LyondellBasell Industries N.V. Form SC 13G/A February 12, 2014

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

SCHEDULE 13G

(Amendment No. 3)*

Under the Securities Exchange Act of 1934

LYONDELLBASELL INDUSTRIES N.V.

(Name of Issuer)

Ordinary Shares, par value 0.04

(Title of Class of Securities)

N53745100

(CUSIP Number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

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

o Rule 13d-1(b)

- o Rule 13d-1(c)
- x Rule 13d-1(d)

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

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

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of A ACLF/Lyondell S.à r.l.	bove Persons (Entities Only	y).
2	Check the Appropriate Box if (a) (b)	a Member of a Group (See o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organi Luxembourg	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficial 0 ordinary shares	ly Owned by Each Reportir	ng Person
10	Check Box if the Aggregate A	mount in Row (9) Excludes	s Certain Shares (See Instructions)
11	Percent of Class Represented 0%	by Amount in Row (9)	
12	Type of Reporting Person (See OO	e Instructions)	

2

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Management, L.P.		
2	Check the Appropriate Box if (a) (b)	a Member of a Group (See I o x	nstructions)
3	SEC Use Only		
4	Citizenship or Place of Organi Delaware	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficial 0 ordinary shares	ly Owned by Each Reportin	g Person
10	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x
11	Percent of Class Represented b 0%	by Amount in Row (9)	
12	Type of Reporting Person (See PN	e Instructions)	

CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Management GP, LLC		
Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	instructions)
SEC Use Only		
Citizenship or Place of Organiz Delaware	zation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
Percent of Class Represented b 0%	y Amount in Row (9)	
Type of Reporting Person (See OO	Instructions)	
	I.R.S. Identification Nos. of Al Apollo Credit Liquidity Manag Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Delaware 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate An Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only Apollo Credit Liquidity Management GP, LLC Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Delaware 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). ACLF Co-Invest/Lyondell S.à r.l.		
Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	instructions)
SEC Use Only		
Citizenship or Place of Organiz Luxembourg	zation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reporting	g Person
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
Percent of Class Represented b 0%	y Amount in Row (9)	
Type of Reporting Person (See OO	Instructions)	
	I.R.S. Identification Nos. of At ACLF Co-Invest/Lyondell S.à Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Luxembourg 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate An Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only ACLF Co-Invest/Lyondell S.à r.I. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Luxembourg 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). ACLF Co-Investment Fund, L.P.		
Check the Appropriate Box if a (a) (b)	Member of a Group (See I o x	nstructions)
SEC Use Only		
Citizenship or Place of Organiz Alberta	ation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reporting	g Person
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
Percent of Class Represented b 0%	y Amount in Row (9)	
Type of Reporting Person (See PN	Instructions)	
	I.R.S. Identification Nos. of Ab ACLF Co-Investment Fund, L. Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Alberta 5 6 7 8 Aggregate Amount Beneficially 0 ordinary shares Check Box if the Aggregate Ar Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only ACLF Co-Investment Fund, L.P. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Alberta 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Advisors, L.P.		
Check the Appropriate Box if a (a) (b)	a Member of a Group (See) o x	Instructions)
SEC Use Only		
Citizenship or Place of Organiz Delaware	zation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x
Percent of Class Represented b 0%	by Amount in Row (9)	
Type of Reporting Person (See PN	Instructions)	
	I.R.S. Identification Nos. of Al Apollo Credit Liquidity Advise Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organic Delaware 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate A Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only Apollo Credit Liquidity Advisors, L.P. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Delaware 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reportin 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Liquidity Capital Management, LLC		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organiz Delaware	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
10	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x
11	Percent of Class Represented b 0%	by Amount in Row (9)	
12	Type of Reporting Person (See OO	Instructions)	

CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II, L.P.		
Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	instructions)
SEC Use Only		
Citizenship or Place of Organiz Delaware	zation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
Percent of Class Represented b 0%	y Amount in Row (9)	
Type of Reporting Person (See PN	Instructions)	
	I.R.S. Identification Nos. of Al Apollo Principal Holdings II, I Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Delaware 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate An Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only Apollo Principal Holdings II, L.P. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Delaware 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings II GP, LLC			
2	Check the Appropri (a) (b)	iate Box if a Member of o x	a Group (See Instructions)	
3	SEC Use Only			
4	Citizenship or Place Delaware	e of Organization		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount 0 ordinary shares	Beneficially Owned by I	Each Reporting Person	
10	Check Box if the A	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Re 0%	presented by Amount in	Row (9)	
12	Type of Reporting DOO	Person (See Instructions)		

2Check the Appropriate Box if a Member of a Group (See Instructions) o (b)3SEC Use Only4Citizenship or Place of Organization Luxembourg5Sole Voting PowerNumber of Shares Beneficially Venod by Each Person With:66Shared Voting Power O ordinary shares7Sole Dispositive Power O ordinary shares9Aggregate Amount Beneficially Owned by Each Reporting O ordinary shares9Aggregate Amount Beneficially Owned by Each Reporting Person O ordinary shares10Check Box if the Aggregate Amount in Row (9) Exclues Certain Shares (See Instructions) x 0%12Type of Reporting Person (See Instructions)	1		g Persons. n Nos. of Above Persons oldings Series III (Lux) S	•
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5 Sole Voting Power Number of 6 Shared Voting Power Beneficially 6 O ordinary shares Owned by 7 Sole Dispositive Power Each 7 Sole Dispositive Power Person With: 8 Shared Dispositive Power 9 Aggregate Amount Beneficially Owned by Each Reporting Person ordinary shares 9 Aggregate Amount Beneficially Owned by Each Reporting Person ordinary shares 10 Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x 11 Percent of Class Represented by Amount in Row (9)	3	SEC Use Only		
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0%12 Type of Reporting Person (See Instructions)	10	Check Box if the A	Aggregate Amount in Roy	w (9) Excludes Certain Shares (See Instructions) x
	11		epresented by Amount in	Row (9)
	12		Person (See Instructions))

CUSIP No. N53745100

1	I.R.S. Identification N	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). LeverageSource Management, LLC		
2	Check the Appropriate (a) (b)	e Box if a Member of a o x	Group (See Instructions)	
3	SEC Use Only			
4	Citizenship or Place o Delaware	f Organization		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Be 0 ordinary shares	eneficially Owned by E	Each Reporting Person	
10	Check Box if the Agg	regate Amount in Row	(9) Excludes Certain Shares (See Instructions) x	
11	Percent of Class Repro 0%	esented by Amount in 2	Row (9)	
12	Type of Reporting Per OO	rson (See Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management VII, L.P.		
2	Check the Appropri (a) (b)	iate Box if a Member of a o x	Group (See Instructions)
3	SEC Use Only		
4	Citizenship or Place Delaware	e of Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
reison with.	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount 0 ordinary shares	Beneficially Owned by Ea	ach Reporting Person
10	Check Box if the A	ggregate Amount in Row	(9) Excludes Certain Shares (See Instructions) x
11	Percent of Class Re 0%	presented by Amount in F	Row (9)
12	Type of Reporting l PN	Person (See Instructions)	

CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Ab AIF VII Management, LLC	ove Persons (Entities Only).
Check the Appropriate Box if a (a) (b)	Member of a Group (See) o x	Instructions)
SEC Use Only		
Citizenship or Place of Organiz Delaware	ation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficially 0 ordinary shares	y Owned by Each Reportin	g Person
Check Box if the Aggregate An	nount in Row (9) Excludes	Certain Shares (See Instructions)
Percent of Class Represented by 0%	y Amount in Row (9)	
Type of Reporting Person (See OO	Instructions)	
	I.R.S. Identification Nos. of Ab AIF VII Management, LLC Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Delaware 5 6 7 8 Aggregate Amount Beneficially 0 ordinary shares Check Box if the Aggregate Ar Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only AIF VII Management, LLC Check the Appropriate Box if a Member of a Group (See F (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Delaware 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reportin 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

14

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Ab Apollo Management, L.P.	oove Persons (Entities Only).
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See 2 o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organiz Delaware	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
10	Check Box if the Aggregate Ar	nount in Row (9) Excludes	Certain Shares (See Instructions)
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See PN	Instructions)	

15

CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Ab Apollo Management GP, LLC	oove Persons (Entities Only).
Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	instructions)
SEC Use Only		
Citizenship or Place of Organiz Delaware	zation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reporting	g Person
Check Box if the Aggregate An	mount in Row (9) Excludes	Certain Shares (See Instructions) x
Percent of Class Represented b 0%	y Amount in Row (9)	
Type of Reporting Person (See OO	Instructions)	
	I.R.S. Identification Nos. of At Apollo Management GP, LLC Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Delaware 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate An Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only Apollo Management GP, LLC Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Delaware 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of A LeverageSource XI (N), L.P.		y).	
2	Check the Appropriate Box is (a) (b)	f a Member of a Group (See o x	Instructions)	
3	SEC Use Only			
4	Citizenship or Place of Orgar Cayman Islands	nization		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficia 0 ordinary shares	ally Owned by Each Reporting	ng Person	
10	Check Box if the Aggregate	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represented 0%	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (Se PN	ee Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Ab LeverageSource XI S.a r.l.	oove Persons (Entities Only).
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See 2 o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organiz Luxembourg	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See OO	Instructions)	

18

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Ab Sand Holdings S.a r.l.	pove Persons (Entities Only).
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See 2 o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organiz Luxembourg	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
10	Check Box if the Aggregate Ar	mount in Row (9) Excludes	Certain Shares (See Instructions)
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See OO	Instructions)	

19

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Per LeverageSource Holdings, L.P.	rsons (Entities Only).		
2	Check the Appropriate Box if a Membreak (a) o (b) x	er of a Group (See Instructions)		
3	SEC Use Only			
4	Citizenship or Place of Organization Delaware			
	5	Sole Voting Power		
Number of Shares Beneficially Owned by	6	Shared Voting Power 0 ordinary shares		
Each Reporting Person With:	7	Sole Dispositive Power		
	8	Shared Dispositive Power 0 ordinary shares		
9	Aggregate Amount Beneficially Owne 0 ordinary shares	d by Each Reporting Person		
10	Check Box if the Aggregate Amount in	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represented by Amou 0%	int in Row (9)		
12	Type of Reporting Person (See Instruct PN	tions)		

CUSIP No. N53745100

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Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	instructions)
SEC Use Only		
Citizenship or Place of Organiz Delaware	zation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
Check Box if the Aggregate An	mount in Row (9) Excludes	Certain Shares (See Instructions) x
Percent of Class Represented b 0%	y Amount in Row (9)	
Type of Reporting Person (See OO	Instructions)	
	I.R.S. Identification Nos. of Al LeverageSource Holdings GP, Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Delaware 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate An Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only LeverageSource Holdings GP, LLC Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Delaware 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Ab LeverageSource, L.P.	ove Persons (Entities Only).
Check the Appropriate Box if a (a) (b)	Member of a Group (See I o x	Instructions)
SEC Use Only		
Citizenship or Place of Organiz Cayman Islands	ation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficially 0 ordinary shares	V Owned by Each Reporting	g Person
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
Percent of Class Represented by Amount in Row (9) 0%		
Type of Reporting Person (See PN	Instructions)	
	I.R.S. Identification Nos. of Ab LeverageSource, L.P. Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Cayman Islands 5 6 7 8 Aggregate Amount Beneficially 0 ordinary shares Check Box if the Aggregate Am Percent of Class Represented by 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only LeverageSource, L.P. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Cayman Islands 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

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CUSIP No. N53745100

Name of Reporting Persons. I.R.S. Identification Nos. of Ab Apollo Advisors VI (EH), L.P.).
Check the Appropriate Box if a (a) (b)	a Member of a Group (See) o x	Instructions)
SEC Use Only		
Citizenship or Place of Organiz Cayman Islands	zation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
Percent of Class Represented by Amount in Row (9) 0%		
Type of Reporting Person (See PN	Instructions)	
	I.R.S. Identification Nos. of Al Apollo Advisors VI (EH), L.P. Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Cayman Islands 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate An Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only Apollo Advisors VI (EH), L.P. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Cayman Islands 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

).
Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
SEC Use Only		
Citizenship or Place of Organiz Cayman Islands	zation	
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reporting	g Person
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
Percent of Class Represented by Amount in Row (9) 0%		
Type of Reporting Person (See CO	Instructions)	
	I.R.S. Identification Nos. of Al Apollo Advisors VI (EH-GP), Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organiz Cayman Islands 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate At Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only Apollo Advisors VI (EH-GP), Ltd. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Cayman Islands 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

13	Name of Reporting Persons. I.R.S. Identification Nos. of Al Apollo Advisors VII (EH), L.F).
14	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
15	SEC Use Only		
16	Citizenship or Place of Organiz Cayman Islands	zation	
	17		Sole Voting Power
Number of Shares Beneficially Owned by	18		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	19		Sole Dispositive Power
	20		Shared Dispositive Power 0 ordinary shares
21	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reporting	g Person
22	Check Box if the Aggregate A	mount in Row (9) Excludes	Certain Shares (See Instructions) x
23	Percent of Class Represented b 0%	by Amount in Row (9)	
24	Type of Reporting Person (See PN	Instructions)	

25	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Advisors VII (EH-GP), Ltd.		
26	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
27	SEC Use Only		
28	Citizenship or Place of Organiz Cayman Islands	zation	
	29		Sole Voting Power
Number of Shares Beneficially Owned by	30		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	31		Sole Dispositive Power
	32		Shared Dispositive Power 0 ordinary shares
33	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
34	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
35	Percent of Class Represented by Amount in Row (9) 0%		
36	Type of Reporting Person (See CO	Instructions)	

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings III, L.P.		
2	Check the Appropriate Box if (a) (b)	a Member of a Group (See) o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Cayman Islands		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficiall 0 ordinary shares	ly Owned by Each Reportin	g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See PN	e Instructions)	

Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings III GP, Ltd.		
Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
SEC Use Only		
Citizenship or Place of Organization Cayman Islands		
5		Sole Voting Power
6		Shared Voting Power 0 ordinary shares
7		Sole Dispositive Power
8		Shared Dispositive Power 0 ordinary shares
Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reporting	g Person
Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
Percent of Class Represented by Amount in Row (9) 0%		
Type of Reporting Person (See CO	Instructions)	
	I.R.S. Identification Nos. of Al Apollo Principal Holdings III (Check the Appropriate Box if a (a) (b) SEC Use Only Citizenship or Place of Organic Cayman Islands 5 6 7 8 Aggregate Amount Beneficiall 0 ordinary shares Check Box if the Aggregate A Percent of Class Represented b 0% Type of Reporting Person (See	I.R.S. Identification Nos. of Above Persons (Entities Only Apollo Principal Holdings III GP, Ltd. Check the Appropriate Box if a Member of a Group (See I (a) 0 (b) x SEC Use Only Citizenship or Place of Organization Cayman Islands 5 6 7 8 Aggregate Amount Beneficially Owned by Each Reporting 0 ordinary shares Check Box if the Aggregate Amount in Row (9) Excludes Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions)

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Ab AIE Eurolux S.à r.l.	oove Persons (Entities Only).
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See 2 o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Luxembourg		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See OO	Instructions)	

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Europe Management, L.P.		
2	Check the Appropriate (a) (b)	e Box if a Member of a Group (Se o x	e Instructions)
3	SEC Use Only		
4	Citizenship or Place o Delaware	of Organization	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Be 0 ordinary shares	eneficially Owned by Each Report	ting Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Per PN	rson (See Instructions)	

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). AEM GP, LLC		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See OO	Instructions)	

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CUSIP No. N53745100

1	I.R.S. Identification	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Funding I Ltd.		
2	Check the Appropri (a) (b)	ate Box if a Member of a o o x	Group (See Instructions)	
3	SEC Use Only			
4	Citizenship or Place Cayman Islands	Citizenship or Place of Organization Cayman Islands		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount 0 ordinary shares	Beneficially Owned by Ea	ach Reporting Person	
10	Check Box if the Ag	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Re 0%	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting F CO	Person (See Instructions)		

CUSIP No. N53745100

1	I.R.S. Identification	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo ST Fund Management LLC		
2	Check the Appropr (a) (b)	iate Box if a Member of a o x	a Group (See Instructions)	
3	SEC Use Only			
4	Citizenship or Place Delaware	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power	
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	7		Sole Dispositive Power	
	8		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount 0 ordinary shares	Beneficially Owned by F	Each Reporting Person	
10	Check Box if the A	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Re 0%	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting OO	Person (See Instructions)		

CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo ST Operating LP		
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See) o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially 0 ordinary shares	y Owned by Each Reportin	g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See PN	Instructions)	

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CUSIP No. N53745100

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo ST Capital LLC		
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See I o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organization Delaware		
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	7		Sole Dispositive Power
	8		Shared Dispositive Power 0 ordinary shares
9	Aggregate Amount Beneficially 0 ordinary shares	V Owned by Each Reporting	g Person
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0%		
12	Type of Reporting Person (See OO	Instructions)	

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13	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Stone Tower CDO II Ltd.		
14	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	instructions)
15	SEC Use Only		
16	Citizenship or Place of Organization Cayman Islands		
	17		Sole Voting Power
Number of Shares Beneficially Owned by	18		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	19		Sole Dispositive Power
	20		Shared Dispositive Power 0 ordinary shares
21	Aggregate Amount Beneficiall 0 ordinary shares	y Owned by Each Reportin	g Person
22	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
23	Percent of Class Represented by Amount in Row (9) 0%		
24	Type of Reporting Person (See CO	Instructions)	

25	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo ST Debt Advisors LLC			
26	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)	
27	SEC Use Only			
28	Citizenship or Place of Organiz Delaware	zation		
	29		Sole Voting Power	
Number of Shares Beneficially Owned by	30		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	31	Sole Dispositive Power		
	32		Shared Dispositive Power 0 ordinary shares	
33	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares			
34	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
35	Percent of Class Represented by Amount in Row (9) 0%			
36	Type of Reporting Person (See Instructions) OO			

37	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). ST Management Holdings LLC			
38	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)	
39	SEC Use Only	Dnly		
40	Citizenship or Place of Organiz Delaware	r Place of Organization		
	41 Sole Voting Power			
Number of Shares Beneficially Owned by	42		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	43 Sole Dispositive Power			
	44 Shared Dispositive Power 0 ordinary shares			
45	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares			
46	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
47	Percent of Class Represented by Amount in Row (9) 0%			
48	Type of Reporting Person (See Instructions) OO			

49	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management, L.P.			
50	Check the Appropriate Box if a Member of a Group (See Instructions)(a)o(b)x			
51	SEC Use Only			
52	Citizenship or Place of Organi Delaware	izenship or Place of Organization laware		
	53 Sole Voting Power			
Number of Shares Beneficially Owned by	54		Shared Voting Power 0 ordinary shares	
Each Reporting Person With:	55	55 Sole Dispositive Power		
	56 Shared Dispositive Power 0 ordinary shares			
57	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares			
58	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x			
59	Percent of Class Represented by Amount in Row (9) 0%			
60	Type of Reporting Person (See Instructions) PN			

1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management GP, LLC		
2	Check the Appropriate Box if a (a) (b)	a Member of a Group (See I o x	nstructions)
3	SEC Use Only		
4	Citizenship or Place of Organiz Delaware	zation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 0 ordinary shares
Each Reporting Person With:	Each 7 Sole Dispositive Power Reporting		
		Shared Dispositive Power 0 ordinary shares	
9	Aggregate Amount Beneficially Owned by Each Reporting Person 0 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) x		
11	Percent of Class Represented by Amount in Row (9) 0% Type of Reporting Person (See Instructions) OO		
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1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings, L.P.		
2	Check the Appropriate Box if a (a) (b)	Member of a Group (See) o x	Instructions)
3	SEC Use Only		
4	Citizenship or Place of Organiz Delaware	ation	
	5		Sole Voting Power
Number of Shares Beneficially Owned by	6		Shared Voting Power 956 ordinary shares
Each Reporting Person With:	7 Sole Dispositive Power		
	8		Shared Dispositive Power 956 ordinary shares
9	Aggregate Amount Beneficially Owned by Each Reporting Person 956 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See PN	Instructions)	

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1	Name of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Management Holdings GP, LLC		
2	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a) (b)	o x	
3	SEC Use Only		
4	Citizenship or Place of Organiz Delaware	ation	
	5		Sole Voting Power
Number of			
Shares Beneficially Owned by	6		Shared Voting Power 956 ordinary shares
Each Reporting Person With:	7 Sole Dispositive Power		
	8 Shared Dispositive Power 956 ordinary shares		
9	Aggregate Amount Beneficially Owned by Each Reporting Person 956 ordinary shares		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		
11	Percent of Class Represented by Amount in Row (9) 0.0%		
12	Type of Reporting Person (See Instructions) OO		

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Item 1.		
	(a)	Name of Issuer
		LyondellBasell Industries N.V.
	(b)	Address of Issuer s Principal Executive Offices
		1 Berkeley Street
		Mayfair, London
		W1J8DJ United Kingdom
Item 2.		
Item 2.	(a)	Name of Person Filing
	(<i>a</i>)	Name of Ferson Fining
		This statement is filed by (i) ACLF/Lyondell S.à.r.l. (ACLF/Lyondell), (ii) Apollo
		Credit Liquidity Management, L.P. (ACL Management), (iii) Apollo Credit
		Liquidity Management GP, LLC (ACL Management GP), (iv) ACLF
		Co-Invest/Lyondell S.à.r.l. (ACLF Co-Invest), (v) ACLF Co-Investment Fund, L.P.
		(ACLF Co-Investment Fund), (vi) Apollo Credit Liquidity Advisors, L.P. (ACL
		Advisors), (vii) Apollo Credit Liquidity Capital Management, LLC (ACL Capital
		Management), (viii) Apollo Principal Holdings II, L.P. (Principal II), (ix) Apollo
		Principal Holdings II GP, LLC (Principal II GP), (x) LeverageSource Holdings
		Series III (Lux) S.à.r.l. (LeverageSource Series III), (xi) LeverageSource
		Management, LLC (LeverageSource Management), (xii) Apollo Management VII,
		L.P. (Management VII), (xiii) AIF VII Management, LLC (AIF VII LLC), (xiv)
		Apollo Management, L.P. (Apollo Management), (xv) Apollo Management GP,
		LLC (Management GP), (xvi) LeverageSource XI (N), L.P. (LeverageSource N),
		(xvii) LeverageSource XI S.à.r.1 (LS XI), (xviii) Sand Holdings, S.à.r.1 (Sand
		Holdings), (xix) LeverageSource Holdings, L.P. (LS Holdings), (xx)
		LeverageSource Holdings GP, LLC (LeverageSource Holdings GP), (xxi)
		LeverageSource, L.P. (LeverageSource LP), (xxii) Apollo Advisors VI (EH), L.P.
		(Advisors VI (EH)), (xxiii) Apollo Advisors VI (EH-GP), Ltd. (Advisors VI (EH GP)) (xxiii) Apollo Advisors VII (EH) L P. (Advisors VII (EH)) (xxii)
		(EH-GP)), (xxiv) Apollo Advisors VII (EH), L.P. (Advisors VII (EH)), (xxv)
		Apollo Advisors VII (EH-GP), Ltd. (Advisors VII (EH-GP)), (xxvi) Apollo Principal Holdings III, L.P. (Principal III), (xxvii) Apollo Principal Holdings III GP,
		Ltd. (Principal III GP), (xxviii) AIE Eurolux S.à.r.l. (AIE Eurolux), (xxix) Apollo
		Europe Management, L.P. (Apollo Europe), (xxx) AEM GP, LLC (AEM GP),
		(xxxi) Apollo Credit Funding I Ltd. (Apollo CF I), (xxxi) Apollo ST Fund
		Management LLC (Apollo ST Management), (xxxii) Apollo ST Operating LP (ST
		Operating), (xxxiv) Apollo ST Capital LLC (ST Capital), (xxxv) Stone Tower CDO
		II Ltd. (Stone Tower CDO), (xxxvi) Apollo ST Debt Advisors LLC (ST Debt
		Advisors),), (xxxvii) ST Management Holdings LLC (ST Management Holdings),
		(xxxviii) Apollo Capital Management, L.P. (Capital Management), (xxxix) Apollo
		Capital Management GP, LLC (Capital Management GP), (xl) Apollo Management
		Holdings, L.P. (Management Holdings), and (xli) Apollo Management Holdings
		GP, LLC (Management Holdings GP).

ACL Management serves as the investment manager of ACLF/Lyondell, and ACL Management GP serves as the general partner of ACL Management. Capital Management serves as the sole member and manager of ACL Management GP. ACLF Co-Investment Fund serves as the sole shareholder of

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ACLF Co-Invest, and ACL Advisors serves as the general partner of ACLF Co-Investment Fund. ACL Capital Management serves as the general partner of ACL Advisors. Principal II serves as the sole member of ACL Capital Management, and Principal II GP serves as the general partner of Principal II.

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

Sand Holdings is the sole shareholder of LS XI. LS Holdings is the sole shareholder of Sand Holdings. LeverageSource Holdings GP serves as the general partner of LS Holdings and as the investment manager for LeverageSource N. LeverageSource LP serves as the sole member of LeverageSource Holdings GP. Advisors VI (EH) and Advisors VII (EH) are each general partners of LeverageSource LP and have the authority to make decisions on behalf of LeverageSource LP related to the investment in the Issuer. Advisors VI (EH-GP) serves as the general partner of Advisors VI (EH) and Advisors VI (EH) and Advisors VI (EH-GP) serves as the general partner of Advisors VI (EH) and Advisors VI (EH-GP) and Advisors VI (EH-GP), and Principal III GP serves as the general partner of Principal III.

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

Apollo ST Management serves as the investment manager for Apollo CF I. ST Operating is the sole member of Apollo ST Management. The general partner of ST Operating is ST Capital. ST Debt Advisors serves as the investment manager of Stone Tower CDO. ST Management Holdings is the sole member of ST Capital and of ST Debt Advisors. Capital Management is the sole member of ST Management Holdings. Capital Management GP serves as the general partner of Capital Management. Management GP serves as the general partner of Apollo Management. Management Holdings serves as the sole member and manager of Capital Management GP, Management GP and International GP. Management Holdings GP serves as the general partner of Management Holdings.

ACLF/Lyondell, ACL Management, ACL Management GP, ACLF Co-Invest, ACLF Co-Investment Fund, ACL Advisors, ACL Capital Management, Principal II, Principal II GP, LeverageSource Series III, LeverageSource Management, Management VII, AIF VII LLC, Apollo Management, Management GP, LeverageSource N, LS XI, LeverageSource Holdings GP, LeverageSource LP, Advisors VI (EH), Advisors VI (EH-GP), Advisors VII (EH), Advisors VII (EH-GP), Principal III, Principal III GP, AIE Eurolux, Apollo Europe, AEM GP, Capital Management, Capital Management GP, Sand Holdings, LS Holdings, Apollo CF I, Stone Tower CDO, Apollo ST Management, ST Operating, ST Capital, ST Debt Advisors, ST Management Holdings, Management Holdings and Management Holdings GP are collectively referred to herein as the Reporting Persons.

(b)	Address of Principal Business Office or, if none, Residence
	The principal office for each of ACLF/Lyondell, ACLF Co-Invest, LeverageSource Series III, AIE Eurolux, LS XI and Sand Holdings is 44, Avenue John F. Kennedy, L-1885, Luxembourg. The principal office for each of LeverageSource N, LeverageSource LP, Advisors VI (EH), Advisors VI (EH-GP), Advisors VII (EH), Advisors VII (EH-GP), Principal III and Principal III GP is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Street, George Town, Grand Cayman KY1-9005, Cayman Islands. The principal office for each of Apollo CF I and Stone Tower CDO is c/o Deutsche Bank (Cayman) Limited, Boundary Hall, Cricket Square, P.O. Box 1984, George Town, Grand Cayman KY1-1104, Cayman Islands. The principal office for each of ACLF Co-Investment Fund, ACL Advisors, ACL Management, ACL Management GP, Principal II, Principal II GP, LeverageSource Management, LS Holdings and LeverageSource Holdings GP is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office for each of ACL Capital Management, Apollo Europe, AEM GP, ST Management, ST Debt Advisors, ST Operating, ST Capital, ST Management Holdings, Management VII, AIF VII LLC, Apollo Management, Management Holdings and Management, Capital Management GP, Management Holdings and Management Holdings GP is 9 W. 57th Street, 43rd Floor, New York, New
(c)	York 10019. Citizenship
(d)	ACLF/Lyondell, ACLF Co-Invest, LeverageSource Series III, AIE Eurolux, LS XI and Sand Holdings are Luxembourg private limited liability companies. ACLF Co-Investment Fund is an Alberta limited partnership. LeverageSource N, LeverageSource LP, Advisors VI (EH), Advisors VII (EH) and Principal III are exempted limited partnerships registered in the Cayman Islands. Advisors VI (EH-GP), Advisors VII (EH-GP) and Principal III GP are exempted companies incorporated in the Cayman Islands with limited liability. Apollo CF I and Stone Tower CDO are companies incorporated under the laws of the Cayman Islands. ACL Management, ACL Advisors, Principal II, Management VII, Apollo Management, LS Holdings, Apollo Europe, ST Operating, Capital Management and Management Holdings are Delaware limited partnerships. ACL Management GP, ACL Capital Management, Principal II GP, LeverageSource Management, AIF VII LLC, AEM GP, Management GP, LeverageSource Holdings GP, Apollo ST Management, ST Capital, ST Debt Advisors, ST Management Holdings, Capital Management GP and Management Holdings GP are Delaware limited liability companies. Title of Class of Securities
(d)	Ordinary shares, par value 0.04 (the Ordinary Shares)
(e)	CUSIP Number N53745100

Item 3.

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

Item 4. Ownership.

(a)

A	
Amount beneficially owned: ACLF/Lyondell:	0 Ordinary Shares
ACL Management:	0 Ordinary Shares
-	0 Ordinary Shares
ACL Management GP: ACLF Co-Invest:	5
ACLF Co-Investment Fund:	0 Ordinary Shares 0 Ordinary Shares
ACLF Co-investment Fund: ACL Advisors:	0 Ordinary Shares
	-
ACL Capital Management:	0 Ordinary Shares
Principal II:	0 Ordinary Shares
Principal II GP:	0 Ordinary Shares
LeverageSource Series III:	0 Ordinary Shares
LeverageSource Management:	0 Ordinary Shares
Management VII:	0 Ordinary Shares
AIF VII LLC:	0 Ordinary Shares
Apollo Management:	0 Ordinary Shares
Management GP:	0 Ordinary Shares
LeverageSource N:	0 Ordinary Shares
LS XI:	0 Ordinary Shares
Sand Holdings:	0 Ordinary Shares
LS Holdings:	0 Ordinary Shares
LeverageSource Holdings GP:	0 Ordinary Shares
LeverageSource LP:	0 Ordinary Shares
Advisors VI (EH):	0 Ordinary Shares
Advisors VII (EH):	0 Ordinary Shares
Advisors VI (EH-GP):	0 Ordinary Shares
Advisors VII (EH-GP):	0 Ordinary Shares
Principal III:	0 Ordinary Shares
Principal III GP:	0 Ordinary Shares
AIE Eurolux:	0 Ordinary Shares
Apollo Europe:	0 Ordinary Shares
AEM GP:	0 Ordinary Shares
Apollo CF I:	0 Ordinary Shares
Apollo ST Management	0 Ordinary Shares
ST Operating:	0 Ordinary Shares
ST Capital:	0 Ordinary Shares
Stone Tower CDO:	0 Ordinary Shares
ST Debt Advisors:	0 Ordinary Shares
ST Management Holdings:	0 Ordinary Shares
Capital Management:	0 Ordinary Shares
Capital Management GP:	0 Ordinary Shares
Management Holdings:	956 Ordinary Shares
Management Holdings GP:	956 Ordinary Shares

ACLF/Lyondell, ACLF Co-Invest, ACLF CO-Investment Fund, LeverageSource Series III, LeverageSource N, LS XI, LS Holdings, AIE Eurolux, Apollo CF I, Stone Tower CDO, ACL Management, ACL Management GP, ACL Advisors, ACL Capital Management, Principal II, Principal II GP, LeverageSource Management, Management VII, AIF VII LLC, Apollo Management, Management GP, LeverageSource Holdings GP,

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

(b)	Percent of class:	
	ACLF/Lyondell:	0%
	ACL Management:	0%
	ACL Management GP:	0%
	ACLF Co-Invest:	0%
	ACLF Co-Investment Fund:	0%
	ACL Advisors:	0%
	ACL Capital Management:	0%
	Principal II:	0%
	Principal II GP:	0%
	LeverageSource Series III:	0%
	LeverageSource Management:	0%
	Management VII:	0%
	AIF VII LLC:	0%
	Apollo Management:	0%
	Management GP:	0%
	LeverageSource N:	0%
	LS XI:	0%
	Sand Holdings:	0%
	LS Holdings:	0%
	LeverageSource Holdings GP:	0%
	LeverageSource LP:	0%
	Advisors VI (EH):	0%
	Advisors VII (EH):	0%
	Advisors VI (EH-GP):	0%
	Advisors VII (EH-GP):	0%
	Principal III:	0%
	Principal III GP:	0%
	AIE Eurolux:	0%
	Apollo Europe:	0%
	AEM GP:	0%
	Apollo CF I:	0%
	Apollo ST Management	0%
	ST Operating:	0%
	ST Capital:	0%
	Stone Tower CD:	0%
	ST Debt Advisors:	0%
	ST Management Holdings:	0%

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Capital Management:	0%
Capital Management GP:	0%
Management Holdings:	0.0%
Management Holdings GP:	0.0%

The percentage amounts are based upon 552,972,029 shares of Ordinary Shares outstanding as of October 30, 2013, as reported by the Issuer in the Rule 424(b)(7) Prospectus Supplement filed with the Securities and Exchange Commission on November 4, 2013.

- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:

0 for all Reporting Persons. (ii) Shared power to vote or to direct the vote: ACLF/Lyondell: 0 Ordinary Shares **0** Ordinary Shares ACL Management: 0 Ordinary Shares ACL Management GP: 0 Ordinary Shares ACLF Co-Invest: 0 Ordinary Shares ACLF Co-Investment Fund: ACL Advisors: 0 Ordinary Shares ACL Capital Management: 0 Ordinary Shares Principal II: 0 Ordinary Shares 0 Ordinary Shares Principal II GP: LeverageSource Series III: 0 Ordinary Shares 0 Ordinary Shares LeverageSource Management: Management VII: **0** Ordinary Shares AIF VII LLC: 0 Ordinary Shares Apollo Management: 0 Ordinary Shares Management GP: 0 Ordinary Shares 0 Ordinary Shares LeverageSource N: LS XI: 0 Ordinary Shares Sand Holdings: 0 Ordinary Shares 0 Ordinary Shares LS Holdings: 0 Ordinary Shares LeverageSource Holdings GP: LeverageSource LP: 0 Ordinary Shares Advisors VI (EH): **0** Ordinary Shares 0 Ordinary Shares Advisors VII (EH): 0 Ordinary Shares Advisors VI (EH-GP): 0 Ordinary Shares Advisors VII (EH-GP): Principal III: 0 Ordinary Shares Principal III GP: 0 Ordinary Shares AIE Eurolux: 0 Ordinary Shares Apollo Europe: 0 Ordinary Shares AEM GP: 0 Ordinary Shares 0 Ordinary Shares Apollo CF I: Apollo ST Management 0 Ordinary Shares ST Operating: 0 Ordinary Shares 0 Ordinary Shares ST Capital: 0 Ordinary Shares Stone Tower CDO:

	ST Debt Advisors:	0 Ordinary Shares
	ST Management Holdings:	0 Ordinary Shares
	Capital Management:	0 Ordinary Shares
	Capital Management GP:	0 Ordinary Shares
	Management Holdings:	956 Ordinary Shares
	Management Holdings GP:	956 Ordinary Shares
(iii)	Sole power to dispose or to direct the disposition of:	,
	r · · · · · · · · · · · · · · · · · · ·	
	0 for all Reporting Persons.	
(iv)	Shared power to dispose or to direct the disposition of:	
(11)	ACLF/Lyondell:	0 Ordinary Shares
	ACL Management:	0 Ordinary Shares
	ACL Management GP:	0 Ordinary Shares
	ACLF Co-Invest:	0 Ordinary Shares
	ACLF Co-Investment Fund:	0 Ordinary Shares
	ACL Advisors:	0 Ordinary Shares
	ACL Capital Management:	0 Ordinary Shares
	Principal II:	0 Ordinary Shares
	Principal II GP:	0 Ordinary Shares
	LeverageSource Series III:	0 Ordinary Shares
	LeverageSource Management:	0 Ordinary Shares
	Management VII:	0 Ordinary Shares
	AIF VII LLC:	0 Ordinary Shares
	Apollo Management:	0 Ordinary Shares
	Management GP:	0 Ordinary Shares
	LeverageSource N:	0 Ordinary Shares
	LS XI:	0 Ordinary Shares
	Sand Holdings:	0 Ordinary Shares
	LS Holdings:	0 Ordinary Shares
	LeverageSource Holdings GP:	0 Ordinary Shares
	LeverageSource LP:	0 Ordinary Shares
	Advisors VI (EH):	0 Ordinary Shares
	Advisors VI (EH):	0 Ordinary Shares
		0 Ordinary Shares
	Advisors VI (EH-GP):	•
	Advisors VII (EH-GP):	0 Ordinary Shares 0 Ordinary Shares
	Principal III:	•
	Principal III GP: AIE Eurolux:	0 Ordinary Shares
		0 Ordinary Shares
	Apollo Europe:	0 Ordinary Shares
	AEM GP:	0 Ordinary Shares
	Apollo CF I:	0 Ordinary Shares
	Apollo ST Management	0 Ordinary Shares
	ST Operating:	0 Ordinary Shares
	ST Capital:	0 Ordinary Shares
	Stone Tower CDO:	0 Ordinary Shares
	ST Debt Advisors:	0 Ordinary Shares
	ST Management Holdings:	0 Ordinary Shares
	Capital Management:	0 Ordinary Shares
	Capital Management GP:	0 Ordinary Shares
	Management Holdings:	956 Ordinary Shares

	Management Holdings	GP:	956 Ordinary Shares
	Ownership of Five Percent or Less of a Class. then the being filed to report the fact that as of the date hereof the of the class of securities, check the following x	e reporting person has ceased	to be the beneficial owner of more than
1		D	
Item 6.	Ownership of More than Five Percent on Behalf of Anothe Not applicable.	er Person.	
Item 7.	Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company. Not applicable.		
Item 8.	Identification and Classification of Members of the Group. Not applicable.		
Item 9.	Notice of Dissolution of Group. Not applicable.		
Item 10.	Certification. Not applicable.		

SIGNATURE

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

Date: February 12, 2014

ACLF/LYONDELL S.À.R.L.

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

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

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

APOLLO CREDIT LIQUIDITY MANAGEMENT, L.P.

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

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

APOLLO CREDIT LIQUIDITY MANAGEMENT GP, LLC

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

ACLF CO-INVEST/LYONDELL S.À.R.L.

- By: ACLF Co-Investment Fund, L.P. its sole shareholder
 - By: Apollo Credit Liquidity Advisors, L.P. its general partner
 - By: Apollo Credit Liquidity Capital Management, LLC its general partner

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

ACLF CO-INVESTMENT FUND, L.P.

- By: Apollo Credit Liquidity Advisors, L.P. its general partner
 - By: Apollo Credit Liquidity Capital Management, LLC its general partner

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

APOLLO CREDIT LIQUIDITY ADVISORS, L.P.

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

By:/s/ Laurie D. MedleyName:Laurie D. MedleyTitle:Vice President

APOLLO CREDIT LIQUIDITY CAPITAL MANAGEMENT, LLC

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

APOLLO PRINCIPAL HOLDINGS II, L.P.

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

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

APOLLO PRINCIPAL HOLDINGS II GP, LLC

By:	
Name:	
Title:	

/s/ Laurie D. Medley Laurie D. Medley Vice President

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

By:	LeverageSource Management, LLC
	its investment manager

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

LEVERAGESOURCE MANAGEMENT, LLC

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

APOLLO MANAGEMENT VII, L.P.

By: AIF VII Management, LLC its general partner

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

AIF VII MANAGEMENT, LLC

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

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC its general partner

By:/s/ Laurie D. MedleyName:Laurie D. MedleyTitle:Vice President

APOLLO MANAGEMENT GP, LLC

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

LEVERAGESOURCE XI (N), L.P.

By: LeverageSource Holdings GP, LLC its investment manager

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

LEVERAGESOURCE XI S.À.R.L.

By: Sand Holdings S.à.r.l. its sole shareholder

> By: LeverageSource Holdings, L.P. its sole shareholder

> > LeverageSource Holdings GP, LLC its general partner

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

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By:

SAND HOLDINGS S.À.R.L.

- By: LeverageSource Holdings, L.P. its sole shareholder
 - By: LeverageSource Holdings GP, LLC its general partner
 - By: Name: Title:

/s/ Laurie D. Medley Laurie D. Medley Vice President

LEVERAGESOURCE HOLDINGS, L.P.

- By: LeverageSource Holdings GP, LLC its general partner
 - By:/s/ Laurie D. MedleyName:Laurie D. MedleyTitle:Vice President

LEVERAGESOURCE HOLDINGS GP, LLC

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

LEVERAGESOURCE, L.P.

- By: Apollo Advisors VI (EH), L.P. its general partner
 - By: Apollo Advisors VI (EH-GP), Ltd. its general partner
 - By: Name: Title:

/s/ Laurie D. Medley Laurie D. Medley Vice President

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

By:

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

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

APOLLO ADVISORS VI (EH), L.P.

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

> By: Name: Title:

/s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO ADVISORS VI (EH-GP), LTD.

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

APOLLO ADVISORS VII (EH), L.P.

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

> By: Name: Title:

/s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO ADVISORS VII (EH-GP), LTD.

By:		
Name:		
Title:		

/s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

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

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

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

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

AIE EUROLUX S.À.R.L.

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

By:

AEM GP, LLC its general partner

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

APOLLO EUROPE MANAGEMENT, L.P.

By: AEM GP, LLC its general partner

> By: Name: Title:

/s/ Laurie D. Medley Laurie D. Medley Vice President

AEM GP, LLC

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

APOLLO CREDIT FUNDING I LTD.

By: Apollo ST Fund Management LLC its investment manager

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

APOLLO ST FUND MANAGEMENT LLC

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



APOLLO ST OPERATING LP

By: Apollo ST Capital LLC its general partner

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

APOLLO ST CAPITAL LLC

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

STONE TOWER CDO II LTD.

By:

Apollo ST Debt Advisors LLC its manager

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

APOLLO ST DEBT ADVISORS LLC

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

ST MANAGEMENT HOLDINGS, LLC

By: Name: Title:

By:

/s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO CAPITAL MANAGEMENT, L.P.

Apollo Capital Management GP, LLC its general partner

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

APOLLO CAPITAL MANAGEMENT GP, LLC

By:	
Name:	
Title:	

/s/ Laurie D. Medley Laurie D. Medley Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC its general partner

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

APOLLO MANAGEMENT HOLDINGS GP, LLC

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