

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

MRD 9-30-99

1. Name of conveying party(ies):
 Lyondell-Citgo Refining Company Ltd.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other a Texas limited liability company

Additional name(s) of conveying party(ies) attached? Yes No

MRD
9-30-99

2. Name and address of receiving party(ies):
 Name: Lyondell-Citgo Refining LP
 P.O. Box 2451
 Internal Address: Houston, TX 77252-2451
 Street Address: 12000 Lawndale
 City Houston State TX ZIP 77017

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Conversion

Execution Date: December 31, 1999
 10-01-1999



101159689

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Delaware
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,797,191

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Robert E. Lee, Jr.
 Name: c/o Vickie Thomas
 Internal Address: Lyondell Chemical Company
 Street Address: 1221 McKinney, Suite 1600
 City: Houston State: TX ZIP 77010

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
 12-2495
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alec H. Horn

Alec H. Horn
Signature

9-27-99
Date

Name of Person Signing
 Registration No. 29,544
 10/01/1999 MTHA11 00000245 122495 1797191

01 FC:481 40.00 CH

Total number of pages comprising cover sheet: 6



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF CONVERSION

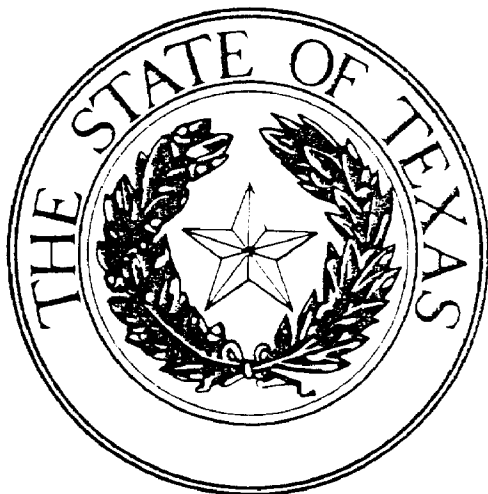
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

LYONDELL-CITGO REFINING COMPANY LTD.
a Texas limited liability company
converting it to
LYONDELL-CITGO REFINING LP
a Delaware no permit entity

have been received in this office and found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Conversion.

Filed: DECEMBER 31 1998

Effective: DECEMBER 31 1998 4:00 PM



Alberto R. Gonzales

Secretary of State

REEL: 001967 FRAME: 0726

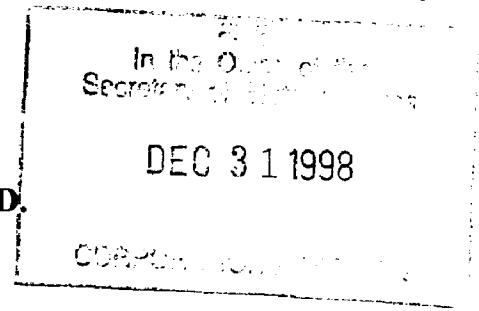
ARTICLES OF CONVERSION

converting

LYONDELL-CITGO REFINING COMPANY LTD.
(a Texas limited liability corporation)

into

LYONDELL-CITGO REFINING LP
(a Delaware limited partnership)



The undersigned officer of LYONDELL-CITGO Refining Company Ltd., a Texas limited liability company (the "Converting Entity") does hereby file the following Articles of Conversion under Article 10.09 of the Texas Limited Liability Company Act (the "Act") for the purpose of converting into LYONDELL-CITGO Refining LP (a Delaware limited partnership) (the "Converted Entity").

1. The Plan of Conversion (the "Plan") is attached hereto at Exhibit A.
2. The approval of the Plan was duly authorized by all action required under the Act and by the Converting Entity's constituent documents.
3. The Converted Entity shall be responsible for the payment of all fees and franchise taxes as required by law to be paid by the Converting Entity and the Converted Entity will be obligated to pay such fees and franchise taxes if the same are not timely paid.
4. The Conversion shall be effective as of 4:00 p.m. (Central time), December 31, 1998.

EXECUTED this 31st day of December.

LYONDELL-CITGO REFINING COMPANY LTD.

Handwritten signature
 By: Jose L. Rodriguez
 Name: Jose L. Rodriguez
 Title: Vice President

PLAN OF CONVERSION

converting

**LYONDELL-CITGO REFINING COMPANY LTD.
(a Texas limited liability company)**

into

**LYONDELL-CITGO REFINING LP
(a Delaware limited partnership)**

This Plan of Conversion ("Plan") is agreed to and entered into as of this 31st day of December, 1998 by LYONDELL-CITGO REFINING COMPANY LTD. (a Texas limited liability company) pursuant to Article 10.08 of the Texas Limited Liability Company Act and Section 17-217 of the Delaware Revised Uniform Limited Partnership Act.

ARTICLE I

NAMES OF THE CONVERTING ENTITY AND THE CONVERTED ENTITY

The name of the converting entity is LYONDELL-CITGO Refining Company Ltd. (a Texas limited liability company) (the "Converting Entity"). The name of the converted entity is LYONDELL-CITGO Refining LP (a Delaware limited partnership) (the "Converted Entity").

ARTICLE II

CONTINUATION OF EXISTENCE

The Converting Entity is continuing its existence in the organizational form of the Converted Entity.

ARTICLE III

CONVERTED ENTITY

The Converted Entity will be a limited partnership formed under the laws of the State of Delaware.

ARTICLE IV

MANNER AND BASIS OF CONVERTING INTEREST

As of the effective time of the conversion, the membership interests previously owned by the Members of the Converting Entity will be converted into partnership interests in the Converted Entity as set forth below:

<u>Member</u>	<u>Member Interest</u>	<u>Partnership Interest</u>
Lyondell Refining Company	10.10% member interest	1.00% general partner interest 9.10% limited partner interest
Lyondell Refining LP, LLC	48.65% member interest	48.65% limited partner interest
CITGO Refining Investment Company	40.25% member interest	40.25% limited partner interest
CITGO Gulf Coast Refining, Inc.	1.00% member interest	1.00% general partner interest

ARTICLE V

EFFECTIVE TIME

The effective time of the Conversion will be 4:00 p.m. (Central time), December 31, 1998.

IN WITNESS WHEREOF, this Plan is dated as of the date first set forth above.

LYONDELL-CITGO REFINING COMPANY
LTD., a Texas limited liability company

By: Jose L. Rodriguez
Name: Jose L. Rodriguez
Title: Vice President