

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																												
NATURE OF CONVEYANCE:	Grant of Security Interest in United States Trademark Registrations and Applications																												
CONVEYING PARTY DATA																													
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TRADEMARK
REEL: 003744 FRAME: 0540

Registration Number:	2352343	EQUISTAR
Registration Number:	2861665	ETHACRYL
Registration Number:	2958099	EXPLORE & EXPERIMENT
Registration Number:	1241723	FILMEX
Registration Number:	0391698	FILMEX
Registration Number:	2091638	FLEXATHENE
Registration Number:	3205624	IDEAL
Registration Number:	2946794	INTEGRATE
Registration Number:	1902244	ISOMPLUS
Registration Number:	3046814	LYONDELL
Registration Number:	0715595	MICROTHENE
Registration Number:	2302182	MPDIOL
Registration Number:	0718049	PETROTHENE
Registration Number:	0611277	PETROTHENE
Registration Number:	1413868	PLEXAR
Registration Number:	1471844	POLYMEG
Registration Number:	1001381	PUNCTILIOUS
Registration Number:	1301087	T-HYDRO
Registration Number:	1314158	TEBOL
Serial Number:	77007292	METOCENE
Serial Number:	77007306	METOCENE
Serial Number:	78974058	METOCENE
Serial Number:	78971090	ARCTIC SHIELD
Serial Number:	77149740	CRYSTEX
Serial Number:	78680788	STARFLEX
Registration Number:	1544129	TUFFLO
Registration Number:	0783813	ULTRATHENE
Registration Number:	0764486	"ULTRATHENE"

CORRESPONDENCE DATA

Fax Number: (202)756-9299
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 8002210770
 Email: matthew.mayer@thomson.com
 Correspondent Name: Corporation Service Company
 Address Line 1: 1133 Avenue of the Americas
 Address Line 2: Suite 3100

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:

CSC # 495806

NAME OF SUBMITTER:

Matthew Mayer

Signature:

/Matthew Mayer/

Date:

03/20/2008

Total Attachments: 8

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GRANT OF SECURITY INTEREST IN UNITED STATES
TRADEMARK REGISTRATIONS AND APPLICATIONS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, the Grantors who are signatories hereto (the "**Grantors**"), hereby grant to Citibank, N.A., as Collateral Agent (the "**Grantee**"), a security interest in all of the Grantor's right, title and interest in and to the United States trademark registrations and applications (the "**Marks**") set forth on Schedule A attached hereto.

THIS GRANT is made to secure the satisfactory performance and payment of all the obligations of the Grantor, as such term is defined in those certain Security Agreements dated as of December 20, 2007, as amended from time to time (the "**Security Agreements**"), between LYONDELLBASELL INDUSTRIES AF S.C.A., a company existing under the laws of the Grand Duchy of Luxembourg (together with its successors and assigns, the "**Company**"), BIL Acquisition Holdings Limited, a Delaware corporation (the "**U.S. Borrower**"), Basell Holdings B.V. and Basell Finance Company B.V. (the "**Dutch Borrowers**"), Basell Germany Holdings GmbH (the "**German Borrower**" and, together with the U.S. Borrower and the Dutch Borrowers, the "**Borrowers**"), the Guarantors party thereto (collectively, the "**Guarantors**") and Grantee and (ii) that certain Credit Agreement dated as of December 20, 2007 (the "**Credit Agreement**") among the Company, the Borrowers and certain other parties thereto. Upon the occurrence of the Termination Date (as defined in the Security Agreements), the Grantee shall execute, acknowledge, and deliver to the Grantors an instrument in writing releasing the security interest in the Marks acquired under this Grant.

THIS GRANT has been granted in conjunction with the security interest granted to the Grantee under the Security Agreements. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreements, all

terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
20th day of December, 2007.

BASELL HOLDINGS B.V.,

as Grantor

By: 

Name: *Bruce Dresbach*
Title: *Attorney-in-Fact*

EQUISTAR CHEMICALS, LP
HOUSTON REFINING LP
LYONDELL CHEMICAL COMPANY,
as Grantors

By: _____

Name: Karen A. Twitchell
Title: Vice President and Treasurer

LYONDELL CHEMICAL PROPERTIES, L.P.,
as Grantor

By: LYONDELL CHEMICAL TECHNOLOGY
MANAGEMENT, INC., as General Partner

By: _____

Name: Francis P. McGrail
Title: President

[GRANT OF SECURITY INTEREST IN UNITED STATES
TRADEMARK REGISTRATIONS AND APPLICATIONS]

TRADEMARK
REEL: 003744 FRAME: 0545

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
20th day of December, 2007.

BASELL HOLDINGS B.V.,

as Grantor

By _____
Name:
Title:

EQUISTAR CHEMICALS, LP
HOUSTON REFINING LP
LYONDELL CHEMICAL COMPANY,
as Grantors

By: Karen A. Twitchell

Name: Karen A. Twitchell
Title: Vice President and Treasurer

LYONDELL CHEMICAL PROPERTIES, L.P.,
as Grantor

By: LYONDELL CHEMICAL TECHNOLOGY
MANAGEMENT, INC., as General Partner

By: _____
Name: Francis P. McGrail
Title: President

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[GRANT OF SECURITY INTEREST IN UNITED STATES
TRADEMARK REGISTRATIONS AND APPLICATIONS]

TRADEMARK
REEL: 003744 FRAME: 0546

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
20th day of December, 2007.

BASELL HOLDINGS B.V.,

as Grantor

By _____
Name:
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EQUISTAR CHEMICALS, LP
HOUSTON REFINING LP
LYONDELL CHEMICAL COMPANY,
as Grantors

By: _____

Name: Karen A. Twitchell
Title: Vice President and Treasurer

LYONDELL CHEMICAL PROPERTIES, L.P.,
as Grantor

By: LYONDELL CHEMICAL TECHNOLOGY
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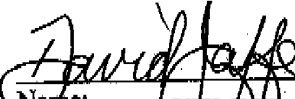
By: Francis P. McGrail
Name: Francis P. McGrail
Title: President

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[GRANT OF SECURITY INTEREST IN UNITED STATES
TRADEMARK REGISTRATIONS AND APPLICATIONS]

TRADEMARK
REEL: 003744 FRAME: 0547

CITIBANK, N.A., as Collateral Agent

By 
Name: **DAVID JAFFE**
Title: **Director/Vice President**

[GRANT OF SECURITY INTEREST IN UNITED STATES
TRADEMARK REGISTRATIONS AND APPLICATIONS]

TRADEMARK
REEL: 003744 FRAME: 0548

SCHEDULE A
United States Registered Trademarks and Trademark Applications

United States Trademarks (Basell Entities)

Trademarks	Reg. No. (App. No.)	Record Owner ¹
METOCENE	(77007292)	Basell Holdings B.V. (Netherlands corporation)
METOCENE	(77007306)	Basell Holdings B.V. (Netherlands corporation)
METOCENE	(78974058)	Basell Holdings B.V. (Netherlands corporation)

United States Trademarks (Lyondell Entities)

Trademarks	Reg. No. (App. No.)	Record Owner
ARCTIC SHIELD	(78971090)	Lyondell Chemical Company
CRYSTEX	(77149740)	Houston Refining LP
STARFLEX	(78680788)	Equistar Chemicals, LP
ALATHON	0543580	Equistar Chemicals, LP
AQUAMARINE	2154250	Lyondell-Citgo Refining LP ²
ARCTIC PLUS	2973703	Lyondell Chemical Company
DUOPAC	1779448	Lyondell-Citgo Refining LP
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EQUISTAR	2278210	Equistar Chemicals, LP
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TEBOL	1314158	Lyondell Chemical Properties, L.P

¹ The “Record Owner” listed is the owner of record at the United States Patent and Trademark Office (“USPTO”). Thus, for example, where L.P. is used in some places and LP is used in others, this difference is due to differences in the records of the USPTO and not due to the existence of different legal entities, one denoted LP and the other L.P. As another example, in certain instances the predecessor in interest to an entity is listed because that entity is listed as the record owner at the USPTO.

² Lyondell-Citgo Refining LP is the predecessor in interest to Houston Refining LP.

Trademarks	Reg. No. (App. No.)	Record Owner
TUFFLO	1544129	Lyondell-Citgo Refining LP
ULTRATHENE	0783813	Equistar Chemicals, LP
ULTRATHENE	0764486	Equistar Chemicals, LP