

JO: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

**08/02/2008
900112868**

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Second Priority Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Basell Holdings B.V.		12/20/2007	Netherlands Limited Liability Co.:
Equistar Chemicals, LP		12/20/2007	LIMITED PARTNERSHIP: DELAWARE
Houston Refining LP		12/20/2007	LIMITED PARTNERSHIP: DELAWARE
Lyondell Chemical Company		12/20/2007	CORPORATION: DELAWARE
Lyondell-Citgo Refining LP		12/20/2007	LIMITED PARTNERSHIP: DELAWARE
Lyondell Chemical Properties, L.P.		12/20/2007	LIMITED PARTNERSHIP: DELAWARE
Millennium Chemicals Inc.		12/20/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Citibank, N.A., as Collateral Agent
Street Address:	390 Greenwich Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
Entity Type:	National Association:

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	0543580	ALATHON
Registration Number:	2154250	AQUAMARINE
Registration Number:	2973703	ARCTIC PLUS
Registration Number:	1779448	DUOPAC
Registration Number:	1797191	DUOPRIME
Registration Number:	2278210	EQUISTAR

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): CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

Registration Number:	2352343	EQUISTAR
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:	0811277	PETROTHENE
Registration Number:	1413868	PLEXAR
Registration Number:	1471844	POLYMEG
Registration Number:	1001381	PUNCTILIOUS
Registration Number:	1301087	T-HYDRO
Registration Number:	1314158	TEBOL
Registration Number:	1544129	TUFFLO
Registration Number:	0783813	ULTRATHENE
Registration Number:	0764486	"ULTRATHENE"
Registration Number:	2304511	MILLENNIUM
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

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 800-927-9801 x2348
 Email: jpaterso@cscinfo.com
 Correspondent Name: Corporation Service Company
 Address Line 1: 1090 Vermont Avenue NW, Suite 430
 Address Line 2: Attn: Jean Paterson

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: CORPORATION SERVICE COMPANY COMPANY: 1090 VERMONT AVENUE NW, SUITE 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	67157010
NAME OF SUBMITTER:	Jean Paterson
Signature:	/Jean Paterson/
Date:	08/02/2008

Total Attachments: 7

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**GRANT OF SECOND PRIORITY 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 second priority 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 present and future obligations of the Grantor (as such term is defined in those certain Bridge Security Agreements dated as of December 20, 2007, as amended from time to time (the "Bridge 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"), LyondellBasell Finance Company (the "Borrower"), the Guarantors party thereto (collectively, the "Guarantors") and Grantee) under or in relation to that certain Bridge Loan Agreement dated as of December 20, 2007 (the "Bridge Agreement") among the Company, the Borrowers and certain other parties thereto. Upon the occurrence of the Termination Date (as defined in the Bridge 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 Bridge Security Agreements. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Bridge 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 Bridge Security Agreement shall govern.

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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 31st day of July, effective as of the 20th day of December, 2007.

LYONDELLBASELL INDUSTRIES HOLDINGS
B.V., as Grantor

By: 
Name: ALAN BIGMAN
Title: Director

EQUISTAR CHEMICALS, LP, as Grantor

By: 
Name: C. Bart de Jong
Title: Authorized Representative

HOUSTON REFINING LP, as Grantor

By: 
Name: C. Bart de Jong
Title: Authorized Representative

LYONDELL CHEMICAL COMPANY,
as Grantor

By: 
Name: C. Bart de Jong
Title: Authorized Representative

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**LYONDELL CHEMICAL PROPERTIES, L.P.,
as Grantor**

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

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

**MILLENNIUM CHEMICALS, INC.,
as Grantor**

By: _____
Name: C. Bart de Jong
Title: Authorized Representative

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**LYONDELL CHEMICAL PROPERTIES, L.P.,
as Grantor**

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

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

**MILLENNIUM CHEMICALS, INC.,
as Grantor**

By:  _____
Name: C. Bart de Jong
Title: Authorized Representative

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