

December 14, 2015

Arnold Adair  
Superintendent  
Deer Park Independent School District  
2800 Texas Avenue  
Deer Park, TX 77536

**Re: Notice of Assignment of *AGREEMENT FOR LIMITATION ON APPRAISED VALUE OF PROPERTY FOR SCHOOL DISTRICT MAINTENANCE AND OPERATIONS TAXES* (the “Agreement”) by and between Deer Park Independent School District (the “District”) and INEOS USA LLC (“INEOS”)**

Dear Mr. Adair:

Pursuant to Section 8.5 of the Agreement, INEOS USA LLC (Texas Franchise Tax ID 12019819338) hereby provides notice to the District of assignment of the Agreement, including all of its rights and obligations under the Agreement in respect of a high density polyethylene (HDPE) production unit, to Gemini HDPE LLC (Texas Franchise Tax ID number 32054808004) effective August 1, 2015. Gemini HDPE LLC will own all Qualified Property and all Qualified Investment in connection with the HDPE unit to be installed within the boundaries of both the District and the INEOS USA LLC Reinvestment Zone as set forth in Exhibit 2 of the Agreement.

INEOS will no longer be developing an ethylene oxide/ethylene glycol production unit under the Agreement.

By this letter, Gemini HDPE LLC confirms, as assignee, that it has assumed all of the rights and obligations of INEOS under the Agreement for the HDPE production unit, effective August 1, 2015.

Terms capitalized herein and not otherwise defined will have the meanings ascribed to such terms in the Agreement.

Sincerely,



Dennis J Seith  
President  
INEOS USA LLC



Jackson Ray  
Company Manager  
Gemini HDPE LLC