

12-12-2002



Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Texas Petrochemicals Corporation

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Conversion
- Merger
- Change of Name

Execution Date: 06/30/02

2. Name and address of receiving party(ies)

Name: Texas Petrochemicals LP

Internal Address: _____

Street Address: Three Riverway, Suite 1500

City: Houston State: TX Zip: 77056

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations 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) 2,371,431;

2,218,371; 2,208,440; 1,803,456

Additional number(s) attached Yes No

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

Name: Ben D. Tobor

Internal Address: 082203.006008

Bracewell & Patterson, L.L.P.

Street Address: P.O. Box 61389

City: Houston State: TX Zip: 77208-1389

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Ben D. Tobor
Name of Person Signing

[Signature]
Signature

12/2/02
Date

Total number of pages including cover sheet, attachments, and document: 8

12/11/2002 LHMUELLER 00000113 2371431

01 FC:8521
02 FC:8522

40.00 OP
75.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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Office of the Secretary of State

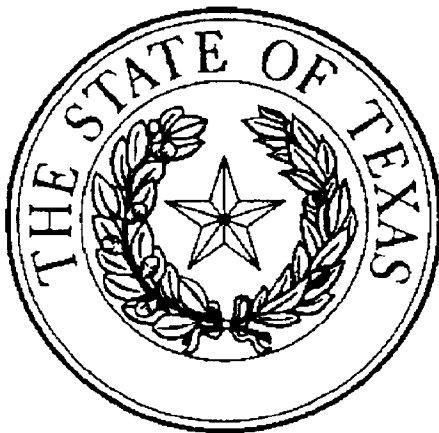
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

TEXAS PETROCHEMICALS LP
Filing Number: 13675910

Articles Of Conversion

June 30, 2000

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on November 19, 2002.



A handwritten signature in cursive script that reads "Gwyn Shea".

Gwyn Shea
Secretary of State

**ARTICLES OF CONVERSION
OF
TEXAS PETROCHEMICALS CORPORATION
INTO
TEXAS PETROCHEMICALS LP**

**FILED
In the Office of the
Secretary of State of Texas**

JUN 30 2000

Corporations Section

Pursuant to the provisions of Article 5 17 of the Texas Business Corporation Act and Section 2 15 of the Texas Revised Limited Partnership Act, Texas Petrochemicals Corporation, a Texas corporation, hereby certifies that the following Articles of Conversion have been adopted for the purpose of effecting a conversion in accordance with the provisions of the Texas Business Corporation Act and the Texas Revised Limited Partnership Act

- 1 A Plan of Conversion (the "Plan") was approved and adopted in the manner prescribed by Article 5 03 of the Texas Business Corporation Act as if the conversion were a merger to which the Converting Entity was a party and not the survivor. The Plan provides for the conversion of Texas Petrochemicals Corporation, a Texas corporation (the "Converting Entity"), into Texas Petrochemicals LP, a Texas limited partnership (the "Converted Entity").
- 2 An executed Plan is currently on file at the principal place of business of the Converting Entity, which is located at Three Riverway, Suite 1500, Houston, Texas 77056. An executed Plan will be on file, from and after the conversion, at the principal place of business of the Converted Entity, which will be located at Three Riverway, Suite 1500, Houston, Texas 77056.
- 3 A copy of the Plan will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion) on written request and without cost, to any shareholder of the Converting Entity or any partner of the Converted Entity.
- 4 The number of outstanding shares of capital stock of the Converting Entity entitled to vote on the Plan was 4,162,000 shares of common stock, \$1 00 par value per share.
- 5 The holders of all of such outstanding shares of common stock of the Converting Entity have executed and delivered to the Converting Entity a consent in writing approving the Plan in accordance with the provisions of Article 9 10(A) of the Texas Business Corporation Act.
- 6 The Converted Entity will be liable for payment of all fees and franchise taxes of the Converting Entity and will be obligated to pay such fees and franchise taxes if the same are not timely paid.
- 7 Two copies of the Certificate of Limited Partnership of the Converted Entity (a copy of which is attached hereto as Exhibit A) which is to be created pursuant to the Plan are being filed with the Secretary of State with the Articles of Conversion.
- 8 The conversion shall be effective at 11 59 p m , Houston, Texas time, on June 30, 2000, and the Plan so provides.

(The signature page follows)

**TRADEMARK
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Dated this 30th day of June, 2000

TEXAS PETROCHEMICALS CORPORATION

By Stephen R. Wright
Name: Stephen R. Wright
Title Vice President

EXHIBIT A

CERTIFICATE OF LIMITED PARTNERSHIP
OF
TEXAS PETROCHEMICALS LP

LONGBK\082203\000030
HOUSTON\1133722 2

EXHIBIT A

CERTIFICATE OF LIMITED PARTNERSHIP OF TEXAS PETROCHEMICALS LP

1 The name of the limited partnership is Texas Petrochemicals LP

2 The address of the registered officer and the registered agent in Texas is

1021 Main Street, Suite 1150
Houston, Texas 77002

3 The name of its registered agent in Texas at such address is CT Corporation System

4 The address of the principal office where records that are required to be kept will be kept or made available is

Three Riverway, Suite 1500
Houston, Texas 77056

5 The name, the mailing address, and the street address of the business of each general partner is as follows

NAME	MAILING ADDRESS	STREET ADDRESS
TPC Holding Corp	Three Riverway, Suite 1500 Houston, Texas 77056	Three Riverway, Suite 1500 Houston, Texas 77056

6 The limited partnership is being formed pursuant to a Plan of Conversion under Section 2.15 of the Texas Revised Limited Partnership Act and Section 5.17 of the Texas Business Corporation Act. The effective time of the conversion will be 11:59 p.m., Houston, Texas time, on June 30, 2000.

7 The converting entity is a Texas corporation formed on December 20, 1973. The name, mailing address, and street address of the converting entity is as follows:

NAME	MAILING ADDRESS	STREET ADDRESS
Texas Petrochemicals Corporation	Three Riverway, Suite 1500 Houston, Texas 77056	Three Riverway, Suite 1500 Houston, Texas 77056

(The signature page follows)

Date signed June 30, 2000

TPC Holding Corp., General Partner

By *Stephen R. Wright*
Name Stephen R. Wright
Title Vice President



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS

CAROLE KEETON RYLANDER • COMPTROLLER • AUSTIN, TEXAS 78774

June 28, 2000

TEXAS PETROCHEMICALS CORPORATION
8600 PARK PLACE BLVD
HOUSTON, TX 77017-2599

CERTIFICATE OF ACCOUNT STATUS

THE STATE OF TEXAS
COUNTY OF TRAVIS

I, Carole Keeton Rylander, Comptroller of Public Accounts of the State of Texas, DO HEREBY CERTIFY that according to the records of this office

TEXAS PETROCHEMICALS CORPORATION

is, as of this date, in good standing with this office for the purpose of merger, withdrawal, conversion when the converting entity will no longer be subject to the franchise tax filing provisions, dissolution under Article 6.01 of the Texas Business Corporation Act, or dissolution under Article 6.08 of the Texas Limited Liability Company Act, having filed the required franchise tax reports and having paid the franchise tax computed to be due through December 31, 2000

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the City of
Austin, this 28th day of
June, 2000 A D

CAROLE KEETON RYLANDER
Comptroller of Public Accounts

Taxpayer number 1-74-1778313-5

File number. 00335221-00

05-329

RECORDED: 12/07/2002

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