

PIONEER TAX ADVANTAGED BALANCED TRUST
Form SC TO-T/A
November 13, 2007

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

**SCHEDULE TO/A
(Rule 14-d-100)**

**TENDER OFFER STATEMENT UNDER SECTION 14(D)(1) OR 13(E)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)**

Pioneer Tax Advantaged Balanced Trust

(Name of Subject Company (Issuer))

Bulldog Investors General Partnership

(Names of Filing Person (Offerer))

Common Stock, no par value

(Title of Class of Securities)

72388R101

(CUSIP Number of Class of Securities)

November 13, 2007

(Date of Event Which Requires Filing of this Statement)

**Bulldog Investors General Partnership
Park 80 West, Plaza Two, Suite 750
Saddle Brook, NJ 07663
Telephone: (201) 556-0092**

**(Name, Address, and Telephone Numbers of a Person
Authorized to Receive Notices and Communications on Behalf of Filing Persons)**

**Copy to:
Stephen P. Wink, Esq.
Cahill/Wink LLP
5 Penn Plaza, 23rd Floor
New York, New York 10001
(646) 378-2105**

Calculation of Filing Fee

Transaction valuation*	Amount of filing fee**
\$22,044,750	\$676.77

* Estimated for purposes of calculating the filing fee only. This amount was determined by multiplying 1,500,000 shares of common stock of Pioneer Tax Advantaged Balanced Trust ("PBF"), which represents the estimated maximum number of shares of PBF common stock to be acquired in the tender offer by a price per share of \$14.6965, which represents 95% of the net asset value per share at October 29, 2007.

** The amount of the filing fee is calculated in accordance with Rule 0-11(d) of the Securities Exchange Act and the Fee Rate Advisory #6 for Fiscal Year 2007 issued by the U.S. Securities and Exchange Commission on February 15, 2007, and is derived by multiplying the transaction valuation by 0.00003070.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously
Paid: \$676.77

Filing Party: Bulldog Investors General
Partnership

Form or Registration
No.: Schedule TO-T

Date Filed: October 31, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

SCHEDULE TO

This Amendment No. 1 (this “Amendment No. 1”) amends and supplements the Tender Offer Statement on Schedule TO (the “Schedule TO”) filed with the Securities and Exchange Commission on October 31, 2007 by Bulldog Investors General Partnership, a New York general partnership (“BIGP”). The Schedule TO relates to the offer by BIGP to purchase up to 1,500,000 of the outstanding shares (the “Shares”) of common stock, no par value, of Pioneer Tax Advantaged Balanced Trust, a trust established under the laws of the State of Delaware (“PBF”), at a price per share, net to the seller in cash (subject to a \$50 processing fee that BIGP will charge for processing each Letter of Transmittal, applicable withholding taxes and any brokerage fees that may apply), without interest thereon, equal to 95% of the net asset value per Share determined as of the close of the regular trading session of the New York Stock Exchange, on the Expiration Date, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated October 30, 2007 (the “Offer to Purchase”), and in the related Letter of Transmittal (which, together with any supplements or amendments, collectively constitute the “Offer”). All capitalized terms used but not defined in this Amendment No. 1 have the meanings ascribed to them in the Schedule TO. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Schedule TO.

The items of the Schedule TO set forth below are hereby amended and supplemented as follows:

Item 4. Terms of the Transaction

The information set forth in the first sentence of the penultimate paragraph of the section of the Offer to Purchase entitled “SECTION 3. PROCEDURES FOR ACCEPTING THE OFFER AND TENDERING SHARES” is hereby amended and restated as follows:

“Subject to the applicable rules and regulations of the Commission, BIGP’s reasonable interpretation of the terms and conditions of the Offer (including the Letter of Transmittal and the instructions thereto) will be final and binding on all parties, provided that determinations regarding such terms and conditions may be ultimately resolved by a court of competent jurisdiction.”

The information set forth in the first paragraph of the section of the Offer to Purchase entitled “SECTION 13. DIVIDENDS AND DISTRIBUTIONS” is hereby amended and restated as follows:

“If, on or after the date of this Offer to Purchase, PBF should, during the pendency of the Offer, (i) split, combine or otherwise change the Shares or its capitalization, (ii) acquire Shares or otherwise cause a reduction in the number of Shares or other securities, (iii) issue or sell additional Shares, any shares of any other class of capital stock, other voting securities or any securities convertible into or exchangeable for, or rights, warrants or options, conditional or otherwise, to acquire, any of the foregoing, or (iv) disclose that it has taken such action, then, without prejudice to BIGP’s rights under Section 14, BIGP, in its sole discretion, may make such adjustments in the Offer Price and other terms of the Offer as it deems appropriate to reflect such split, combination or other change, including, without limitation, the number or type of securities offered to be purchased. In the event that BIGP increases or decreases the Offer Price or the percentage of the class of securities being sought, the minimum period during which the Offer will remain open following the date that notice of such increase or decrease is first published or sent or given to security holders will be 10 business days, in compliance with Rule 14e-1(b) of the Exchange Act.”

The information set forth in the remainder of the section of the Offer to Purchase entitled “SECTION 13. DIVIDENDS AND DISTRIBUTIONS” that follows the full text of enumerated condition “(9)” is hereby amended and restated as follows:

“which, in the reasonable judgment of BIGP, in any such case and regardless of the circumstances (excluding any action or inaction by BIGP or any affiliate BIGP, other than as pertaining to conditions which, by their terms, involve

such action or inaction) giving rise to any such condition, makes it inadvisable to proceed with the Offer and/or with such acceptance for payment or payment.

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The foregoing conditions are for the sole benefit of BIGP and may be asserted by BIGP regardless of the circumstances (including any action or inaction by BIGP, other than as pertaining to conditions which, by their terms, involve such action or inaction) giving rise to any such conditions and may be waived by BIGP in whole or in part at any time and from time to time, in each case, up until the expiration of the Offer and in the exercise of the sole discretion of BIGP. The failure by BIGP at any time to exercise any of the foregoing rights shall not be deemed a waiver of any such right and each such right shall be deemed an ongoing right that may be asserted at any time and from time to time, up until the expiration of the Offer. Subject to applicable rules and regulations of the Commission and applicable law, any reasonable determination by BIGP concerning any condition described in this Section 14 shall be final and binding on all parties, provided that determinations regarding such conditions may be ultimately resolved by a court of competent jurisdiction. A public announcement may be made of a material change in, or waiver of, such conditions and the Offer may, in certain circumstances, be extended in connection with any such change or waiver.

Should the Offer be terminated pursuant to the foregoing provisions, all tendered Shares not theretofore accepted for payment shall forthwith be returned by BIGP to the tendering shareholders.”

SIGNATURE

After due 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.

Dated: November 13, 2007

**BULLDOG INVESTORS GENERAL
PARTNERSHIP**

**By: KIMBALL & WINTHROP,
INC., general partner**

By: /s/ PHILLIP GOLDSTEIN

Name: Phillip Goldstein
Title: President

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Proceeds from insurance note payable

3,518 3,518

Repayment of insurance note payable

(952) (952)

Proceeds from (payments on) intercompany loans

(11,914) 12,763 (849)

Net cash provided by (used in) financing activities

13,164 (11,914) 12,763 (849) 13,164

Effect of exchange rate differences on cash

27,389 27,389

Net decrease in cash and cash equivalents

(21,718) (8,168) (29,886)

Cash and cash equivalents at beginning of period

36,567 32,724 69,291

Cash and cash equivalents at end of period

\$ \$ \$14,849 \$24,556 \$ \$39,405

- (1) Kraton Performance Polymers and Polymer Holdings Capital Corporation are the issuers of the 12% Discount Notes. Polymer Holdings Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the issuers would provide additional information that would be useful.
- (2) Kraton and Kraton Polymers Capital Corporation are the issuers of the 8.125% Notes. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be useful.

Table of Contents**KRATON PERFORMANCE POLYMERS, INC.****NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(Unaudited)****KRATON PERFORMANCE POLYMERS, INC.****CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS****Six months ended June 30, 2009****(Unaudited)****(In thousands)**

	Kraton Performance Polymers (1)	Kraton (2)	Guarantor Subsidiaries	Non-Guarantor Subsidiaries	Eliminations	Consolidated
Cash flows provided by (used in) operating activities	\$	\$ (22,334)	\$ 19,861	\$ 7,180	\$	\$ 4,707
Cash flows provided by (used in) investing activities						
Proceeds from (payments on) intercompany loans		81,656			(81,656)	
Purchase of property, plant and equipment, net of proceeds from sales of equipment			(15,562)	(577)		(16,139)
Purchase of Software			(6,685)			(6,685)
Net cash provided by (used in) investing activities		81,656	(22,247)	(577)	(81,656)	(22,824)
Cash flows provided by (used in) financing activities						
Proceeds from debt		53,000				53,000
Repayment of debt		(115,341)				(115,341)
Proceeds from (payments on) intercompany loans			(60,588)	(21,068)	81,656	
Proceeds from insurance note payable		4,506				4,506
Repayment of insurance note payable		(1,487)				(1,487)
Net cash provided by (used in) financing activities		(59,322)	(60,588)	(21,068)	81,656	(59,322)
Effect of exchange rate differences on cash				(6,247)		(6,247)
Net decrease in cash and cash equivalents			(62,974)	(20,712)		(83,686)
Cash and cash equivalents at beginning of period			65,460	35,936		101,396

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Cash and cash equivalents at end of period	\$	\$	\$ 2,486	\$ 15,224	\$	\$ 17,710
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- (1) Kraton Performance Polymers and Polymer Holdings Capital Corporation are the issuers of the 12% Discount Notes. Polymer Holdings Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the issuers would provide additional information that would be useful.
- (2) Kraton and Kraton Polymers Capital Corporation are the issuers of the 8.125% Notes. Kraton Polymers Capital Corporation has minimal assets and income. We do not believe that separate financial information concerning the Issuers would provide additional information that would be useful.

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KRATON PERFORMANCE POLYMERS, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(Unaudited)

16. Subsequent Events

During the first quarter of 2010, we received a communication from a law firm asserting that approximately \$13.5 million in alleged payments to us from SemGroup, L.P. and/or one or more of its affiliates (collectively SemGroup) during the 90-day period preceding SemGroup's Chapter 11 bankruptcy filing on July 22, 2008 appear to constitute preferential payments avoidable and recoverable under sections 547 and 550 of the United States Bankruptcy Code. This matter was settled for a de minimis sum in July 2010 in a manner which provides Kraton with a release of claims in connection with the matter. This resolution is final and completed and will not have a material adverse impact on our business, financial condition or results of operations.

We have evaluated significant events and transactions that have occurred and have determined that there were no other events or transactions other than those disclosed in this report that would require recognition or disclosure in our Condensed Consolidated Financial Statements for the quarterly period ended June 30, 2010.

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8,000,000 Shares

Common Stock

Credit Suisse

BofA Merrill Lynch

Morgan Stanley

Oppenheimer & Co.

KeyBanc Capital Markets

UBS Investment Bank

Prospectus

, 2010

Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. Other Expenses of Issuance and Distribution.**

Estimated expenses payable in connection with the sale of the common stock in this offering are as follows:

SEC registration fee	\$ 18,032.34
FINRA filing fee	25,791.00
Printing and engraving expenses	250,000.00
Legal fees and expenses	250,000.00
Accounting fees and expenses	150,000.00
Blue Sky fees and expenses	10,000.00
Miscellaneous	150,000.00
 Total	 \$ 853,823.34

We will bear all of the expenses shown above.

Item 14. Indemnification of Directors and Officers.

The Delaware General Corporation Law and our certificate of incorporation and bylaws provide for indemnification of our directors and officers for liabilities and expenses that they may incur in such capacities. In general, directors and officers are indemnified with respect to actions taken in good faith in a manner reasonably believed to be in, or not opposed to, our best interests, and with respect to any criminal action or proceeding, actions that the indemnitee had no reasonable cause to believe were unlawful. Please see our certificate of incorporation and our bylaws, which are filed as Exhibits 3.1 and 3.2, respectively.

We have entered into indemnification agreements with our directors, officers and certain key employees on May 27, 2010. The indemnification agreements provide our directors, officers and certain key employees with further indemnification to the maximum extent permitted by the Delaware General Corporation Law. The form of indemnification agreement is filed as an exhibit to our Form 8-K filed with the SEC on June 2, 2010. We expect to enter into an underwriting agreement that also provides that the underwriters are obligated, under certain circumstances, to indemnify our directors, officers and controlling persons against certain liabilities, including liabilities under the Securities Act.

We currently maintain a directors and officers liability insurance policy.

Item 15. Recent Sales of Unregistered Securities.

On December 16, 2009, in connection with our initial public offering, Polymer Holdings and its consolidated subsidiaries were converted from a Delaware limited liability company to a Delaware corporation and renamed Kraton Performance Polymers, Inc. All of the outstanding membership interests of Polymer Holdings held by TJ Chemical were converted into 19,325,311 shares of common stock of Kraton Performance Polymers, Inc.

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits: The list of exhibits is set forth in beginning on page II-5 of this Registration Statement and is incorporated herein by reference.

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(b) Financial Statement Schedules: No financial statement schedules are provided because the information called for is not applicable or is shown in the financial statements or notes thereto.

Item 17. Undertakings.

* (h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

* (i) The undersigned registrant hereby undertakes that:

For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by us pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

* Paragraph references correspond to those of Regulation S-K, Item 512.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Houston, State of Texas on September 20, 2010.

KRATON PERFORMANCE POLYMERS, INC.

By: /s/ KEVIN M. FOGARTY
 Its: **President and Chief Executive Officer**

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Name	Title	Date
/s/ KEVIN M. FOGARTY Kevin M. Fogarty	Chief Executive Officer, President and Director (principal executive officer)	September 20, 2010
/s/ STEPHEN E. TREMBLAY Stephen E. Tremblay	Chief Financial Officer (principal financial and accounting officer)	September 20, 2010
* Dan F. Smith	Director	September 20, 2010
* Barry J. Goldstein	Director	September 20, 2010
* Kelvin L. Davis	Director	September 20, 2010
* Michael G. MacDougall	Director	September 20, 2010
* Nathan H. Wright	Director	September 20, 2010

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Name	Title	Date
*	Director	September 20, 2010
Timothy J. Walsh		
*	Director	September 20, 2010
Kevin G. O'Brien		
*	Director	September 20, 2010
Steven J. Demetriou		
*	Director	September 20, 2010
Richard C. Brown		
*	Director	September 20, 2010
Karen A. Twitchell		

*By: /s/ KEVIN M. FOGARTY
Kevin M. Fogarty, as Attorney-in-Fact

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EXHIBIT INDEX

Exhibit No	Description of Exhibits
1.1	Form of Underwriting Agreement
2.1	Amended and Restated Agreement and Plan of Merger dated November 5, 2003, among Ripplewood Chemical Holding LLC, Kraton Polymers LLC, Polymer Holdings LLC and Polymer Acquisition LLC (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 2.1 to Amendment No. 2 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on July 15, 2005)
3.1	Certificate of Incorporation of Kraton Performance Polymers, Inc.
3.2	Bylaws of Kraton Performance Polymers, Inc.
4.1	Specimen Stock Certificate of Kraton Performance Polymers, Inc.'s Common Stock, par value \$0.01 per share (incorporated by reference to Exhibit 4.1 to Amendment No. 4 to Kraton Performance Polymers, Inc.'s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
4.2	Reference is made to Exhibits 3.1 and 3.2
4.3	Indenture dated as of November 2, 2004, among Polymer Holdings LLC, Polymer Holdings Capital Corporation, and Wells Fargo Bank, N.A., as trustee, relating to the 12.000% Senior Discount Notes due 2014 (incorporated by reference to Exhibit 4.1 to Polymer Holdings LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
4.4	First Supplemental Indenture dated May 9, 2006, among Polymer Holdings LLC, Polymer Holdings Capital Corporation and Wells Fargo Bank, N.A., as trustee, relating to the 12.000% Senior Discount Notes due 2014 (incorporated by reference to Exhibit 4.1 to Polymer Holdings LLC's Quarterly Report on Form 10-Q filed with the SEC on May 15, 2006)
4.5	Indenture dated as of December 23, 2003, among Kraton Polymers LLC, Kraton Polymers Capital Corporation, the Guarantors named therein and Wells Fargo Bank Minnesota, N.A., as trustee, relating to the 8.125% Senior Subordinated Notes due 2014 (incorporated by reference to Exhibit 4.1 to Kraton Polymer LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
4.6	Form of 8.125% Senior Subordinated Notes due 2014 of Kraton Polymers LLC and Kraton Polymers Capital Corporation (incorporated by reference to Exhibit A1 to the Indenture filed as Exhibit 4.1 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
4.7	Pledge and Security Agreement dated December 23, 2003, among Kraton Polymers LLC, Polymer Holdings LLC, Kraton Polymers Capital Corporation, Elastomers Holdings LLC, Kraton Polymers U.S. LLC, as Grantors and UBS AG, Stamford Branch, as Collateral Agent (incorporated by reference to Exhibit 4.4 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
4.8	Credit and Guaranty Agreement dated December 23, 2003, among Kraton Polymers LLC, as Borrower, Polymer Holdings LLC, certain subsidiaries of Kraton Polymers LLC, as Guarantors, various lenders, Goldman Sachs Credit Partners L.P. and UBS Securities LLC, as Lead Arrangers, Goldman Sachs Credit Partners L.P., as Syndication Agent, UBS AG, Stamford Branch, as Administrative Agent and Collateral Agent and Morgan Stanley Senior Funding Inc., Credit Suisse First Boston, acting through its Cayman Islands Branch and General Electric Capital Corporation, as Documentation Agents (incorporated by reference to Exhibit 4.5(a) to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)

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Exhibit No	Description of Exhibits
4.9	Amendment No. 1 to the Credit and Guaranty Agreement dated as of March 4, 2004 (incorporated by reference to Exhibit 4.5(b) to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
4.10	Amendment No. 2 to the Credit and Guaranty Agreement dated as of October 21, 2004 (incorporated by reference to Exhibit 4.5(c) to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
4.11	Amendment No. 3 to the Credit and Guaranty Agreement dated as of February 16, 2006 (incorporated by reference to Exhibit 10.1 to Kraton Polymers LLC's Quarterly Report on Form 10-Q filed with the SEC on May 15, 2006)
4.12	Amendment No. 4 to the Credit and Guaranty Agreement dated as of May 12, 2006 (incorporated by reference to Exhibit 10.3 to Kraton Polymers LLC's Quarterly Report on Form 10-Q filed with the SEC on May 15, 2006)
4.13	Amendment No. 5 to the Credit and Guaranty Agreement dated as of December 15, 2006 (incorporated by reference to Exhibit 10.1 to Kraton Polymers LLC's Current Report on Form 8-K filed with the SEC on December 21, 2006)
4.14	Amendment No. 6 to the Credit and Guaranty Agreement dated as of October 20, 2009 (incorporated by reference to Exhibit 99.1 to Kraton Polymers LLC's Current Report on Form 8-K filed with the SEC on October 22, 2009)
4.15	Amendment No. 7 to the Credit and Guaranty Agreement dated as of November 30, 2009 (incorporated by reference to Exhibit 99.1 to Kraton Polymers LLC's Current Report on Form 8-K filed with the SEC on November 30, 2009)
4.16	Joinder Agreement dated June 7, 2006, among Amegy Bank National Association as Lender, Kraton Polymers LLC as Borrower, the Guarantors and the UBS AG, Stamford Branch as Administrative Agent (incorporated by reference to Exhibit 10.1 to Kraton Polymers LLC's Current Report on Form 8-K filed with the SEC on June 7, 2006)
4.17	Form of Amended and Restated Registration Rights and Shareholders' Agreement, (incorporated by reference to Exhibit 4.17 to Amendment No. 4 to Kraton Performance Polymers, Inc.'s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
5.1	Opinion of Cleary Gottlieb Steen & Hamilton LLP
10.1	Employment Agreement dated April 12, 2004, between Richard A. Ott and Kraton Polymers LLC (incorporated by reference to Exhibit 10.20 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.2	Amendment No. 2 to the Employment Agreement dated April 9, 2007, between Richard A. Ott and Kraton Polymers LLC (incorporated by reference to Exhibit 10.5(a) to Kraton Polymers LLC's Annual Report on Form 10-K filed with the SEC on April 12, 2007)
10.3	Profits Unit Award Agreement dated September 10, 2004, between Richard A. Ott and Kraton Polymers LLC (incorporated by reference to Exhibit 10.22 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.4	Employment Agreement dated March 8, 2004, between David A. Bradley and Kraton Polymers LLC (incorporated by reference to Exhibit 10.26 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.5	Amendment No. 3 to the Employment Agreement dated April 9, 2007, between David A. Bradley and Kraton Polymers LLC (incorporated by reference to Exhibit 10.9(a) to Kraton Polymers LLC's Annual Report on Form 10-K filed with the SEC on April 12, 2007)

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Exhibit No	Description of Exhibits
10.6	Employment Agreement dated as of April 1, 2008, between David A. Bradley and Kraton Polymers LLC (incorporated by reference to Exhibit 10.2 to Kraton Polymers LLC's Current Report on Form 8-K filed with the SEC on April 7, 2008)
10.7	Profits Unit Award Agreement dated September 10, 2004, between David A. Bradley and Kraton Polymers LLC (incorporated by reference to Exhibit 10.28 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.8	Restricted Unit Award Grant Agreement dated September 10, 2004, between David A. Bradley and Kraton Polymers LLC (incorporated by reference to Exhibit 10.29 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.9	Restricted Unit Award Grant Agreement dated as of March 17, 2005, between Kraton Polymers LLC and David A. Bradley (incorporated by reference to Exhibit 10.29(a) to Amendment No. 1 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on June 9, 2005)
10.10	Restricted Unit Award Grant Agreement dated as of June 19, 2008, between Kraton Polymers LLC and David Bradley (incorporated by reference to Exhibit 10.18 to Amendment No. 2 to Kraton Performance Polymers, Inc.'s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.11	Employment Agreement dated November 9, 2005, between Kraton and Kevin M. Fogarty (incorporated by reference to Exhibit 10.3 to Kraton Polymers LLC's Quarterly Report on Form 10-Q filed with the SEC on November 14, 2005)
10.12	Amendment No. 2 to the Employment Agreement dated April 9, 2007, between Kevin M. Fogarty and Kraton Polymers LLC (incorporated by reference to Exhibit 10.16(a) to Kraton Polymers LLC's Annual Report on Form 10-K filed with the SEC on April 12, 2007)
10.13	Employment Agreement dated April 1, 2008, between Kevin M. Fogarty and Kraton Polymers LLC (incorporated by reference to Exhibit 10.1 to Kraton Polymers LLC's Current Report on Form 8-K filed with the SEC on April 7, 2008)
10.14	Notional Unit Award Grant Agreement dated July 15, 2005, between Kevin M. Fogarty and Kraton Polymers LLC (incorporated by reference to Exhibit 10.56 to Amendment No. 3 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on August 30, 2005)
10.15	Amendment No. 1 dated December 18, 2008 to the Notional Unit Award Grant Agreement, between Kevin Fogarty and Kraton Polymers LLC (incorporated by reference to Exhibit 10.23 to Amendment No. 2 to Kraton Performance Polymers, Inc.'s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.16	Profits Unit Award Agreement dated July 15, 2005, between Kevin M. Fogarty and Kraton Management LLC (incorporated by reference to Exhibit 10.58 to Amendment No. 3 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on August 30, 2005)
10.17	Restricted Unit Award Grant Agreement dated as of June 19, 2008, between Kraton Polymers LLC and Kevin M. Fogarty (incorporated by reference to Exhibit 10.25 to Amendment No. 2 to Kraton Performance Polymers, Inc.'s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.18	Employment Agreement dated April 1, 2008, between Stephen E. Tremblay and Kraton Polymers LLC (incorporated by reference to Exhibit 10.3 to Kraton Polymers LLC's Current Report on Form 8-K filed with the SEC on April 7, 2008)
10.19	Employment Agreement dated December 31, 2008, between Lothar Freund and Kraton Polymers LLC (incorporated by reference to Exhibit 10.27 to Amendment No. 2 to Kraton Performance Polymers, Inc.'s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)

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Exhibit No	Description of Exhibits
10.20	Savings Deferred Compensation and Restoration Plan dated December 31, 2008, restated (incorporated by reference to Exhibit 10.28 to Amendment No. 2 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.21	Pension Benefit Restoration Plan dated December 31, 2008, restated (incorporated by reference to Exhibit 10.29 to Amendment No. 3 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 2, 2009)
10.22	Kraton Polymers LLC Executive Deferred Compensation Plan dated December 31, 2008 (incorporated by reference to Exhibit 10.30 to Amendment No. 3 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 2, 2009)
10.23	Summary of the Terms of the 2009 Incentive Compensation Plan (incorporated by reference to Exhibit 10.32 to Amendment No. 2 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.24	TJ Chemical Holdings LLC 2004 Option Plan and Form of Option Grant Agreement (incorporated by reference to Exhibit 10.31 to Kraton Polymers LLC s Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.25	Amendment to TJ Chemical Holdings LLC 2004 Option Plan dated August 18, 2008 (incorporated by reference to Exhibit 10.1 to Kraton Polymers LLC s Quarterly Report on Form 10-Q filed with the SEC on November 12, 2008)
10.26	Form of Amendment No. 2 to the Employment Agreement of Executive Officers (incorporated by reference to Exhibit 10.4 to Kraton Polymers LLC s Current Report on Form 8-K filed with the SEC on December 22, 2006)
10.27	Form of Amendment No. 3 to the Employment Agreement of Executive Officers effective December 31, 2008 (incorporated by reference to Exhibit 10.43 to Amendment No. 2 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.28	Form of Amendment No. 1 to the Profits Unit Award Agreement (incorporated by reference to Exhibit 10.5 to Kraton Polymers LLC s Current Report on Form 8-K filed with the SEC on December 22, 2006)
10.29	Form of Base Salary Reduction Agreement effective April 1, 2009 (incorporated by reference to Exhibit 10.46 to Amendment No. 2 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.30	Amendment No. 2 dated December 8, 2009 to the Notional Unit Award Grant Agreement, between Kevin M. Fogarty and Kraton Polymers LLC (incorporated by reference to Exhibit 10.47 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.31	Polymer Holdings Equity Incentive Plan dated November 30, 2009 (incorporated by reference to Exhibit 10.48 to Amendment No. 3 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 2, 2009)
10.32	Polymer Holdings Cash Incentive Plan dated November 30, 2009 (incorporated by reference to Exhibit 10.49 to Amendment No. 2 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.33	Form of Polymer Holdings Restricted Stock Grant Agreement (incorporated by reference to Exhibit 10.50 to Amendment No. 3 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 2, 2009)

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Exhibit No	Description of Exhibits
10.34	Form of Polymer Holdings Option Grant Agreement (incorporated by reference to Exhibit 10.51 to Amendment No. 3 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 2, 2009)
10.35	Polymer Holdings Executive Deferred Compensation Plan dated November 30, 2009 (incorporated by reference to Exhibit 10.52 to Amendment No. 3 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 2, 2009)
10.36	Amendment to TJ Chemical Option Plan dated November 30, 2009 (incorporated by reference to Exhibit 10.53 to Amendment No. 3 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 2, 2009)
10.37	Amendment No.1 dated December 8, 2009 to the Restricted Unit Award Grant Agreement dated as of June 19, 2008, between Kraton Polymers LLC and Kevin M. Fogarty (incorporated by reference to Exhibit 10.54 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.38	Amendment No.1 dated December 8, 2009 to the Restricted Unit Award Grant Agreement dated as of March 17, 2005, between Kraton Polymers LLC and David A. Bradley (incorporated by reference to Exhibit 10.55 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.39	Amendment dated December 8, 2009 to the Restricted Unit Award Grant Agreement dated as of June 19, 2008, between Kraton Polymers LLC and David A. Bradley (incorporated by reference to Exhibit 10.56 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.40	Amendment dated December 8, 2009 to the Profits Unit Award Agreement dated July 15, 2005, between Kevin M. Fogarty and Kraton Management LLC (incorporated by reference to Exhibit 10.57 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.41	Amendment dated December 8, 2009 to the Profits Unit Award Agreement dated September 10, 2004, between David A. Bradley and Kraton Management LLC (incorporated by reference to Exhibit 10.58 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.42	Amendment dated December 8, 2009 to the Profits Unit Award Agreement dated September 10, 2004, between Richard A. Ott and Kraton Management LLC (incorporated by reference to Exhibit 10.59 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.43	Amended Employment Agreement dated December 8, 2009 between Kevin M. Fogarty and Kraton Polymers LLC (incorporated by reference to Exhibit 10.60 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.44	Amended Employment Agreement dated December 8, 2009, between David A. Bradley and Kraton Polymers LLC (incorporated by reference to Exhibit 10.61 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.45	Amended Employment Agreement dated December 8, 2009, between Richard Ott and Kraton Polymers LLC (incorporated by reference to Exhibit 10.62 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)

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Exhibit No	Description of Exhibits
10.46	Amended Employment Agreement dated December 8, 2009, between Lothar Freund and Kraton Polymers LLC (incorporated by reference to Exhibit 10.63 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.47	Amended Employment Agreement dated December 8, 2009, between Stephen E. Tremblay and Kraton Polymers LLC (incorporated by reference to Exhibit 10.64 to Amendment No. 4 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on December 10, 2009)
10.48	Amended and Restated Employment Agreement dated December 8, 2009, by and between Larry R. Frazier, Polymer Holdings, LLC and Kraton Polymers LLC (incorporated by reference to Exhibit 10.48 to Kraton Performance Polymers, Inc. s Annual Report on Form 10-K filed with the SEC on March 15, 2010)
10.49	Amended and Restated Employment Agreement dated December 8, 2009, by and between Stephen W. Duffy, Polymer Holdings, LLC and Kraton Polymers LLC (incorporated by reference to Exhibit 10.49 to Kraton Performance Polymers, Inc. s Annual Report on Form 10-K filed with the SEC on March 15, 2010)
10.50	First Amended and Restated Site Services, Utilities, Materials and Facilities Agreement dated February 28, 2001, between Shell Chimie S.A. and Kraton Polymers France S.A.S. (Berre) (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.34 to Amendment No. 2 to Kraton Polymers LLC s Registration Statement on Form S-4 filed with the SEC on July 15, 2005)
10.51	Amended and Restated Belpre Facility Sharing and Operating Agreement dated July 1, 1999, among Infineum USA LP, Shell Oil Company and Shell Elastomers LLC (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.38 to Amendment No. 2 to Kraton Polymers LLC s Registration Statement on Form S-4 filed with the SEC on July 15, 2005)
10.52	Amendment No. 1 dated January 23, 2007 to Amended and Restated Belpre Facility Sharing and Operating Agreement (incorporated by reference to Exhibit 10.69 to Amendment No. 2 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.53	Amendment No. 2 dated January 1, 2009 to Amended and Restated Belpre Facility Sharing and Operating Agreement (incorporated by reference to Exhibit 10.70 to Amendment No. 2 to Kraton Performance Polymers, Inc. s Registration Statement on Form S-1 filed with the SEC on November 20, 2009)
10.54	First Amended and Restated Operations and Maintenance Services Agreement dated February 28, 2001, between Kraton Polymers France S.A.S. and Shell Chimie S.A. (Berre) (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.36 to Amendment No. 2 to Kraton Polymers LLC s Registration Statement on Form S-4 filed with the SEC on July 15, 2005)
10.55	Production Agreement dated March 31, 2000, between Elenac GmbH and Kraton Polymers GmbH (Wesseling) (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.37 to Amendment No. 2 to Kraton Polymers LLC s Registration Statement on Form S-4 filed with the SEC on July 15, 2005)
10.56	1,3-Butadiene Agreement dated December 1, 1999, between Deutsche Shell Chemie GmbH and MWW Achtundzwanzigste Vermoögensverwaltungs GmbH (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.44 to Amendment No. 2 to Kraton Polymers LLC s Registration Statement on Form S-4 filed with the SEC on July 15, 2005)

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Exhibit No	Description of Exhibits
10.57	Agreement dated February 28, 2001, between Shell Nederland Chemie B.V. and Kraton Polymers Nederland B.V. for the supply of Isoprene Monomer (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.46 to Amendment No. 2 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on July 15, 2005)
10.58	Letter Amendment No. 2 (and by reference Amendment No. 1) to the Agreement dated February 28, 2001, between Shell Nederland Chemie B.V. and Kraton Polymers Nederland B.V. for the supply of Isoprene Monomer, dated December 10, 2007, between Shell Chemicals Europe B.V. and Kraton Polymers Nederland P.V. (incorporated by reference to Exhibit 10.39(a) to Kraton Polymers LLC's Annual Report on Form 10-K filed with the SEC on March 31, 2008)
10.59	Manufacturing Facility Lease dated August 24, 2000, between Shell Chemie and Kravis (Berre-Kraton D) (incorporated by reference to Exhibit 10.47 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.60	Manufacturing Facility Lease dated August 24, 2000, between Shell Chimie and Kraton Polymers France SAS (Berre-Kraton G) (incorporated by reference to Exhibit 10.48 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.61	Business Lease dated March 31, 2000, between Elenac GmbH and Kraton Polymers GmbH (Wesseling) (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.49 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.62	Amendment to the Business Lease dated March 31, 2000, between Bassell Polyolefine GmbH (previously Elenac GmbH) and Kraton Polymers GmbH (incorporated by reference to Exhibit 10.49(a) to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on April 1, 2005)
10.63	Contribution Agreement dated February 28, 2001, between Shell Oil Company and Shell Elastomers (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.50 to Amendment No. 2 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on July 15, 2005)
10.64	Contribution Agreement dated February 28, 2001, between Shell Internationale Research Maatschappij B.V. and Kraton Polymers Research B.V. (portions of this exhibit have been omitted pursuant to a request for confidential treatment) (incorporated by reference to Exhibit 10.51 to Amendment No. 2 to Kraton Polymers LLC's Registration Statement on Form S-4 filed with the SEC on July 15, 2005)
10.65	Agreement for Adjustment and Termination of Services under Kraton/SNC SUMFs and OMS Agreements at Pernis dated as of June 28, 2007 by and among Shell Nederland Chemie B.V. and Kraton Polymers Nederland B.V. (incorporated by reference to Exhibit 10.1 to Kraton Polymers LLC's Quarterly Report on Form 10-Q filed with the SEC on November 14, 2007)
10.66	Amendment to Outstanding Option Grant Agreements (incorporated by reference to Exhibit 10.92 to Amendment No. 3 to Kraton Performance Polymers, Inc.'s Registration Statement on Form S-1 filed with the SEC on December 2, 2009)
10.67	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to Kraton Performance Polymers Inc.'s Current Report on Form 8-K filed with SEC on June 2, 2010)
21.1	List of Significant Subsidiaries (incorporated by reference to Exhibit 21.1 to Amendment No. 5 to Kraton Performance Polymers, Inc.'s Registration Statement on Form S-1 filed with the SEC on December 14, 2009)

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Exhibit No	Description of Exhibits
23.1	Consent of Cleary Gottlieb Steen & Hamilton LLP (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Powers of Attorney (included on signature page)

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