitute valid, binding and enforceable obligations.
- 4.3.4 We assume that there has been and will be no breach by the Company of any applicable provision of the Financial Services and Markets Act 2000 as a result of:-
- (a) any step taken by the Company in connection with the Transaction Documents (including their execution and delivery); or
 - (b) the exercise of the Company's rights and the performance of its obligations under the Transaction Documents.
- 4.3.5 We assume that the Proceeds of Crime Act 2002 has no application to the Transaction Documents.
- 4.3.6 We assume that there are no agreements, letters or other arrangements or dealings having contractual effect which modify or will modify the terms of or affect or will affect the Transaction Documents or which render a party to the Transaction Documents incapable of performing its obligations thereunder and no provision of the Transaction Documents has been waived.
- 4.3.7 We assume that all necessary licences, consents, permissions and authorisations required to be obtained under any agreement, arrangement, law or regulation prior to any party entering into the Transaction Documents and/or the transactions referred to in the Transaction Documents have been obtained within any relevant time frame and complying with all relevant conditions.
- 4.3.8 We assume that:-
- (a) the execution and delivery of the Transaction Documents by the Company was in its best interests and will promote the success of the Company for the benefit of its members as a whole in compliance with section 172 Companies Act 2006;
 - (b) the directors, in approving the execution and delivery of the Transaction Documents complied with section 171 of the Companies Act 2006;
 - (c) the entry into and the exercise of the rights and performance of the obligations under the Transaction Documents will be of material commercial benefit to the Company; and
 - (d) in entering into the Transaction Documents the Company acted in good faith and for the purposes of carrying on its business and at the time it did so there were reasonable grounds for believing that the Transaction would benefit the Company.

4.4 *Company Searches*

In relation to the company searches mentioned in paragraph 2.1.2 we assume that:-

- 4.4.1 no event has occurred in relation to the Company in respect of which a filing required to be made with the Registrar has not been made;
- 4.4.2 all documents filed with the Registrar in relation to the Company have been placed on its file; and
- 4.4.3 the results of the searches comprise a complete copy of each document on the Company's file today.

5. **OPINION**

Our opinion, under the law of England and Wales, is as follows.

5.1 *Corporate status of the Company*

The Company is a private unlimited company incorporated and validly existing under the Companies Act 2006.

5.2 *The Company's Powers*

The Company has power to execute and deliver the Transaction Documents and to exercise its rights and to perform its obligations under them.

5.3 *Authorisation of the Transaction Documents*

The Company has taken the necessary corporate action to authorise its execution and delivery of the Transaction Documents and the exercise of its rights and the performance of its obligations under them.

5.4 *The Company's Obligations*

The Transaction Documents constitute valid, binding and enforceable obligations of the Company.

5.5 *No Breach of Laws etc*

The Company's execution and delivery of the Transaction Documents will not breach its Constitutional Documents or the law of England and Wales applicable to companies generally.

5.6 *No Consents, Approvals etc Required*

No authorisations of governmental, judicial or public bodies or authorities in England and Wales are required by the Company in connection with the performance, validity or enforceability of the Transaction Documents.

6. **QUALIFICATIONS**

Our opinion is subject to various qualifications, as follows:-

6.1 *Enforceability*

6.1.1 In paragraph 5.4, where we use the phrase "binding and enforceable" we mean that the relevant obligations are of a type which the courts of England and Wales enforce. We are not stating that every provision of the Transaction Documents is enforceable in accordance with its terms in all circumstances. We are unable to make such an assertion. This is because:-

- (a) many aspects of the law of England and Wales are not stated as fixed rules that we can apply to the facts in order to predict with certainty the judgment of a court on any application to enforce a provision of the Transaction Documents; and
- (b) there are legal principles which, in certain circumstances, restrict or prohibit the exercise of rights of action that might exist in other circumstances or impose conditions on their exercise that might not apply otherwise.

6.1.2 The enforceability of any company's obligations might be affected by insolvency and other events and by laws generally applicable to the enforcement of creditors' rights.

- 6.1.3 In some circumstances, if a person delays his exercise of a right of action, he might be prevented from exercising that right at all. Any provision in the Transaction Documents purporting to disapply this general rule would not necessarily be effective.
- 6.1.4 Any provision in the Transaction Documents to the effect that any determination of any fact is conclusive (except in the case of manifest or obvious error) might not be upheld if a person is found to have acted unreasonably, arbitrarily or in bad faith.
- 6.1.5 Where there is a discretionary power under the Transaction Documents, a court might require that it be exercised reasonably. Any provision in the Transaction Documents purporting to disapply this general rule would not necessarily be effective.
- 6.1.6 The courts have discretion as to costs. Any provision in the Transaction Documents purporting to make the Company responsible for litigation costs might not be upheld.
- 6.1.7 Certain types of exclusion clauses in the Transaction Documents (and certain provisions having a similar effect) might be unenforceable except to the extent that they satisfy the requirement of reasonableness under the Unfair Contract Terms Act 1977.
- 6.1.8 Any provision in the Transaction Documents to the effect that a particular part of the Transaction Documents (if void, illegal or unenforceable) should be deemed to have been severed from the other parts might not be upheld.
- 6.1.9 Any provision in the Transaction Documents purporting to make the Company liable for stamp duty might be void.
- 6.1.10 In certain circumstances (essentially where it becomes impossible to perform a contract or where it can only be performed in a way radically different from the way the parties originally intended), a contract can be held to have been frustrated, releasing the parties from further performance under it.
- 6.1.11 On any application to enforce a provision of the Transaction Documents, the Company might be able to establish a defence of set-off or a right to counterclaim in respect of debts due to it. Any provision in the Transaction Documents purporting to exclude the Company's rights in this respect would not necessarily be effective.
- 6.1.12 The Limitation Act 1980 prescribes time periods in respect of various types of action. After expiry of the prescribed period, a claim of the relevant type is generally prohibited.
- 6.1.13 A court will not necessarily grant any remedy the availability of which is subject to equitable considerations or which is otherwise in the discretion of the court. In particular, orders for specific performance and injunctions are, in general, discretionary remedies which may not be available where damages are considered by the court to be an adequate remedy.
- 6.1.14 There is legislation controlling certain transactions involving countries, organisations and individuals which are the subject of economic sanctions imposed by the United Nations or the European Union. In certain cases, this legislation prohibits the making of payments (including payments of interest and repayments of principal on loans) to proscribed persons.
- 6.1.15 If an obligation to be performed in a jurisdiction other than England and Wales is contrary to public policy there, it might not be enforceable in England and Wales.
- 6.1.16 There are rules (as set out in Regulation (EC) no 864/2007) determining the law that will govern non-contractual obligations arising between parties. We express no opinion

as to whether those rules apply to the transactions the subject of this opinion and our opinion is qualified by the possible application of those rules.

6.2 *Consents and Filings*

In paragraph 5.6 we give an opinion about whether there is a need to obtain any consent from any public body. We are not giving any opinion about the existence, extent or actual or potential effect of any requirement of this type imposed on the Company in any contract (or other arrangement) between it and any such public body.

6.3 *No Opinion on Other Matters*

We are not giving any opinion about any of the following matters:-

- 6.3.1 the treatment of any person or payment for the purposes of taxation or for the purposes of accounting;
- 6.3.2 the veracity of any facts stated in the Transaction Documents;
- 6.3.3 whether the Company's execution and delivery of the Transaction Documents or the exercise of its rights or the performance of its obligations under them causes it to breach any agreement to which it is party;
- 6.3.4 whether the Company complies with the laws, regulations and rules affecting it, its business or its assets (except where we say so specifically in this letter); or
- 6.3.5 any right of any person not party to the Transaction Documents to enforce any rights under them.

6.4 *No Obligation to Update*

We have not undertaken to update our opinion at any time after effectiveness of the Registration Statement or to advise you of any changes in the law (or in its interpretation) that might affect our opinion.

7. TERMS ON WHICH OUR OPINION IS GIVEN

- 7.1 Our client in connection with the Transaction is Huntsman. We have taken our instructions only from Huntsman and not from any other person.
- 7.2 We are giving our opinion to you in connection with the Transaction and you must not rely on it (or any part of it) for any other purpose.
- 7.3 Except as expressly allowed by paragraph 7.4 below no other person than you is permitted to rely on our opinion (or any part of it), unless we give our prior consent.
- 7.4 Stoel Rives LLP is authorised to rely upon our opinion in its capacity as Legal Counsel to Huntsman and in connection with the rendering of its opinion to Huntsman dated the date hereof as fully as if this opinion were addressed to it.
- 7.5 This letter is governed by the law of England and Wales.
- 7.6 The courts of England and Wales will have exclusive jurisdiction to settle any dispute between us (including claims for set-off and counterclaims) in relation to this letter. You and we irrevocably agree to submit to their jurisdiction and irrevocably waive any objection to any action or proceeding being brought in those courts or any claim that any such action or proceeding has been brought in an inconvenient forum.
- 7.7 We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our firm name in the prospectus forming part of the Registration Statement

under the caption "Legal Matters". By signing such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission issued thereunder.

Yours faithfully

/s/ Dickinson Dees LLP

Dickinson Dees LLP

QuickLinks

[Exhibit 5.4](#)