

Docket No: 23727-001

Form PTO-1594 (Rev. 06/04)  
OMB Collection 0651-0027 (exp. 6/30/2005)

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

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies)/Execution Date(s):**

Lyondell-Citgo Refining Company Ltd.

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

Other a Texas Limited Liability Company

Citizenship (see guidelines) \_\_\_\_\_

Execution Date(s) December 31, 1998

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance:**

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

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

Additional names, addresses, or citizenship attached?  Yes  No

Name: Lyondell-Citgo Refining LP

Internal Address: \_\_\_\_\_

Street Address: 12000 Lawndale

City: Houston

State: Texas

Country: U.S. Zip: 77017

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship \_\_\_\_\_  
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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s) \_\_\_\_\_

B. Trademark Registration No.(s) \_\_\_\_\_

408,869

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

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

Name: Vickie Thomas

Internal Address: Lyondell Chemical Company

Street Address: 1221 McKinney, Suite 1600

City: Houston

State: Texas Zip: 77010

Phone Number: (713) 652-4584

Fax Number: (713) 309-2670

Email Address: Vickie.Thomas@Lyondell.com

**6. Total number of applications and registrations involved:**

1

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 12-2493  
Authorized User Name Vickie Thomas

9. Signature: *Vickie Thomas*

Signature

July 21, 2004

Date

Vickie Thomas

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 122493 0408869



# The State of Texas

SECRETARY OF STATE

## CERTIFICATE OF CONVERSION

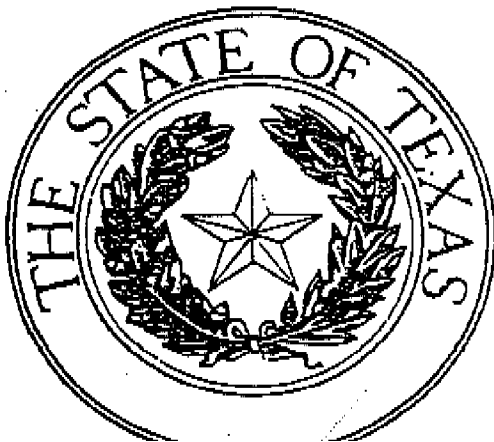
The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Conversion of

**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**



*[Handwritten Signature]*  
TRADEMARK

ARTICLES OF CONVERSION

converting

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

In the Office of the  
Secretary of State  
DEC 31 1998  
CORPORATION DIVISION

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

**EXHIBIT A**

**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 31<sup>st</sup> 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