

10-25-2000



IEET

Attorney Docket No.: 1426-318

To the United States Patent and Trademark

101492342

and the attached original documents or copy thereof.

1. Name of conveying party(ies):

Lyondell Chemical Worldwide, Inc.

MLD
10-25-00

2. Name and address of receiving party(ies):

Lyondell Chemical Company
1221 McKinney Street
Houston, TX 77010

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

If Assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment.)

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other: Cert. of Ownership & Merger

Execution Date: December 16, 1999

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4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

75/181,244

B. Trademark Registration No.(s):

1,551,540	2,004,970
1,825,692	2,220,683
1,987,420	2,261,299

5. Name and address of party to whom correspondence document should be mailed:

STANLEY C. MACEL, III, ESQ.
CONNOLLY BOVE LODGE & HUTZ LLP
P. O. Box 2207
1220 Market Street
Wilmington, DE 19899
Telephone: (302) 658-9141
Facsimile: (302) 658-5614

6. Total number of applications and registrations involved: [4]

7. Total fee (37 CFR 3.41) Cal. 1 x \$40.00 = \$ **40.00**
6 x \$25.00 = \$ **150.00**

- Fee enclosed.
- Authorized to be charged to Deposit Account.

8. Deposit Account number: 03-2775
(for any additional fees required)

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.

Stanley C. Macel, III
Name of Person Signing

Stanley C. Macel, III
Signature

October 24, 2000
Date

Total number of pages including cover sheet, attachments and document: 17

State of Delaware

PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"LYONDELL CHEMICAL WORLDWIDE, INC." A DELAWARE CORPORATION, WITH AND INTO "LYONDELL CHEMICAL COMPANY" UNDER THE NAME OF "LYONDELL CHEMICAL COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1999, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
 Edward J. Freel, Secretary of State

2075914 8100M

991561964

AUTHENTICATION: 0167668

DATE: 12-28-99

TRADEMARK
 REEL: 002137 FRAME: 0923

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****LYONDELL CHEMICAL WORLDWIDE, INC.****INTO****LYONDELL CHEMICAL COMPANY**

LYONDELL CHEMICAL COMPANY, a corporation organized and existing under the laws of Delaware (the "Company"), does hereby certify:

FIRST: That the Company was incorporated on the 15th day of November, 1985, pursuant to the General Corporation Law of the State of Delaware;

SECOND: The Company is the legal and beneficial owner of all of the outstanding shares of Common Stock, par value \$01 per share ("LCW Common Stock"), of Lyondell Chemical Worldwide, Inc., a Delaware corporation ("LCW");

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted on December 2, 1999, determined to merge into itself LCW and thereby assume all of the liabilities and obligations of LCW:

WHEREAS, the Company is the legal and beneficial owner of all of the outstanding shares of Common Stock, par value \$01 per share ("LCW Common Stock"), of Lyondell Chemical Worldwide, Inc., a Delaware corporation ("LCW");

WHEREAS, said LCW Common Stock is the only issued and outstanding class of stock of LCW;

WHEREAS, the Company desires to merge into itself LCW pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL");

NOW, THEREFORE, BE IT

RESOLVED, that pursuant to the provisions of Section 253 of the DGCL, the Company shall merge (the "Merger") into itself LCW, and assume all of the liabilities and obligations of LCW; and be it further

RESOLVED, that the Merger shall become effective on or about December 31, 1999 and following the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Certificate of Merger"), provided that, at any time prior to the time that the Certificate of Merger becomes effective, the Board of Directors of the Company may terminate the Certificate of Merger; and be it further

RESOLVED, that the President and Chief Executive Officer or any Vice President of the Company is authorized to make and execute the Certificate of Merger setting forth a copy of these resolutions, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of Delaware and a certified copy recorded in the office of the Recorder of deeds in the appropriate county or counties in Delaware; and be it further

RESOLVED, that the officers of the Company are authorized to execute, deliver, file and record such documents, deeds, certificates and other instruments, in the name and on behalf of the Company, and to take all such further action to carry out and effect the Merger and the changes of ownership effected thereby as they shall consider necessary, desirable or appropriate.

FOURTH: The merger shall be effective as of 11:59pm on December 31, 1999.

FIFTH: That anything herein or elsewhere to the contrary notwithstanding, the merger may be amended or terminated and abandoned by the Board of Directors of the Company at any time prior to the date of filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, Lyondell Chemical Company has caused this certificate to be signed by Gerald A. O'Brien, its Vice President, this 16th day of December, 1999.

LYONDELL CHEMICAL COMPANY

By: Gerald A. O'Brien, Vice President LCW
Gerald A. O'Brien
Vice President