

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lyondell-Citgo Refining Company Ltd.		12/31/1998	LIMITED LIABILITY COMPANY: TEXAS

RECEIVING PARTY DATA

Name:	Lyondell-Citgo Refining LP
Street Address:	12000 Lawndale
City:	Houston
State/Country:	TEXAS
Postal Code:	77251-2451
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	78669254	QUENCHOL
Serial Number:	73721817	TUFFLO
Serial Number:	73532865	EMULSIPLEX
Serial Number:	72383689	TUL-KUT
Serial Number:	72222452	IDEAL
Serial Number:	72221526	TUFFLO
Serial Number:	72018027	TRANSKUT
Serial Number:	71484186	HONOL
Serial Number:	71239058	RUST-O-LENE
Serial Number:	71239054	CRYSTEX
Serial Number:	71104782	AUTOKUT

CORRESPONDENCE DATA

Fax Number: (918)591-5360

900033602

**TRADEMARK
 REEL: 003172 FRAME: 0207**

CH \$290.00 78669254

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (918) 582-1211
Email: rlblue@dsga.com
Correspondent Name: Rachel Blue, Esq.
Address Line 1: 320 South Boston Avenue
Address Line 2: Suite 500
Address Line 4: Tulsa, OKLAHOMA 74103-3725

ATTORNEY DOCKET NUMBER:	CIT350.21085
NAME OF SUBMITTER:	Rachel Blue
Signature:	/rachelblue/
Date:	10/07/2005

Total Attachments: 11

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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

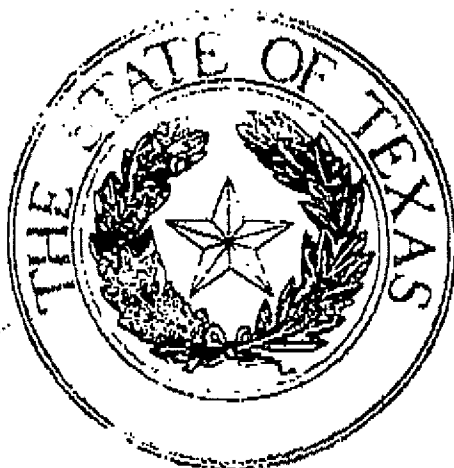
LYONDELL-CITGO REFINING LP

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

EXHIBIT "B" *Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A TEXAS LIMITED LIABILITY COMPANY TO A DELAWARE LIMITED LIABILITY PARTNERSHIP OF "LYONDELL-CITGO REFINING COMPANY LTD.", CHANGING ITS NAME FROM "LYONDELL-CITGO REFINING COMPANY LTD." TO "LYONDELL-CITGO REFINING LP" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 4:01 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2987782 8100V

991000813

AUTHENTICATION: 9500784

DATE: 01-04-99

TRADEMARK
REEL: 003172 FRAME: 0210

CERTIFICATE OF CONVERSION TO LIMITED PARTNERSHIP

OF LYONDELL-CITGO REFINING COMPANY LTD.

TO LYONDELL-CITGO REFINING LP

This Certificate of Conversion to Limited Partnership has been duly executed and is being filed by Lyondell Refining Company, a Delaware corporation, and CITGO Gulf Coast Refining, Inc., a Delaware corporation, as general partners, to convert LYONDELL-CITGO Refining Company Ltd., a Texas limited liability company (the "Other Entity"), to LYONDELL-CITGO Refining LP, a Delaware limited partnership (the "Limited Partnership"), under the Delaware Revised Uniform Limited Partnership Act.

1. The Other Entity was first formed on January 1, 1993. The jurisdiction of the Other Entity at the time it was first formed was Texas.
2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Limited Partnership was LYONDELL-CITGO Refining Company Ltd.
3. The name of the Limited Partnership as set forth in its Certificate of Limited Partnership is LYONDELL-CITGO Refining LP.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion, which shall become effective at 5:00 a.m., (Eastern time) on December 31, 1998, to be duly executed as of December 31, 1998.

LYONDELL REFINING COMPANY
a Delaware corporation

By: T. Ken Dewitt
 Name: T. Ken Dewitt
 Title: Executive Vice President

CITGO Gulf Coast Refining, Inc.
a Delaware corporation

By: _____
 Name: _____
 Title: _____

**CERTIFICATE OF CONVERSION TO LIMITED PARTNERSHIP
OF LYONDELL-CITGO REFINING COMPANY LTD.
TO LYONDELL-CITGO REFINING LP**

This Certificate of Conversion to Limited Partnership has been duly executed and is being filed by Lyondell Refining Company, a Delaware corporation, and CITGO Gulf Coast Refining, Inc., a Delaware corporation, as general partners, to convert LYONDELL-CITGO Refining Company Ltd., a Texas limited liability company (the "Other Entity"), to LYONDELL-CITGO Refining LP, a Delaware limited partnership (the "Limited Partnership"), under the Delaware Revised Uniform Limited Partnership Act.

1. The Other Entity was first formed on January 1, 1993. The jurisdiction of the Other Entity at the time it was first formed was Texas.
2. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Limited Partnership was LYONDELL-CITGO Refining Company Ltd.
3. The name of the Limited Partnership as set forth in its Certificate of Limited Partnership is LYONDELL-CITGO Refining LP.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion, which shall become effective at 5:00 p.m., (Eastern time) on December 31, 1998, to be duly executed as of December 31, 1998.

LYONDELL REFINING COMPANY
a Delaware corporation

By: _____
Name: _____
Title: _____

CITGO Gulf Coast Refining, Inc.
a Delaware corporation

By: Ezra C. Hunt
Name: Ezra C. Hunt
Title: Vice President

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF LIMITED LIABILITY PARTNERSHIP OF "LYONDELL-CITGO REFINING LP" FILED IN THIS OFFICE ON THE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 4:01 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

9500784

DATE:

01-04-99

TRADEMARK

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REEL: 003172 FRAME: 0213

CERTIFICATE OF LIMITED PARTNERSHIP

OF

LYONDELL-CITGO REFINING LP

THIS Certificate of Limited Partnership of Lyondell-CITGO Refining LP (the "Partnership"), is being duly executed and filed by Lyondell Refining Company, a Delaware Corporation, and CITGO Gulf Coast Refining, Inc., a Delaware corporation, as general partners, to form a limited partnership under the Delaware Revised Uniform Limited Partnership Act.

1. *Name.* The name of the limited partnership formed hereby is Lyondell-CITGO Refining LP.
2. *Registered Office.* The address of the registered office of the Partnership in the State of Delaware is c/o Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.
3. *Registered Agent.* The name and address of the registered agent for service of process on the Partnership in the State of Delaware is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801.
4. *General Partners.* The names and the business addresses of the general partners of the Partnership are:

Lyondell Refining Company
P.O. Box 3646
Houston, Texas 77252-3646

CITGO Gulf Coast Refining, Inc.
P.O. Box 3758
Tulsa, Oklahoma 74556

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership, which shall become effective at 5:00 p.m. (Eastern time) on December 31, 1998, to be duly executed as of December 31, 1998.

LYONDELL REFINING COMPANY
a Delaware corporation

By: T. Ke. DeWitt
Name: T. Ke. DeWitt
Title: Executive Vice President

CITGO Gulf Coast Refining, Inc.
a Delaware corporation

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Limited Partnership, which shall become effective at 5:00 p.m. (Eastern time) on December 31, 1998, to be duly executed as of December 31, 1998.

LYONDELL REFINING COMPANY
a Delaware corporation

By: _____
Name: _____
Title: _____

CITGO Gulf Coast Refining, Inc
a Delaware corporation

By: Ezra C Hunt
Name: Ezra C Hunt
Title: Vice President

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

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.

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