

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

FORM U-57/A

NOTIFICATION OF FOREIGN UTILITY COMPANY STATUS

Filed under section 33(a) of the
Public Utility Holding Company Act of 1935, as amended

EUROGEN C.V.

(Name of foreign utility company)

by

HUNTSMAN INTERNATIONAL LLC
(Name of filing company)

500 Huntsman Way
Salt Lake City, Utah 84108

Huntsman International LLC hereby amends and restates in its entirety the U-57 form filed on behalf of Eurogen C.V. on June 29, 1999 as follows:

Huntsman International LLC, a Delaware limited liability company ("Huntsman"), hereby files with the Securities and Exchange Commission (the "Commission") pursuant to Section 33 of the Public Utility Holding Company Act of 1935, as amended (the "Act"), this Form U-57 for the purpose of notifying the Commission that Eurogen C.V. ("Eurogen"), a commanditaire vennootschap (limited partnership) formed in The Netherlands, is a "foreign utility company" ("FUCO") within the meaning of Section 33 of the Act, and hereby claims for Eurogen the status as a FUCO under the Act.

Eurogen does not derive and will not derive any part of its income, directly or indirectly, from the generation, transmission or distribution of electric energy for sale (or the distribution at retail of natural or manufactured gas for heat, light or power) within the United States. Neither Eurogen nor any of its subsidiary companies is or will be a public utility operating within the United States.

ITEM 1

State the name of the entity claiming foreign utility company status, its business address, and a description of the facilities used for the generation, transmission and distribution of electric energy for sale or for the distribution at retail of natural or manufactured gas. To the extent known, identify each person that holds five percent (5%) or more of any class of voting securities of the foreign utility company and describe the amount and nature of the interest.

Name and Business Address:

Eurogen C.V.
Merseyweg 10

3197 KG Botlek Rotterdam
The Netherlands

Description of Facilities:

Eurogen was formed to own and operate a cogeneration facility (the "Project"), located in Botlek Rotterdam, The Netherlands. The Project includes two 38 megawatt gas-fired type GE, Frame 6 turbines. The Project also includes one 4.5 megawatt steam-fired turbine. There are no distribution assets.

Ownership:

Eurogen is a limited partnership formed under the laws of the Netherlands. Eurogen's current owners and their partnership interests in Eurogen are as follows:

- o Loofbeen B.V., a private limited liability company formed in the Netherlands - 44.75% limited partnership interest. Loofbeen B.V. is a direct subsidiary of Air Liquide Industrie B.V.
- o GEB Warmtekracht B.V., a private limited liability company formed in the Netherlands - 44.75% limited partnership interest. GEB Warmtekracht is a direct subsidiary of N.V. Eneco.
- o Lyondell Chemie Utilities B.V., a private limited liability company formed in the Netherlands - 4.75% limited partnership interest. Lyondell Chemie Utilities B.V. is a direct subsidiary of Lyondell Chemical Nederland Ltd.
- o Huntsman Holland Iota B.V., a private limited liability company formed in the Netherlands - 4.75% limited partnership interest. Huntsman Holland Iota B.V. is a direct subsidiary of Huntsman Holland B.V., which is a direct subsidiary of Huntsman Investments (Netherlands) B.V., which is a direct subsidiary of Huntsman (UK) Limited, which is a direct subsidiary of Huntsman (Holdings) UK, which is a direct subsidiary of Tioxide Group, which is a direct subsidiary of Huntsman International LLC.
- o Steamelec B.V., a private limited liability company formed in the Netherlands - 1% limited partnership interest. Lyondell Chemie Nederland B.V., Huntsman Holland B.V., Air Liquide Nederland B.V. and N.V. Eneco each own 25% of Steamelec B.V.

ITEM 2

State the name of any domestic associate public-utility company and, if applicable, its holding company, and a description of the relationship between the foreign utility company and such company, and the purchase price paid by any such domestic associate public-utility company for its interest in the foreign utility company.

There are no domestic associate public utility companies of Eurogen.

The Commission is requested to mail copies of all correspondence relating to this Notification to:

Robert B. Lence, Esq.
Huntsman International LLC
Executive Vice President, General
Counsel and Secretary
500 Huntsman Way
Salt Lake City, Utah 84108

Paul Silverman
Skadden, Arps, Slate, Meagher & Flom LLP
1440 New York Ave. NW
Washington, D.C. 20005

SIGNATURE

The undersigned company has duly caused this statement to be signed
on its behalf by the undersigned officer thereunto duly authorized.

HUNTSMAN INTERNATIONAL LLC

By: /s/ Samuel D. Scruggs

Name: Samuel D. Scruggs
Title: Treasurer

Date: December 18, 2001