

**FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00**

**FILED**  
**May 06 1997 8:00am**  
**Secretary of State**

PROFIT CORPORATION  
 ANNUAL REPORT  
**1997**



FLORIDA DEPARTMENT OF STATE  
**Sandra B. Mortham**  
 Secretary of State  
 DIVISION OF CORPORATIONS

**DOCUMENT # P21080 (7)**  
 1. Corporation Name  
**LYONDELL PETROCHEMICAL COMPANY**



Principal Place of Business  
**1221 MCKINNEY, SUITE 1600  
 HOUSTON TX 77010**

Mailing Address  
**1221 MCKINNEY, SUITE 1600  
 HOUSTON TX 77010-2006**

3. Date Incorporated or Qualified  
**09/27/1988**

3a. Date of Last Report  
**05/01/1996**

4. FEI Number  
**95-4160558**

Applied For  
 Yes  Not Applicable

5. Certificate of Status Desired  **\$8.75 Additional Fee Required**

6. Election Campaign Financing Trust Fund Contribution  **\$5.00 May Be Added to Fees**

8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes  Yes  No

2. Principal Place of Business  
 21 Suite, Apt. #, etc.  
 22 City & State  
 23 Zip  
 24 Country

2a. Mailing Address  
 26 Suite, Apt. #, etc.  
 27 City & State  
 28 Zip  
 29 Country

9. Name and Address of Current Registered Agent  
**CT CORPORATION SYSTEM  
 1200 S. PINE ISLAND ROAD  
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent  
 81 Name  
 82 Street Address (P.O. Box Number is Not Acceptable)  
 83  
 84 City  
**FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ (NOTE: Registered Agent signature required when reinstating) \_\_\_\_\_ DATE \_\_\_\_\_

12. OFFICERS AND DIRECTORS

TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>BUTLER, WILLIAM T</b>	
STREET ADDRESS	<b>1 BAYLOR PLAZA</b>	
CITY - ST - ZIP	<b>HOUSTON TX 77030</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>SMITH, DAN F</b>	
STREET ADDRESS	<b>1221 MCKINNEY, SUITE 1600</b>	
CITY - ST - ZIP	<b>HOUSTON TX 77010</b>	
TITLE	<b>D</b>	<input type="checkbox"/> DELETE
NAME	<b>GOWER, BOB G</b>	
STREET ADDRESS	<b>1221 MCKINNEY ST, SUITE 1600</b>	
CITY - ST - ZIP	<b>HOUSTON TX 77010</b>	
TITLE	<b>AS</b>	<input type="checkbox"/> DELETE
NAME	<b>YARTZ, ERIC C</b>	
STREET ADDRESS	<b>1221 MCKINNEY STREET, SUITE 1600</b>	
CITY - ST - ZIP	<b>HOUSTON TX 77010</b>	
TITLE	<b>VP</b>	<input type="checkbox"/> DELETE
NAME	<b>PENDERGRAFT, JEFFREY R</b>	
STREET ADDRESS	<b>1221 MCKINNEY ST, SUITE 1600</b>	
CITY - ST - ZIP	<b>HOUSTON TX 77010</b>	
TITLE	<b>D</b>	<input checked="" type="checkbox"/> DELETE
NAME	<b>BUTLER, WILLIAM</b>	
STREET ADDRESS	<b>1221 MCKINNEY ST, SUITE 1600</b>	
CITY - ST - ZIP	<b>HOUSTON TX 77010</b>	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY - ST - ZIP	
2.1 TITLE	<b>D, P</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY - ST - ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY - ST - ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY - ST - ZIP	
5.1 TITLE	<b>VP, S</b> <input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY - ST - ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	<b>VP, T</b>
6.3 STREET ADDRESS	<b>YOUNG, RUSSELL S.</b>
6.4 CITY - ST - ZIP	<b>1221 MCKINNEY ST., SUITE 1600          HOUSTON, TX 77010 (SEE ATTACHED LISTS)</b>

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Eric C Yartz* **ERIC C. YARTZ** 4-22-97 713-652-7456

CR2E034 (9/96)

LYONDELL PETROCHEMICAL COMPANY  
OFFICERS  
(EFFECTIVE 1/24/97)

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<u>OFFICERS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Dan F. Smith President and Chief Executive Officer (Chief Operating Officer since 5/6/93, President since 8/31/94) President of Alathon Polymers Division President of Lyondell Licensing Division President of Lyondell Polymers Division	1221 McKinney Street Houston, TX 77010	12/06/96
Jeffrey R. Pendergraft Sr. Vice President, General Counsel and Secretary (Vice President, General Counsel and Secretary since 10/24/88)	1221 McKinney Street Houston, TX 77010	05/06/93
Russell S. Young Sr. Vice President, Chief Financial Officer and Treasurer (Treasurer since 05/04/89)	1221 McKinney Street Houston, TX 77010	05/07/92
Debra L. Starnes Senior Vice President (Vice President since 9/13/91)	1221 McKinney Street Houston, TX 77010	10/21/94
John R. Beard Vice President	8280 Sheldon Road Channelview, TX 77530	05/07/92
Clifton B. Currin, Jr. Vice President	1221 McKinney Street Houston, TX 77010	10/21/94
J.R. (Rick) Fontenot Vice President	1221 McKinney Street Houston, TX 77010	01/24/97
Richard W. Park Vice President	1221 McKinney Street Houston, TX 77010	06/27/88
W. Norman Phillips, Jr. Vice President	1221 McKinney Street Houston, TX 77010	05/06/93
Joseph M. Putz Vice President and Controller	1221 McKinney Street Houston, TX 77010	10/24/88
P. Beth McCutcheon General Tax Officer and Assistant Secretary	1221 McKinney Street Houston, TX 77010 (Assistant Secretary since 05/04/89)	12/13/91
Kerry A. Galvin Assistant Secretary	1221 McKinney Street Houston, TX 77010	05/02/91

LYONDELL PETROCHEMICAL COMPANY  
OFFICERS  
(EFFECTIVE 1/24/97)  
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<u>OFFICERS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Sally A.T. Hawkins Assistant Secretary	1221 McKinney Street Houston, TX 77010	12/09/94
Gerald A. O'Brien Assistant Secretary	1221 McKinney Street Houston, TX 77010	05/04/89
Eric C. Yartz Assistant Secretary	1221 McKinney Street Houston, TX 77010	08/01/94
Jesus Chagoya Assistant Treasurer	1221 McKinney Street Houston, TX 77010	05/02/91
Mark F. Wilson Assistant Treasurer	1221 McKinney Street Houston, TX 77010	05/06/93

Election of officers to take place first Thursday in May.

1/31/97  
OFFICERS-10&11

LYONDELL PETROCHEMICAL COMPANY  
DIRECTORS  
(EFFECTIVE 7/21/95)

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<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Bob G. Gower Chairman	402 Timberwilde Lane Houston, TX 77024 (Director since 11/15/85)	08/31/94
Curtis J. Crawford	Lucent Technologies Inc. President, Microelectronics Two Oak Way, Room 5NC01 Berkeley Heights, NJ 07922	07/21/95
Dr. William T. Butler	Baylor College of Medicine One Baylor Plaza, Room 177A Houston, TX 77030	01/25/89
D. Travis Engen	ITT Industries, Inc. 4 West Red Oak Lane White Plains, NY 10604	04/01/95
Stephen F. Hinchliffe, Jr.	445 South Figueroa Suite 3250 Los Angeles, CA 90071	03/01/91
Dudley C. Mecum II	33 Khakum Wood Road Greenwich, Connecticut 06831	01/25/89
Dan F. Smith	1221 McKinney Street Houston, TX 77010	10/24/88
Paul R. Staley	6 Ringneck Lane Wayne, Pennsylvania 19087	01/25/89

Election of directors will take place on first Thursday in May.

8/16/96  
DIRECTOR-8