

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

PROFIT
CORPORATION
ANNUAL REPORT
1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # F97000006118

1. Corporation Name
LYONDELL PETROCHEMICAL G.P. INC.

Principal Place of Business

1221 MCKINNEY, STE. 1600
HOUSTON TX 77010

Mailing Address

1221 MCKINNEY, STE. 1600
HOUSTON TX 77010

2. Principal Place of Business

21

2a. Mailing Address

26

Suite, Apt. #, etc.

22

27

City & State

23

28

City & State

24

29

Zip Country

25

29

Zip Country

30

9. Name and Address of Current Registered Agent

CT CORPORATION SYSTEM
1200 SOUTH PINE ISLAND ROAD
PLANTATION FL 33324

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

Signature, typed or printed name of registered agent and title if applicable.

(NOTE: Registered Agent signature required when reinstating)

DATE

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	D	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, DAN F	1.2 NAME	
STREET ADDRESS	1221 MCKINNEY, STE. 1600	1.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77010	1.4 CITY-ST-ZIP	
TITLE	D	2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENDERGRAFT, JEFFREY R	2.2 NAME	
STREET ADDRESS	1221 MCKINNEY, STE. 1600	2.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77010	2.4 CITY-ST-ZIP	
TITLE	D	3.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CURRIN, CLIF B	3.2 NAME	
STREET ADDRESS	1221 MCKINNEY, STE. 1600	3.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77010	3.4 CITY-ST-ZIP	
TITLE	P	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SMITH, DAN F	4.2 NAME	
STREET ADDRESS	1221 MCKINNEY, STE. 1600	4.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77010	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	PENDERGRAFT, JEFFREY R	5.2 NAME	
STREET ADDRESS	1221 MCKINNEY, STE. 1600	5.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77010	5.4 CITY-ST-ZIP	
TITLE	V	6.1 TITLE	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
NAME	CURRIN, CLIFTON B	6.2 NAME	
STREET ADDRESS	1221 MCKINNEY, STE. 1600	6.3 STREET ADDRESS	
CITY-ST-ZIP	HOUSTON TX 77010	6.4 CITY-ST-ZIP	

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:

JOAN K. PIKE

4/27/99

713-309-7104

Daytime Phone #

CR2E034 (11/98)

LYONDELL PETROCHEMICAL G.P. INC.
OFFICERS
(EFFECTIVE 4/1/99)

544845-90031-13
F97000006118

TENURE
COMMENCED

<u>OFFICERS</u>	<u>ADDRESS</u>	
Dan F. Smith President and Chief Executive Officer	1221 McKinney Street Houston, TX 77010	09/23/97
Jeffrey R. Pendergraft Executive Vice President	1221 McKinney Street Houston, TX 77010	09/23/97
T. Kevin DeNicola Executive Vice President	1221 McKinney Street Houston, TX 77010	02/06/98
Edward W. Rich Executive Vice President and Treasurer	1221 McKinney Street Houston, TX 77010	02/06/98
Kerry A. Galvin Vice President, Secretary and General Counsel	1221 McKinney Street Houston, TX 77010	09/23/97
Eric C. Yartz Assistant Secretary	1221 McKinney Street Houston, TX 77010	09/23/97
Joan K. Pike Assistant Secretary	1221 McKinney Street Houston, TX 77010	04/01/99
Jesus Chagoya Assistant Treasurer	1221 McKinney Street Houston, TX 77010	09/23/97
Mark F. Wilson Assistant Treasurer	1221 McKinney Street Houston, TX 77010	09/23/97

Election of officers to take place first Thursday in May.

OFFICERS-50
4/1/99

544845-90031-13.
F97000006118

LYONDELL PETROCHEMICAL G.P. INC.

DIRECTORS

(EFFECTIVE 5/1/98)

<u>DIRECTORS</u>	<u>ADDRESS</u>	<u>TENURE COMMENCED</u>
Dan F. Smith Chairman	1221 McKinney St. Houston, TX 77010	09/23/97
T. Kevin DeNicola	1221 McKinney St. Houston, TX 77010	05/01/98
Jeffrey R. Pendergraft	1221 McKinney St. Houston, TX 77010	09/23/97

DIRECTOR-27
6/2/98