


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

FILED
May 24, 1999 8:00 am
Secretary of State

05-24-1999 90029 009 ***150.00

PROFIT CORPORATION ANNUAL REPORT 1999		FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # P21080

1. Corporation Name
LYONDELL PETROCHEMICAL COMPANY

565082 - 90029 - 9

Principal Place of Business	Mailing Address
1221 MCKINNEY, SUITE 1600 HOUSTON, TEXAS 77010	1221 MCKINNEY, SUITE 1600 HOUSTON, TEXAS 77010

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business	2a. Mailing Address
21 Suite, Apt. #, etc.	26 Suite, Apt. #, etc.
22 City & State	27 City & State
23 Zip	28 Zip
24 Country	29 Country
25	30

3. Date Incorporated or Qualified	9/27/1988
4. FEI Number	95-4160558
5. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution	<input type="checkbox"/> \$5.00 May Be Added to Fees
8. This corporation owes the current year Intangible Personal Property Tax.	<input type="checkbox"/> Yes <input type="checkbox"/> No

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION, FLORIDA 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 _____ DATE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS

TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	
TITLE	<input type="checkbox"/> DELETE
NAME	
STREET ADDRESS	
CITY-ST-ZIP	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	D, CEO <input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	SMITH, DAN F.
1.3 STREET ADDRESS	1221 MCKINNEY, SUITE 1600
1.4 CITY-ST-ZIP	HOUSTON, TEXAS 77010
2.1 TITLE	D <input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	BUTLER, WILLIAM T.
2.3 STREET ADDRESS	ONE BAYLOR PLAZA, RM 177A
2.4 CITY-ST-ZIP	HOUSTON, TEXAS 77030
3.1 TITLE	AS <input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	ERIC C. YARTZ
3.3 STREET ADDRESS	1221 MCKINNEY, SUITE 1600
3.4 CITY-ST-ZIP	HOUSTON, TEXAS 77010
4.1 TITLE	VP <input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	PENDERGRAFT, JEFFREY R.
4.3 STREET ADDRESS	1221 MCKINNEY, SUITE 1600
4.4 CITY-ST-ZIP	HOUSTON, TEXAS 77010
5.1 TITLE	VP <input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	DENICOLA, T. KEVIN
5.3 STREET ADDRESS	1221 MCKINNEY, SUITE 1600
5.4 CITY-ST-ZIP	HOUSTON, TEXAS 77010
6.1 TITLE	AS <input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	PIKE, JOAN K.
6.3 STREET ADDRESS	1221 MCKINNEY, SUITE 1600
6.4 CITY-ST-ZIP	HOUSTON, TEXAS 77010

14. I 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, with all other like empowered.

SIGNATURE: Eric C. Yartz ERIC C. YARTZ 4/26/98 713-309-7104
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (11/98)

LYONDELL CHEMICAL COMPANY
OFFICERS
(EFFECTIVE 3/1/99)

565082-90029-9
P21080

<u>OFFICERS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Dan F. Smith President and Chief Executive Officer	1221 McKinney Street Houston, TX 77010	12/18/96
Morris Gelb Executive Vice President and Chief Operating Officer	1221 McKinney Street Houston, TX 77010	12/11/98
Jeffrey R. Pendergraft Executive Vice President, Chief Administrative Officer	1221 McKinney Street Houston, TX 77010	08/17/93
Lyn Stanton President, Lyondell European Operations	1221 McKinney Street Houston, TX 77010	08/17/98
Ed Zenzola President, Lyondell Asia Pacific	1221 McKinney Street Houston, TX 77010	08/17/98
Ed Dineen Sr. Vice President, Urethanes & Performance Chemicals	1221 McKinney Street Houston, TX 77010	08/17/98
Debra L. Starnes Sr. Vice President, Intermediate Chemicals	1221 McKinney Street Houston, TX 77010	08/17/98
Van Billet Vice President & Controller	1221 McKinney Street Houston, TX 77010	08/17/98
T. Kevin DeNicola Vice President, Corporate Development	1221 McKinney Street Houston, TX 77010	05/01/98
John Hollinshead Vice President, Human Resources	1221 McKinney Street Houston, TX 77010	08/17/98
Allen C. Holmes Vice President, Corporate Services	1221 McKinney Street Houston, TX 77010	08/17/98
Alan Kornfeld Vice President, Strategic Ventures & Latin America	1221 McKinney Street Houston, TX 77010	08/17/98

LYONDELL CHEMICAL COMPANY
OFFICERS
(EFFECTIVE 3/1/99)
PAGE 2

565082-90029-9
P21080

<u>OFFICERS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Dan Mariano Vice President, Supply Chain	1221 McKinney Street Houston, TX 77010	08/17/98
Rob Millstone Vice President, General Counsel	1221 McKinney Street Houston, TX 77010	08/17/98
Joseph M. Putz Vice President, Special Assignments	1221 McKinney Street Houston, TX 77010	08/17/98
Edward W. Rich Vice President, Finance and Treasurer	1221 McKinney Street Houston, TX 77010	02/06/98
Bob Tolbert Vice President, Information Services	1221 McKinney Street Houston, TX 77010	08/17/98
Kerry A. Galvin Corporate Secretary & Associate General Counsel	1221 McKinney Street Houston, TX 77010	08/17/98
JoAnn L. Beck Assistant Secretary	1221 McKinney Street Houston, TX 77010	02/06/98
Janna G. Sewell Assistant Secretary	1221 McKinney Street Houston, TX 77010	05/01/98
Joan K. Pike Assistant Secretary	1221 McKinney Street Houston, TX 77010	03/01/99
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

3/31/99
OFFICERS-10&11

565082-90029-9
P21080

LYONDELL CHEMICAL COMPANY
DIRECTORS
(EFFECTIVE 10/28/98)

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Dr. William T. Butler Chairman (Director since 1/25/89)	Baylor College of Medicine One Baylor Plaza, Room 177A Houston, TX 77030	06/30/97
Carol A. Anderson	2121 K Street.,NW Suite 650 Washington, D.C. 20037	10/28/98
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
Frank Savage	Alliance Capital Management International 1345 Avenue of the Americas, 39 th Floor New York, NY 10105	10/28/98
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.

10/30/98
DIRECTOR-8