

REPUBLIC SERVICES INC  
Form 4  
August 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
CORDESMAN MICHAEL J

(Last) (First) (Middle)

110 S.E. 6TH STREET, 28TH FLOOR

(Street)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

REPUBLIC SERVICES INC [RSG]

3. Date of Earliest Transaction (Month/Day/Year)

08/02/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & C.O.O.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price (A) or (D)  |  |                                   |
| Common Stock                    | 08/02/2005                           |  | M                              |   | 6,250 A \$ 17.4   |  | 45,100.0098 D                     |
| Common Stock                    | 08/02/2005                           |  | M                              |   | 3,750 A \$ 18.1   |  | 48,850.0098 D                     |
| Common Stock                    | 08/02/2005                           |  | S                              |   | 6,250 D \$ 37   |  | 42,600.0098 D                     |
| Common Stock                    | 08/02/2005                           |  | S                              |   | 3,750 D \$ 37   |  | 38,850.0098 (1) D                 |
| Common Stock                    |                                      |  |                                |   |   |  | 529.8548 (2) I                    |

By 401(k) Plan

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Common Stock Option                        | \$ 17.4  | 08/02/2005                           |  | M                              | 6,250   | <sup>(3)</sup> 01/31/2012                                | Common Stock  | 6,250                         |
| Common Stock Option                        | \$ 18.1  | 08/02/2005                           |  | M                              | 3,750   | <sup>(4)</sup> 03/08/2012                                | Common Stock  | 3,750                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| CORDESMAN MICHAEL J<br>110 S.E. 6TH STREET<br>28TH FLOOR<br>FORT LAUDERDALE, FL 33301 |               |           | President & C.O.O. |       |

## Signatures

/s/ David A. Barclay,  
Attorney-in-Fact

08/03/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Includes 755.2870 shares purchased under the Republic Services, Inc. Employee Stock Purchase Plan.
- (2) Includes 148.5142 shares acquired during the first quarter of 2005 by 401(k) Plan.

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(3) The options vested in four equal installments commencing on 01/31/2002.

(4) The options vested in four equal installments commencing on 03/08/2002.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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**Income from continuing operations**

247 479 88 (557) 257

Income (loss) from discontinued operations, net of tax

6 (1) (6) (1)

**Income before extraordinary gain**

253 478 82 (557) 256

Extraordinary gain on the acquisition of a business, net of tax of nil

4 4

**Net income**

253 478 86 (557) 260

Net income attributable to noncontrolling interests

(2) (6) 1 (7)

**Net income attributable to Huntsman International LLC**

\$253 \$476 \$80 \$(556)\$253

**Net income**

\$253 \$478 \$86 \$(557)\$260

Other comprehensive loss

(257) (98) (232) 325 (262)

Comprehensive income attributable to noncontrolling interests

(3) (1) 2 (2)

**Comprehensive (loss) income attributable to Huntsman International LLC**

\$(4) 377 \$(147)\$(230)\$(4)

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## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 25. CONDENSED CONSOLIDATING FINANCIAL INFORMATION HUNTSMAN INTERNATIONAL (Continued)

HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2013  
(In Millions)

|   | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International LLC |
|---|-------------------|------------|---------------|--------------|---|
| <b>Net cash (used in) provided by operating activities</b>            | \$ 113            | \$ 167     | \$ 456        | \$ (2)       | \$ 734  |
| <b>Investing activities:</b>  |                   |            |               |              |   |
| Capital expenditures  | (52)              | (134)      | (285)         |              | (471)   |
| Cash received from unconsolidated affiliates                          |                   | 71         |               |              | 71  |
| Investment in affiliate   | 68                | (11)       |               | (57)         |   |
| Investment in unconsolidated affiliates                               |                   | (60)       | (44)          |              | (104)   |
| Acquisition of a business, net of cash acquired                       | (66)              |            |               |              | (66)  |
| Proceeds from sale of businesses/assets                               |                   |            | 2             |              | 2   |
| Increase in receivable from affiliate                                 | (48)              |            |               |              | (48)  |
| Other, net  | (2)               |            | 4             |              | 2   |
| <b>Net cash used in investing activities</b>                          | (100)             | (134)      | (323)         | (57)         | (614)   |
| <b>Financing activities:</b>  |                   |            |               |              |   |
| Net repayments under revolving loan facilities                        |                   |            | (4)           |              | (4)   |
| Net borrowings on overdraft facilities                                |                   |            | (9)           |              | (9)   |
| Repayments of short-term debt   |                   |            | (18)          |              | (18)  |
| Borrowings on short-term debt   |                   |            | 15            |              | 15  |
| Repayments of long-term debt  | (761)             |            | (79)          |              | (840)   |
| Proceeds from issuance of long-term debt                              | 978               |            | 1             |              | 979   |
| Proceeds from notes payable to affiliate                              | 177               |            |               |              | 177   |
| Repayments of notes payable   | (33)              |            | (7)           |              | (40)  |
| Borrowings on notes payable   | 33                |            | 2             |              | 35  |
| Debt issuance costs paid  | (11)              |            |               |              | (11)  |
| Call premiums and other costs related to early extinguishment of debt | (4)               |            |               |              | (4)   |
| Contribution from parent  |                   | 11         | (24)          | 13           |   |
| Distribution to parent  |                   | (44)       |               | 44           |   |
| Dividends paid to parent  | (96)              | (2)        |               | 2            | (96)  |
| Excess tax benefit related to stock-based compensation                | 1                 |            |               |              | 1   |
| Other, net  | 4                 |            | (1)           |              | 3   |
| <b>Net cash provided by (used in) financing activities</b>            | 288               | (35)       | (124)         | 59           | 188   |
| Effect of exchange rate changes on cash                               |                   |            | (3)           |              | (3)   |

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|  |        |     |        |        |
|--|--------|-----|--------|--------|
| Increase (decrease) in cash and cash equivalents | 301    | (2) | 6      | 305    |
| Cash and cash equivalents at beginning of period | 7      | 2   | 201    | 210    |
| Cash and cash equivalents at end of period       | \$ 308 | \$  | \$ 207 | \$ 515 |

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## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 25. CONDENSED CONSOLIDATING FINANCIAL INFORMATION HUNTSMAN INTERNATIONAL (Continued)

HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES  
 CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS  
 YEAR ENDED DECEMBER 31, 2012  
 (In Millions)

|  | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International LLC |
|--|-------------------|------------|---------------|--------------|---|
| <b>Net cash provided by operating activities</b>           | \$ 85             | 269        | \$ 508        | \$ (2)       | \$ 860  |
| <b>Investing activities:</b>                               |                   |            |               |              |   |
| Capital expenditures                                       | (23)              | (111)      | (278)         |              | (412)   |
| Cash received from unconsolidated affiliates               |                   | 80         | 2             |              | 82  |
| Investment in affiliate                                    | 225               | (62)       | 48            | (211)        |   |
| Investment in unconsolidated affiliates                    | (3)               | (100)      | (24)          |              | (127)   |
| Acquisition of businesses, net of cash acquired            |                   |            | (18)          |              | (18)  |
| Proceeds from sale of businesses/assets                    |                   |            | 6             |              | 6   |
| Increase in receivable from affiliate                      | (108)             |            |               |              | (108)   |
| Other, net   |                   | 1          | (1)           | (1)          | (1)   |
| <b>Net cash provided by (used in) investing activities</b> | 91                | (192)      | (265)         | (212)        | (578)   |
| <b>Financing activities:</b>                               |                   |            |               |              |   |
| Net repayments under revolving loan facilities             |                   |            | (15)          |              | (15)  |
| Net borrowings on overdraft facilities                     |                   |            | 2             |              | 2   |
| Repayments of short-term debt                              |                   |            | (53)          |              | (53)  |
| Repayments of long-term debt                               | (625)             |            | (69)          |              | (694)   |
| Proceeds from issuance of long-term debt                   | 400               |            | 5             |              | 405   |
| Repayments of notes payable to affiliate                   | (139)             |            |               |              | (139)   |
| Proceeds from notes payable to affiliate                   | 299               |            |               |              | 299   |
| Repayments of notes payable                                | (33)              |            | (4)           |              | (37)  |
| Borrowings on notes payable                                | 33                |            | 1             |              | 34  |
| Debt issuance costs paid                                   | (11)              |            |               |              | (11)  |
| Call premiums related to early extinguishment of debt      | (2)               |            |               |              | (2)   |
| Contribution from parent                                   |                   | 14         |               | (14)         |   |
| Distribution to parent                                     |                   | (87)       | (138)         | 225          |   |
| Dividends paid to parent                                   | (96)              | (2)        | (1)           | 3            | (96)  |
| Excess tax benefit related to stock-based compensation     | 4                 |            |               |              | 4   |
| Other, net   | (3)               |            |               |              | (3)   |

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|  |       |      |        |     |        |
|--|-------|------|--------|-----|--------|
| <b>Net cash used in financing activities</b>     | (173) | (75) | (272)  | 214 | (306)  |
| Effect of exchange rate changes on cash          |       |      | 3      |     | 3      |
| Increase (decrease) in cash and cash equivalents | 3     | 2    | (26)   |     | (21)   |
| Cash and cash equivalents at beginning of period | 4     |      | 227    |     | 231    |
| Cash and cash equivalents at end of period       | \$ 7  | 2 \$ | 201 \$ | \$  | \$ 210 |

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## HUNTSMAN CORPORATION AND SUBSIDIARIES

## HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

## 25. CONDENSED CONSOLIDATING FINANCIAL INFORMATION HUNTSMAN INTERNATIONAL (Continued)

HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES  
CONDENSED CONSOLIDATING STATEMENTS OF CASH FLOWS  
YEAR ENDED DECEMBER 31, 2011  
(In Millions)

|   | Parent<br>Company | Guarantors | Nonguarantors | Eliminations | Consolidated<br>Huntsman<br>International LLC |
|---|-------------------|------------|---------------|--------------|---|
| <b>Net cash provided by operating activities</b>  | \$ 304            | \$ 99      | \$ 34         | \$ (5)       | \$ 432  |
| <b>Investing activities:</b>  |                   |            |               |              |   |
| Capital expenditures  | (21)              | (70)       | (239)         |              | (330)   |
| Cash received from unconsolidated affiliates  |                   | 30         | 2             |              | 32  |
| Investment in affiliates  | (56)              | (16)       |               | 72           |   |
| Investment in unconsolidated affiliate  |                   | (26)       |               |              | (26)  |
| Proceeds from settlements treated as reimbursement of capital expenditures              |                   |            | 3             |              | 3   |
| Acquisition of businesses, net of cash acquired   |                   |            | (34)          |              | (34)  |
| Cash assumed in connection with the initial consolidation of a variable interest entity |                   |            | 28            |              | 28  |
| Proceeds from sale of businesses/assets   |                   | 8          | 40            |              | 48  |
| Increase in receivable from affiliate   | (57)              |            |               |              | (57)  |
| Other, net  |                   |            | (4)           | 3            | (1)   |
| <b>Net cash used in investing activities</b>  | (134)             | (74)       | (204)         | 75           | (337)   |
| <b>Financing activities:</b>  |                   |            |               |              |   |
| Net repayments under revolving loan facilities  |                   |            | (2)           |              | (2)   |
| Net borrowings on overdraft facilities  |                   |            | 9             |              | 9   |
| Repayments of short-term debt   |                   |            | (187)         |              | (187)   |
| Borrowings on short-term debt   |                   |            | 162           |              | 162   |
| Repayments of long-term debt  | (305)             |            | (103)         |              | (408)   |
| Proceeds from issuance of long-term debt  |                   |            | 98            |              | 98  |
| Repayments of notes payable to affiliate  | (105)             |            |               |              | (105)   |
| Proceeds from notes payable to affiliate  | 105               |            |               |              | 105   |
| Repayments of notes payable   | (32)              |            | (2)           |              | (34)  |
| Borrowings on notes payable   | 33                |            | 2             |              | 35  |
| Debt issuance costs paid  | (7)               |            |               |              | (7)   |
| Call premiums related to early extinguishment of debt                                   | (6)               |            |               |              | (6)   |
| Contribution from parent  |                   | (32)       | 104           | (72)         |   |
| Dividends paid to parent  | (79)              | (2)        |               | 2            | (79)  |
| Dividends paid to noncontrolling interests  |                   |            | (9)           |              | (9)   |
| Excess tax benefit related to stock-based compensation                                  | 10                |            |               |              | 10  |
| Other, net  |                   |            |               |              |   |

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|  |       |      |       |      |       |
|--|-------|------|-------|------|-------|
| <b>Net cash (used in) provided by financing activities</b> | (386) | (34) | 72    | (70) | (418) |
| Effect of exchange rate changes on cash                    |       |      | (7)   |      | (7)   |
| Decrease in cash and cash equivalents                      | (216) | (9)  | (105) |      | (330) |
| Cash and cash equivalents at beginning of period           | 220   | 9    | 332   |      | 561   |
| Cash and cash equivalents at end of period                 | \$ 4  | \$   | 227   | \$   | 231   |

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A summary of selected unaudited quarterly financial data for the years ended December 31, 2013 and 2012 is as follows (dollars in millions, except per share amounts):

**Huntsman Corporation**

|   | Three months ended |                  |                       |                      |
|---|--------------------|------------------|-----------------------|----------------------|
|   | March 31,<br>2013  | June 30,<br>2013 | September 30,<br>2013 | December 31,<br>2013 |
| Revenues  | \$ 2,702           | \$ 2,830         | \$ 2,842              | \$ 2,705             |
| Gross profit  | 349                | 451              | 507                   | 446                  |
| Restructuring, impairment and plant closing costs   | 44                 | 29               | 37                    | 41                   |
| (Loss) income from continuing operations  | (15)               | 54               | 72                    | 43                   |
| Net (loss) income   | (17)               | 54               | 70                    | 42                   |
| Net (loss) income attributable to Huntsman Corporation  | (24)               | 47               | 64                    | 41                   |
| Basic income (loss) per share(3):   |                    |                  |                       |                      |
| (Loss) income from continuing operations attributable to Huntsman Corporation common stockholders | (0.09)             | 0.20             | 0.28                  | 0.17                 |
| Net (loss) income attributable to Huntsman Corporation common stockholders                        | (0.10)             | 0.20             | 0.27                  | 0.17                 |
| Diluted (loss) income per share(3):   |                    |                  |                       |                      |
| (Loss) income from continuing operations attributable to Huntsman Corporation common stockholders | (0.09)             | 0.19             | 0.27                  | 0.17                 |
| Net (loss) income attributable to Huntsman Corporation common stockholders                        | (0.10)             | 0.19             | 0.26                  | 0.17                 |

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|   | Three months ended   |                  |                          |                            |
|---|----------------------|------------------|--------------------------|----------------------------|
|   | March 31,<br>2012(1) | June 30,<br>2012 | September 30,<br>2012(1) | December 31,<br>2012(1)(2) |
| Revenues  | \$ 2,913             | \$ 2,914         | \$ 2,741                 | \$ 2,619                   |
| Gross profit  | 550                  | 527              | 537                      | 420                        |
| Restructuring, impairment and plant closing costs   |                      | 5                | 47                       | 40                         |
| Income (loss) from continuing operations  | 167                  | 130              | 120                      | (39)                       |
| Income (loss) before extraordinary gain   | 163                  | 128              | 119                      | (39)                       |
| Net income (loss)   | 163                  | 128              | 120                      | (38)                       |
| Net income (loss) attributable to Huntsman Corporation  | 163                  | 124              | 116                      | (40)                       |
| Basic income (loss) per share(3):   |                      |                  |                          |                            |
| Income (loss) from continuing operations attributable to Huntsman Corporation common stockholders | 0.71                 | 0.53             | 0.49                     | (0.17)                     |
| Net income (loss) attributable to Huntsman Corporation common stockholders                        | 0.69                 | 0.52             | 0.49                     | (0.17)                     |
| Diluted income (loss) per share(3):   |                      |                  |                          |                            |
| Income (loss) from continuing operations attributable to Huntsman Corporation common stockholders | 0.70                 | 0.52             | 0.48                     | (0.17)                     |
| Net income (loss) attributable to Huntsman Corporation common stockholders                        | 0.68                 | 0.52             | 0.48                     | (0.17)                     |

**Huntsman International**

|  | Three months ended |                  |                       |                      |
|--|--------------------|------------------|-----------------------|----------------------|
|  | March 31,<br>2013  | June 30,<br>2013 | September 30,<br>2013 | December 31,<br>2013 |
| Revenues   | \$ 2,702           | \$ 2,830         | \$ 2,842              | \$ 2,705             |
| Gross profit   | 353                | 456              | 511                   | 450                  |
| Restructuring, impairment and plant closing costs            | 44                 | 29               | 37                    | 41                   |
| (Loss) income from continuing operations                     | (14)               | 56               | 76                    | 34                   |
| Net (loss) income  | (16)               | 56               | 74                    | 33                   |
| Net (loss) income attributable to Huntsman International LLC | (23)               | 49               | 68                    | 32                   |

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|  | Three months ended   |                  |                          |                            |
|--|----------------------|------------------|--------------------------|----------------------------|
|  | March 31,<br>2012(1) | June 30,<br>2012 | September 30,<br>2012(1) | December 31,<br>2012(1)(2) |
| Revenues   | \$ 2,913             | \$ 2,914         | \$ 2,741                 | \$ 2,619                   |
| Gross profit   | 554                  | 532              | 542                      | 413                        |
| Restructuring, impairment and plant closing costs            |                      | 5                | 47                       | 40                         |
| Income (loss) from continuing operations                     | 170                  | 133              | 121                      | (44)                       |
| Income (loss) before extraordinary gain                      | 166                  | 131              | 120                      | (44)                       |
| Net income (loss)  | 166                  | 131              | 121                      | (43)                       |
| Net income (loss) attributable to Huntsman International LLC | 166                  | 127              | 117                      | (45)                       |

- (1) During 2012, our Polyurethanes segment implemented a restructuring program to reduce annualized fixed costs. In connection with this program, we recorded restructuring expenses of \$5 million, \$32 million and \$1 million in the first, third and fourth quarters of 2012, respectively.
- (2) During the fourth quarter of 2012, our Advanced Materials segment began implementing a global transformational change program, subject to consultation with relevant employee representatives, designed to improve the segment's manufacturing efficiencies, enhance commercial excellence and ensure its long-term global competitiveness. In connection with this global transformational change program, we recorded charges of \$28 million related primarily to workforce reduction costs.
- Also during the fourth quarter of 2012, we recorded a loss on early extinguishment of debt of \$77 million in connection with the redemption of \$400 million of our 2016 Senior Notes.
- (3) Basic and diluted income per share are computed independently for each of the quarters presented based on the weighted average number of common shares outstanding during that period. Therefore, the sum of quarterly basic and diluted per share information may not equal annual basic and diluted earnings per share.

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**HUNTSMAN CORPORATION (PARENT ONLY)**  
**Schedule I Condensed Financial Information of Registrant**  
**HUNTSMAN CORPORATION (Parent Only)**  
**BALANCE SHEETS**  
(In Millions, Except Share and Per Share Amounts)

|   | December 31, |          |
|---|--------------|----------|
|   | 2013         | 2012     |
| <b>ASSETS</b>   |              |          |
| Cash and cash equivalents   | \$ 5         | \$ 177   |
| Receivable from affiliate   | 7            | 13       |
| Note receivable from affiliate  | 100          | 100      |
| <b>Total current assets</b>   | 112          | 290      |
| Note receivable from affiliate-long-term  | 772          | 595      |
| Investment in and advances to affiliates  | 1,399        | 1,146    |
| <b>Total assets</b>   | \$ 2,283     | \$ 2,031 |
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>   |              |          |
| Payable to affiliate  | \$ 292       | \$ 250   |
| Accrued liabilities   | 2            | 2        |
| <b>Total current liabilities</b>  | 294          | 252      |
| Other long-term liabilities   | 9            | 6        |
| <b>Total liabilities</b>  | 303          | 258      |
| <b>STOCKHOLDERS' EQUITY</b>   |              |          |
| Common stock \$0.01 par value, 1,200,000,000 shares authorized, 245,930,859 and 243,813,779 issued and 240,401,442 and 238,273,422 outstanding in 2013 and 2012, respectively | 2            | 2        |
| Additional paid-in capital  | 3,305        | 3,264    |
| Treasury stock, 4,043,526 shares at both December 31, 2013 and 2012   | (50)         | (50)     |
| Unearned stock-based compensation   | (13)         | (12)     |
| Accumulated deficit   | (687)        | (687)    |
| Accumulated other comprehensive loss  | (577)        | (744)    |
| <b>Total stockholders' equity</b>   | 1,980        | 1,773    |
| <b>Total liabilities and stockholders' equity</b>   | \$ 2,283     | \$ 2,031 |

This statement should be read in conjunction with the notes to the consolidated financial statements.

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**HUNTSMAN CORPORATION (Parent Only)**  
**STATEMENTS OF OPERATIONS**  
(In Millions)

|                                     | Year ended December 31, |               |               |
|-------------------------------------|-------------------------|---------------|---------------|
|                                     | 2013                    | 2012          | 2011          |
| Selling, general and administrative | \$ (13)                 | \$ (3)        | \$ (15)       |
| Interest income, net                | 13                      | 13            | 13            |
| Equity in income of subsidiaries    | 32                      | 257           | 170           |
| Dividend income affiliate           | 96                      | 96            | 79            |
| Income tax benefit                  |                         |               |               |
| <b>Net income</b>                   | <b>\$ 128</b>           | <b>\$ 363</b> | <b>\$ 247</b> |

This statement should be read in conjunction with the notes to the consolidated financial statements.

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**HUNTSMAN CORPORATION (Parent Only)**  
**STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
(In Millions)

|   | Year ended December 31, |        |         |
|---|-------------------------|--------|---------|
|   | 2013                    | 2012   | 2011    |
| <b>Net income</b>   | \$ 128                  | \$ 363 | \$ 247  |
| <b>Other comprehensive income (loss), net of tax:</b>   |                         |        |         |
| Foreign currency translations adjustments, net of tax of \$13, \$20 and \$24 in 2013, 2012 and 2011, respectively               | (23)                    | 51     | (80)    |
| Pension and other postretirement benefits adjustments, net of tax of \$83, \$197 and \$124 in 2013, 2012 and 2011, respectively | 185                     | (236)  | (187)   |
| Other, net  | 31                      | 9      | 7       |
| <b>Other comprehensive income (loss), net of tax</b>  | 193                     | (176)  | (260)   |
| <b>Comprehensive income (loss)</b>  | 321                     | 187    | (13)    |
| Comprehensive income attributable to noncontrolling interests   | (26)                    | (9)    | (2)     |
| <b>Comprehensive income (loss) attributable to Huntsman Corporation</b>   | \$ 295                  | \$ 178 | \$ (15) |

This statement should be read in conjunction with the notes to the consolidated financial statements.

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Table of Contents**HUNTSMAN CORPORATION (Parent Only)****STATEMENTS OF STOCKHOLDERS' EQUITY****(In Millions, Except Share Amounts)****Huntsman Corporation Stockholders' Equity**

|  | Shares      |        | Additional | Treasury     | Unearned     | Accumulated | Accumulated   | Total    |
|--|-------------|--------|------------|--------------|--------------|-------------|---------------|----------|
|  | Common      | Common | paid-in    | stock        | stock-based  | deficit     | other         | equity   |
|  | stock       | stock  | capital    | compensation | compensation |             | comprehensive |          |
|  |             |        |            |              |              |             | loss          |          |
| Balance, January 1, 2011                               | 236,799,455 | \$ 2   | \$ 3,186   | \$           | \$ (11)      | \$ (1,090)  | \$ (297)      | \$ 1,790 |
| Net income   |             |        |            |              |              | 247         |               | 247      |
| Other comprehensive loss                               |             |        |            |              |              |             | (262)         | (262)    |
| Issuance of nonvested stock awards                     |             |        | 11         |              | (11)         |             |               |          |
| Vesting of stock awards                                | 2,229,418   |        | 13         |              |              |             |               | 13       |
| Recognition of stock-based compensation                |             |        | 5          |              | 10           |             |               | 15       |
| Repurchase of common stock                             | (4,043,526) |        |            | (50)         |              |             |               | (50)     |
| Repurchase and cancellation of stock awards            | (507,624)   |        |            |              |              | (8)         |               | (8)      |
| Stock options exercised                                | 1,268,364   |        | 3          |              |              |             |               | 3        |
| Excess tax benefit related to stock-based compensation |             |        | 10         |              |              |             |               | 10       |
| Dividends declared on common stock                     |             |        |            |              |              | (96)        |               | (96)     |
| Balance, December 31, 2011                             | 235,746,087 | 2      | 3,228      | (50)         | (12)         | (947)       | (559)         | 1,662    |
| Net income   |             |        |            |              |              | 363         |               | 363      |
| Other comprehensive loss                               |             |        |            |              |              |             | (185)         | (185)    |
| Issuance of nonvested stock awards                     |             |        | 12         |              | (12)         |             |               |          |
| Vesting of stock awards                                | 2,162,043   |        | 10         |              |              |             |               | 10       |
| Recognition of stock-based compensation                |             |        | 9          |              | 12           |             |               | 21       |
| Repurchase and cancellation of stock awards            | (537,039)   |        |            |              |              | (7)         |               | (7)      |
| Stock options exercised                                | 902,331     |        | 3          |              |              |             |               | 3        |
| Excess tax benefit related to stock-based compensation |             |        | 4          |              |              |             |               | 4        |
| Acquisition of a business                              |             |        | (2)        |              |              |             |               | (2)      |
| Dividends declared on common stock                     |             |        |            |              |              | (96)        |               | (96)     |
| Balance, December 31, 2012                             | 238,273,422 | 2      | 3,264      | (50)         | (12)         | (687)       | (744)         | 1,773    |
| Net income   |             |        |            |              |              | 128         |               | 128      |
| Other comprehensive income                             |             |        |            |              |              |             | 167           | 167      |
| Issuance of nonvested stock awards                     |             |        | 14         |              | (14)         |             |               |          |
| Vesting of stock awards                                | 1,067,888   |        | 5          |              |              |             |               | 5        |
| Recognition of stock-based compensation                |             |        | 8          |              | 13           |             |               | 21       |
| Repurchase and cancellation of stock awards            | (304,209)   |        |            |              |              | (6)         |               | (6)      |
| Stock options exercised                                | 1,364,341   |        | 13         |              |              |             |               | 13       |
| Excess tax benefit related to stock-based compensation |             |        | 1          |              |              |             |               | 1        |
| Accrued and unpaid dividends                           |             |        |            |              |              | (2)         |               | (2)      |
| Dividends declared on common stock                     |             |        |            |              |              | (120)       |               | (120)    |
| Balance, December 31, 2013                             | 240,401,442 | \$ 2   | \$ 3,305   | \$ (50)      | \$ (13)      | \$ (687)    | \$ (577)      | \$ 1,980 |



This statement should be read in conjunction with the notes to the consolidated financial statements.

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Table of Contents**HUNTSMAN CORPORATION (Parent Only)****STATEMENTS OF CASH FLOWS****(In Millions)**

|   | Year ended December 31, |               |               |
|---|-------------------------|---------------|---------------|
|   | 2013                    | 2012          | 2011          |
| <b>Operating Activities:</b>                      |                         |               |               |
| Net income  | \$ 128                  | \$ 363        | \$ 247        |
| Equity in income of subsidiaries                  | (32)                    | (257)         | (170)         |
| Stock-based compensation                          | 1                       | 1             | 1             |
| Noncash interest expense (income)                 | 6                       | (13)          | (13)          |
| Changes in operating assets and liabilities       | 63                      | 128           | 62            |
| <b>Net cash provided by operating activities</b>  | <b>166</b>              | <b>222</b>    | <b>127</b>    |
| <b>Investing Activities:</b>                      |                         |               |               |
| Loan to affiliate                                 | (177)                   | (299)         | (105)         |
| Repayments of loan by affiliate                   |                         | 139           | 105           |
| <b>Net cash used in investing activities</b>      | <b>(177)</b>            | <b>(160)</b>  |               |
| <b>Financing Activities:</b>                      |                         |               |               |
| Dividends paid to common stockholders             | (120)                   | (96)          | (96)          |
| Repurchase and cancellation of stock awards       | (6)                     | (7)           | (8)           |
| Proceeds from issuance of common stock            | 13                      | 3             | 3             |
| Repurchase of common stock                        |                         |               | (50)          |
| Increase in payable to affiliates                 | (48)                    | (108)         | (57)          |
| Other, net  |                         |               | (1)           |
| <b>Net cash used in financing activities</b>      | <b>(161)</b>            | <b>(208)</b>  | <b>(209)</b>  |
| Decrease in cash and cash equivalents             | (172)                   | (146)         | (82)          |
| Cash and cash equivalents at beginning of period  | 177                     | 323           | 405           |
| <b>Cash and cash equivalents at end of period</b> | <b>\$ 5</b>             | <b>\$ 177</b> | <b>\$ 323</b> |

This statement should be read in conjunction with the notes to the consolidated financial statements.



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**HUNTSMAN CORPORATION AND SUBSIDIARIES**  
**Schedule II Valuation and Qualifying Accounts**  
(In Millions)

| Column A                         | Column B                       | Column C   | Column D                  | Column E   |                          |
|----------------------------------|--------------------------------|--|---------------------------|------------|--------------------------|
| Description                      | Balance at Beginning of Period | Additions Charges (credits) to cost and expenses | Charged to other accounts | Deductions | Balance at End of Period |
| Allowance for Doubtful Accounts: |                                |  |                           |            |                          |
| Year ended December 31, 2013     | \$ 47                          | \$ 2   | \$ (7)                    | \$         | 42                       |
| Year ended December 31, 2012     | 46                             | 4  | (3)                       |            | 47                       |
| Year ended December 31, 2011     | 52                             | (4)  | (2)                       |            | 46                       |

**HUNTSMAN INTERNATIONAL LLC AND SUBSIDIARIES**  
**Schedule II Valuation and Qualifying Accounts**  
(In Millions)

| Column A                         | Column B                       | Column C   | Column D                  | Column E   |                          |
|----------------------------------|--------------------------------|--|---------------------------|------------|--------------------------|
| Description                      | Balance at Beginning of Period | Additions Charges (Credits) to cost and expenses | Charged to other accounts | Deductions | Balance at End of Period |
| Allowance for Doubtful Accounts: |                                |  |                           |            |                          |
| Year ended December 31, 2013     | \$ 47                          | \$ 2   | \$ (7)                    | \$         | 42                       |
| Year ended December 31, 2012     | 46                             | 4  | (3)                       |            | 47                       |
| Year ended December 31, 2011     | 52                             | (4)  | (2)                       |            | 46                       |

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| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 2.1           | Stock Purchase Agreement dated as of September 17, 2013 by and between Rockwood Specialties Group, Inc. and Huntsman International LLC (incorporated by reference to Exhibit 2.1 to our current report on Form 8-K filed on September 20, 2013)   |
| 3.1           | Second Amended and Restated Certificate of Incorporation of Huntsman Corporation (incorporated by reference to Exhibit 3.1 to our registration statement on Form S-1/A filed on February 9, 2005)   |
| 3.2           | Fourth Amended and Restated Bylaws of Huntsman Corporation effective September 12, 2013 (incorporated by reference to Exhibit 3.1 to our current report on Form 8-K filed on September 12, 2013)  |
| 4.1           | Registration Rights Agreement dated as of February 10, 2005, by and among Huntsman Corporation 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 (File No. 001-32427))                         |
| 4.2           | 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)  |
| 4.3           | 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)  |
| 4.4           | 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)   |
| 4.5           | 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)   |
| 4.6           | Form of Restricted Stock Unit Agreement for Outside Directors, effective for grants from February 6, 2008 to September 21, 2010 (incorporated by reference to Exhibit 4.32 to our annual report on Form 10-K filed on February 22, 2008)  |
| 4.7           | Indenture, dated as of March 17, 2010, by and among Huntsman International LLC, the subsidiary guarantors 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)               |
| 4.8           | Form of 8.625% Senior Subordinated Note due 2020 (incorporated by reference to Exhibit 4.2 to our current report on Form 8-K filed on March 19, 2010)   |
| 4.9           | Form of Guarantee (incorporated by reference to Exhibit 4.3 to our current report on Form 8-K filed on March 19, 2010)  |
| 4.10          | Indenture, dated as of September 24, 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 September 30, 2010) |
| 4.11          | Form of 8.625% Senior Subordinated Note due 2021 (included as Exhibit A to Exhibit 4.24) (incorporated by reference to Exhibit 4.2 to our current report on Form 8-K filed on September 30, 2010)   |
| 4.12          | Form of Guarantee (included as Exhibit E to Exhibit 4.24) (incorporated by reference to Exhibit 4.3 to our current report on Form 8-K filed on September 30, 2010)  |

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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 4.13          | Indenture, dated as of November 19, 2012, by and among Huntsman International LLC, the 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 November 19, 2012)  |
| 4.14          | Form of 4.875% Senior Note due 2020 (included as Exhibit A to Exhibit 4.24) (incorporated by reference to Exhibit 4.2 to our current report on Form 8-K filed November 19, 2012)   |
| 4.15          | Form of Notation of Guarantee (included as Exhibit D to Exhibit 4.24) (incorporated by reference to Exhibit 4.3 to our current report on Form 8-K filed November 19, 2012)   |
| 4.16          | Indenture, dated as of December 23, 2013, by and among Huntsman International LLC, the guarantors named therein, Citibank, N.A., London Branch, as paying agent, registrar and transfer agent, and Wilmington Trust, National Association, as trustee (incorporated by reference to Exhibit 4.1 to our current report on Form 8-K filed December 23, 2013) |
| 4.17          | Form of 5 <sup>1</sup> / <sub>8</sub> % Senior Note (included as Exhibit A to Exhibit 4.1) (incorporated by reference to Exhibit 4.2 to our current report on Form 8-K filed December 23, 2013)  |
| 4.18          | Form of Notation of Guarantee (included as Exhibit D to Exhibit 4.1) (incorporated by reference to Exhibit 4.3 to our current report on Form 8-K filed December 23, 2013)  |
| 10.1          | Employment Agreement with Anthony Hankins (incorporated by reference to Exhibit 10.27 to amendment No. 2 to our registration statement on Form S-1 filed on January 28, 2005)  |
| 10.2          | 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)  |
| 10.3          | Form of Nonqualified Stock Option Agreement, effective for grants prior to February 21, 2011 (incorporated by reference to Exhibit 10.20 to amendment No. 4 to our registration statement on Form S-1 filed on February 8, 2005)   |
| 10.4          | 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)   |
| 10.5          | 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)  |
| 10.6          | 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)  |
| 10.7          | 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)   |
| 10.8          | 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)  |
| 10.9          | 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 (File No. 333-85141))                     |

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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.10         | 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))   |
| 10.11         | Consent and First Amendment to Credit Agreement dated December 12, 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 December 27, 2005 (File No. 333-85141))  |
| 10.12         | Amended and Restated Huntsman Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))  |
| 10.13         | Huntsman Supplemental Executive MPP Plan (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))  |
| 10.14         | Amended and Restated Huntsman Supplemental Savings Plan (incorporated by reference to Exhibit 10.3 to our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))   |
| 10.15         | Huntsman Outside Directors Elective Deferral Plan (incorporated by reference to Exhibit 10.4 to our current report on Form 8-K filed December 30, 2005 (File No. 001-32427))   |
| 10.16         | 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 (File No. 001-32427)) |
| 10.17         | 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 24, 2007 (File No. 001-32427))   |
| 10.18         | 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)   |
| 10.19         | 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)  |
| 10.20         | 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)  |
| 10.21         | 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)   |
| 10.22         | 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)   |
| 10.23         | Form of Restricted Stock Agreement effective for grants from February 6, 2008 to September 21, 2010 (incorporated by reference to Exhibit 10.37 to our annual report on Form 10-K filed on February 22, 2008)  |
| 10.24         | Form of Phantom Share Agreement effective for grants from February 6, 2008 to February 23, 2010 (incorporated by reference to Exhibit 10.38 to our annual report on Form 10-K filed on February 22, 2008)  |

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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.25         | 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)   |
| 10.26         | 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)   |
| 10.27         | 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)  |
| 10.28         | 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)   |
| 10.29         | 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) |
| 10.30         | 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)  |
| 10.31         | 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)   |
| 10.32         | 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)   |
| 10.33         | 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 current report on Form 10-Q filed on May 7, 2010)  |
| 10.34         | Registration Rights Agreement, dated as of March 17, 2010, by and among Huntsman International LLC, the subsidiary guarantors named therein and Goldman, Sachs & Co., J.P. Morgan Securities Inc., Barclays Capital Inc., Banc of America Securities LLC, Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on March 19, 2010)   |

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| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 10.35         | Registration Rights Agreement, dated as of September 24, 2010, by and among Huntsman International LLC, the subsidiary guarantors named therein and Goldman, Sachs & Co., J.P. Morgan Securities LLC, Barclays Capital Inc., Banc of America Securities LLC, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and HSBC Securities (USA) Inc. (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on September 30, 2010) |
| 10.36         | Certain exhibits and schedules to Exhibit A to the Fifth Amendment to Credit Agreement, dated as of March 9, 2010, which was previously filed as Exhibit 10.1 to our quarterly report on Form 10-Q filed May 7, 2010 (incorporated by reference to Exhibit 10.2 to our current report on Form 10-Q filed on November 4, 2010)   |
| 10.37         | Registration Rights Agreement, dated as of November 12, 2010, by and among Huntsman International LLC, the subsidiary guarantors named therein and Citigroup Global Markets Inc. (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on November 15, 2010)   |
| 10.38         | Second Amendment to Huntsman Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.38 to our annual report on Form 10-K filed on February 17, 2011)   |
| 10.39         | Third Amendment to Huntsman Supplemental Executive Retirement Plan (incorporated by reference to Exhibit 10.39 to our annual report on Form 10-K filed on February 17, 2011)  |
| 10.40         | Form of Restricted Stock Agreement (incorporated by reference to Exhibit 10.40 to our annual report on Form 10-K filed on February 17, 2011)  |
| 10.41         | Form of Phantom Share Agreement (incorporated by reference to Exhibit 10.41 to our annual report on Form 10-K filed on February 17, 2011)   |
| 10.42         | Form of Nonqualified Stock Option Agreement (incorporated by reference to Exhibit 10.42 to our annual report on Form 10-K filed on February 17, 2011)   |
| 10.43         | Form of Restricted Stock Unit Agreement for Outside Directors (incorporated by reference to Exhibit 10.43 to our annual report on Form 10-K filed on February 17, 2011)   |
| 10.44         | Sixth Amendment, dated as of March 7, 2011, to the Credit Agreement, dated as of August 16, 2005, among Huntsman International LLC, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on March 9, 2011)  |
| 10.45         | Master Amendment No. 2 to the U.S. Receivables Loan Agreement, U.S. Servicing Agreement and Transaction Documents dated as of April 18, 2011 (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on April 20, 2011)  |
| 10.46         | Master Amendment No. 2 to the European Receivables Loan Agreement, European Servicing Agreement and Transaction Documents dated as of April 15, 2011 (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on April 20, 2011)  |
| 10.47         | Huntsman Executive Severance Plan (as amended and restated) (incorporated by reference to Exhibit 10.4 to our current report on Form 10-Q filed on May 5, 2011)   |
| 10.48         | Second Amendment to Huntsman Outside Directors Elective Deferral Plan (incorporated by reference to Exhibit 10.5 to our current report on Form 10-Q filed on May 5, 2011)   |
| 10.49         | Third Amendment to Huntsman Outside Directors Elective Deferral Plan (incorporated by reference to Exhibit 10.6 to our current report on Form 10-Q filed on May 5, 2011)  |

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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.50         | Huntsman Corporation Stock Incentive Plan (amended and restated) (incorporated by reference to Exhibit 4.1 to our registration statement on Form S-8 filed on May 10, 2011)  |
| 10.51         | Seventh Amendment, dated as of March 6, 2012, to Credit Agreement, dated as of August 16, 2005, among Huntsman International LLC, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on March 6, 2012)   |
| 10.52         | Registration Rights Agreement, dated as of November 19, 2012, by and among Huntsman International LLC, the guarantors named therein and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Barclays Capital Inc., Citigroup Global Markets Inc., Goldman, Sachs & Co., HSBC Securities (USA) Inc., J.P. Morgan Securities LLC, RBC Capital Markets, LLC, Wells Fargo Securities, LLC, PNC Capital Markets LLC and RBS Securities Inc. (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed November 19, 2012) |
| 10.53         | Severance Agreement dated January 1, 2013 between Huntsman Corporation and Jon M. Huntsman (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on January 4, 2013)  |
| 10.54         | Severance Agreement dated January 1, 2013 between Huntsman Corporation and Peter R. Huntsman (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on January 4, 2013)  |
| 10.55         | First Amendment to the Huntsman Corporation Stock Incentive Plan (as amended and restated) (incorporated by reference to Exhibit 10.56 to our annual report on Form 10-K filed on February 12, 2013)   |
| 10.56         | Registration Rights Agreement, dated as of March 4, 2013, by and among Huntsman International LLC, the guarantors named therein and J.P. Morgan Securities LLC, as representative of the several purchasers (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on March 4, 2013)   |
| 10.57         | Eighth Amendment, dated as of March 11, 2013, to Credit Agreement, dated as of August 16, 2005, among Huntsman International LLC, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on March 12, 2013)  |
| 10.58         | Master Amendment No. 3 to the U.S. Receivables Loan Agreement, U.S. Servicing Agreement and Transaction Documents dated as of April 29, 2013 (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on May 2, 2013)  |
| 10.59         | Master Amendment No. 3 to the European Receivables Loan Agreement dated as of April 29, 2013 (incorporated by reference to Exhibit 10.2 to our current report on Form 8-K filed on May 2, 2013)  |
| 10.60         | Form of Notice of Award of Common Stock (incorporated by reference to Exhibit 10.3 to our quarterly report on Form 10-Q for the quarter ended June 30, 2013)   |
| 10.61         | Ninth Amendment, dated as of August 22, 2013, to Credit Agreement, dated as of August 16, 2005, among Huntsman International LLC, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on August 26, 2013)   |

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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.62         | Tenth Amendment to Credit Agreement, Second Amendment to Collateral Security Agreement, Second Amendment to Pledge Agreement and Second Amendment to Subsidiary Guaranty, dated as of October 15, 2013, among Huntsman International LLC, the subsidiary guarantors party thereto, the lenders from time to time party thereto, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on October 18, 2013) |
| 10.63         | Huntsman Executive Severance Plan (as amended and restated) (incorporated by reference to Exhibit 10.3 to our quarterly report on Form 10-Q for the quarter ended September 30, 2013)  |
| 10.64         | Registration Rights Agreement, dated as of December 23, 2013, by and among Huntsman International LLC, the guarantors named therein and Citigroup Global Markets Limited, as representative of the several purchasers (incorporated by reference to Exhibit 10.1 to our current report on Form 8-K filed on December 23, 2013)   |
| 10.65*        | Consulting Agreement effective January 1, 2014 between Huntsman International LLC and Jon M. Huntsman, Jr.   |
| 21.1*         | Subsidiaries of Huntsman Corporation   |
| 23.1*         | Consent of Independent Registered Public Accounting Firm   |
| 31.1          | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 31.2          | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002   |
| 32.1          | Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   |
| 32.2          | Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002   |
| 101.INS       | XBRL Instance Document   |
| 101.SCH       | XBRL Taxonomy Extension Schema   |
| 101.CAL       | XBRL Taxonomy Extension Calculation Linkbase   |
| 101.LAB       | XBRL Taxonomy Extension Label Linkbase   |
| 101.PRE       | XBRL Taxonomy Extension Presentation Linkbase  |
| 101.DEF       | XBRL Taxonomy Extension Definition Linkbase  |

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Filed herewith.

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