

12-08-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101543849

11-16-00

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12/31/98

Name

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002191 FRAME: 0407

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(972) 606-5224

Name

Robert E. Lee, Jr., c/o Vickie Thomas

Address (line 1)

Lyondell Chemical Company

Address (line 2)

1221 McKinney, Suite 1600

Address (line 3)

Houston, TX 77010

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

5

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

1,863,020	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

12-2495

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Vickie Thomas

Vickie Thomas

11-13-00

Name of Person Signing

Signature

Date Signed



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

TRADEMARK

REEL: 002191 FRAME: 0409

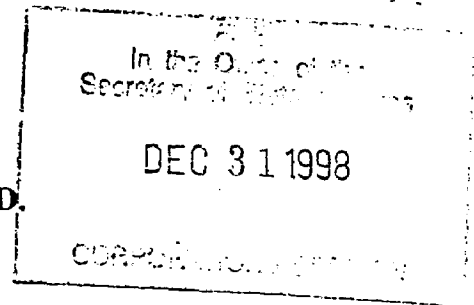
ARTICLES OF CONVERSION

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.

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