

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion to Texas Petrochemicals LLC		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Texas Petrochemicals LP	FORMERLY Texas Petrochemicals Corporation	12/16/2008	LIMITED PARTNERSHIP: TEXAS
RECEIVING PARTY DATA			
Name:	Texas Petrochemicals LLC		
Street Address:	5151 San Felipe		
Internal Address:	Suite 800		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77056		
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2371431	TPC	
Registration Number:	2208440	CN	
CORRESPONDENCE DATA			
Fax Number:	(713)222-3291		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	constance.rhebergen@bgllp.com		
Correspondent Name:	Constance Gall Rhebergen		
Address Line 1:	711 Louisiana Street		
Address Line 2:	Suite 2300		
Address Line 4:	Houston, TEXAS 77002		
ATTORNEY DOCKET NUMBER:	082203.000064		
NAME OF SUBMITTER:	Constance Gall Rhebergen		
Signature:	/Constance Gall Rhebergen/		

OP \$65.00 2371431

Date:

12/18/2008

Total Attachments: 5

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Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

TEXAS PETROCHEMICALS LP
File Number: 13675910

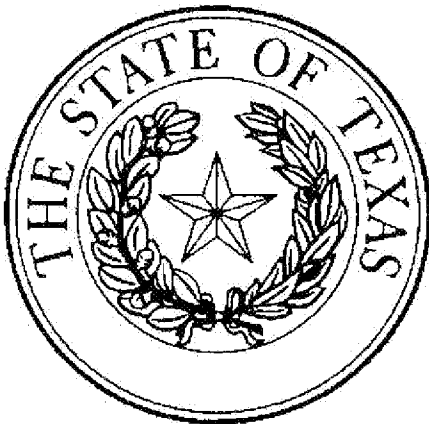
Converting it to

Texas Petrochemicals LLC
File Number: 801063716

has been received in this office and has been 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 evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 12/16/2008

Effective: 12/16/2008



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

Texas Petrochemicals LLC
File Number: 801063716

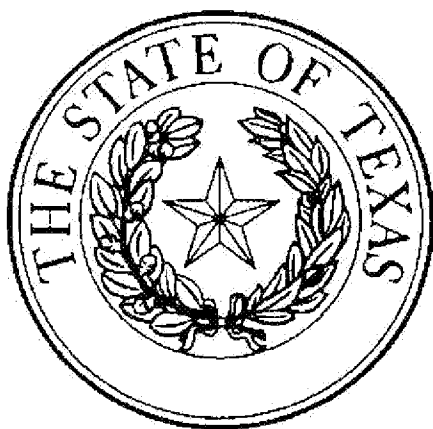
The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Limited Liability Company (LLC) has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 12/16/2008

Effective: 12/16/2008



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

ARTICLES OF CONVERSION
FROM
TEXAS PETROCHEMICALS LP
TO
TEXAS PETROCHEMICALS LLC

FILED
In the Office of the
Secretary of State of Texas
DEC 16 2008
Corporations Section

Pursuant to Section 2.15 of the Texas Revised Limited Partnership Act, TEXAS PETROCHEMICALS LP, a Texas limited partnership (the "Partnership"), hereby executes the following Articles of Conversion.

1. Names of Converting Entity and Converted Entity. A plan of conversion was approved and adopted in accordance with the provisions of the Texas Revised Limited Partnership Act providing for the conversion of Texas Petrochemicals LP, a Texas limited partnership organized under the Texas Revised Limited Partnership Act on June 30, 2000 (the "Converting Entity"), into Texas Petrochemicals LLC, a Texas limited liability company organized under the Texas Business Organizations Code (the "Converted Entity").

2. Effective Time. The effective time of the conversion shall be 3:00 p.m. CST on December 16, 2008.

3. Plan of Conversion Location. An executed plan of conversion has been approved and is on file at the principal place of business of the Converting Entity at 5151 San Felipe, Suite 800, Houston, Texas 77056 and, from and after the conversion, an executed plan of conversion will be on file at the principal place of business of the Converted Entity at 5151 San Felipe, Suite 800, Houston, Texas 77056.

4. Plan of Conversion Availability. An executed copy of the plan of conversion will be furnished by the Converting Entity (prior to the conversion) or by the Converted Entity (after the conversion) on written request and without cost to any partner of the Converting Entity or any member of the Converted Entity.

5. Formal Approval. The approval of the plan of conversion was duly authorized by all action required by the laws of the State of Texas and by the Converting Entity's constituent documents.

6. Assumption of Fees and Franchise Tax Liability. The Converted Entity is liable for the payment of all fees and franchise taxes applicable to the Converting Entity.

IN WITNESS WHEREOF, the undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument on the 12th day of December, 2008.

TEXAS PETROCHEMICALS LP,
a Texas limited partnership

By: Texas Petrochemicals Inc., its general partner

By: Chris A. Apley
Name: CHRISTOPHER A. APLEY
Title: VP & GENERAL COUNSEL

CERTIFICATE OF FORMATION
OF
TEXAS PETROCHEMICALS LLC

FILED
In the Office of the
Secretary of State of Texas
DEC 16 2008

ARTICLE 1
ENTITY NAME AND TYPE

Corporations Section

The filing entity being formed is a limited liability company. The name of the entity is Texas Petrochemicals LLC (the "Company").

ARTICLE 2
REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent is CT Corporation System.

The business address of the registered agent and the registered office address is 350 N. St. Paul Street, Dallas, Texas 75201.

ARTICLE 3
GOVERNING AUTHORITY

The Company will be managed by its sole manager, and the name and address of the initial sole manager is set forth below.

<u>NAME</u>	<u>ADDRESS</u>
Charles W. Shaver	5151 San Felipe, Suite 800, Houston, Texas 77056

ARTICLE 4
PURPOSE

The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

ARTICLE 5
PLAN OF CONVERSION

The Company was formed under a plan of conversion. The name of the organization prior to conversion was Texas Petrochemicals LP, a Texas limited partnership (the "Partnership"). The Partnership was formed on June 30, 2000. The address of the Partnership is set forth below:

5151 San Felipe, Suite 800, Houston, Texas 77056

Date: December 16, 2008



Signature of Charles W. Shaver

HOUSTON2235001