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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	: :
Chemtura Corporation, <i>et al.</i> ,	: Case No. 09-11233 (REG)
	: :
Debtors.	: Jointly Administered
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CHEMTURA CORPORATION,	: :
Plaintiff,	: :
	: :
-against-	: Adversary No. 09-01282 (REG)
	: :
Karen Smith, <i>et al.</i> , and John Does 1-1000,	: :
	: :
Defendants.	: :
-----X	

**JOINDER OF THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF CHEMTURA CORPORATION,
ET AL. TO CHEMTURA CORPORATION’S REPLY MEMORANDUM OF LAW IN
FURTHER SUPPORT OF CHEMTURA CORPORATION’S MOTION FOR A
PRELIMINARY INJUNCTION STAYING THE DIACETYL LITIGATION AND
FUTURE DIACETYL ACTIONS AGAINST CHEMTURA CANADA CORPORATION,
CITRUS & ALLIED ESSENCES, LTD., AND UNGERER & COMPANY**

The Official Committee of Unsecured Creditors (the “Committee”) of Chemtura Corporation, et al. (collectively, the “Debtors”), by and through its undersigned counsel, joins (the “Joinder”) in Chemtura Corporation’s (“Chemtura”) Reply Memorandum of Law (the “Reply”) in further support of its Motion (the “Motion”) for a Preliminary Injunction Staying the

Diacetyl Litigation and Future Diacetyl Actions Against Chemtura Canada Corporation (“Chemtura Canada”), Citrus & Allied Essences, Ltd. (“Citrus”), and Ungerer & Company (“Ungerer”). In support of this Joinder, the Committee respectfully submits as follows:¹

THE COMMITTEE’S JOINDER²

1. By the Motion, Chemtura seeks (i) entry of an order extending the automatic stay to the continuation of Diacetyl Litigation or commencement of Future Diacetyl Actions against Chemtura Canada, Citrus and Ungerer or, in the alternative, (ii) an injunction staying the Diacetyl Litigation and Future Diacetyl Actions against Chemtura Canada, Citrus and Ungerer.

2. On June 19, 2009, the Committee filed a joinder to Chemtura’s Motion (Docket No. 8). Since that time, all parties in interest have conducted thorough discovery with respect to the issues raised in the Motion. In addition, the Defendants have filed the following objections to the relief sought in the Motion: (a) the Opposition of Karen Smith and Certain Other Diacetyl Claimants To Chemtura Corporation’s Motion for Preliminary Injunction (Docket No. 95) (“Smith Opposition”); (b) the Objection and Memorandum of Law of the Ad Hoc Committee of Tort Claimants in Further Opposition to Chemtura Corporation’s Motion for a Preliminary Injunction (Docket No. 100) (“Ad Hoc Opposition”); and (c) the Objection and Memorandum of Law of FONIA International, Inc. in Opposition to the Motion of Chemtura Corporation for a Preliminary Injunction (Docket No. 121) (“FONIA Opposition”) (collectively, the “Oppositions”).

3. Having participated in and analyzed the discovery conducted in this matter, and having weighed the arguments set forth in the Oppositions, the Committee continues to believe that the Debtors have met their burden for an extension of the automatic stay to the Diacetyl

¹ The Diacetyl Claimants that are members of the Committee did not participate in the Committee’s decision to file the Joinder.

² Capitalized terms not defined herein shall have the meanings ascribed to them in the Reply.

Litigation and Future Diacetyl Actions against Chemtura Canada, Citrus and Ungerer or, in the alternative, the issuance of an injunction temporarily staying the litigation against such parties.

4. As set forth at length in the Reply, the discovery overwhelmingly demonstrates that the standard for extension of the automatic stay has been satisfied. Of particular concern to the Committee is the negative impact that may be born on the Debtors' estates or the Debtors' ability to emerge from chapter 11 successfully in the near term. While significant progress has been made in these cases toward a successful reorganization, it is critical to the Debtors' unsecured creditors that the Debtors' key personnel continue to have the unfettered ability to focus on the Debtors' restructuring. Absent extension of the automatic stay as requested in the Motion, the discovery record makes clear that the timing of the Debtors' reorganization and the recoveries for unsecured creditors will be imperiled.

5. Additionally, extension of the stay will provide the Debtors and the Committee with additional time to pursue a global resolution of the Diacetyl Litigation after the claims bar date of October 30, 2009. When weighed against the fact that only one diacetyl claimant has alleged that it would be harmed should the automatic stay be extended, the case for extending the stay is overwhelming.

CONCLUSION

For all of the foregoing reasons and the reasons set forth in the Reply, the Committee respectfully requests that the Court (a) grant the relief requested in the Motion, and (b) grant the Committee such other and further relief as the Court deems just, proper and equitable.

Dated: New York, New York
 October 15, 2009

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