

07-06-1998

MRO 6-22-98



To the Honorable Commissioner of Pat
thereof.

100754720

re attached original documents or copies

1. Name of conveying party(ies):

Castrol North America Automotive Inc.
(a Delaware corporation)

- Individual
- General Partnership
- Corporation-State
- Other: _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

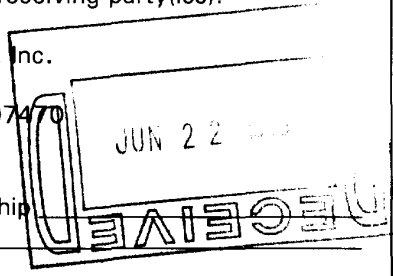
Execution Date: September 2, 1997

2. Name and address of receiving party(ies):

Castrol North America Inc.
1500 Valley Road
Wayne, New Jersey 07470

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- Other: _____

If assignee is not domiciled in the United States, a domestic
representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No



4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
74/365,991
74/365,992

B. Trademark Registration No.(s)
1,347,070
1,844,019
2,042,867

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence
concerning document should be mailed:

Herbert D. Hart III
McAndrews, Held & Malloy, Ltd.
Citicorp Center, 34th Floor
500 West Madison Street
Chicago, Illinois 60661

6. Total number of applications and registrations
involved: 5

7. Total fee (37 CFR 3.41): \$ 140.00

- Check attached
- Authorized to be charged to deposit account

8. Deposit account number: 13-0017

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

07/02/1998 TTON11 00000114 1347070

01 FC:481
02 FC:482

40.00 DP
100.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Signature and Registration Number: _____ - 30,063 Date: June 17, 1998

Name of Person Signing: Herbert D. Hart III

Total number of pages including cover sheet, attachments and document: 3

**CERTIFICATE OF AMENDMENT
 OF
 CERTIFICATE OF INCORPORATION
 OF
 CASTROL NORTH AMERICA AUTOMOTIVE INC.**

Adopted in accordance with the provisions
 of Section 242 of the General Corporation
 Law of the State of Delaware

The undersigned, being the Vice President of Castrol North America Automotive Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify:

1. That the Certificate of Incorporation of the Corporation is hereby amended by changing Article I thereof so that, as amended, said Article shall read in its entirety as follows:

"1. The name of the corporation is Castrol North America Inc."

2. That the foregoing amendment of the Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 242 of the GCL.

3. That the Board of Directors of the Corporation duly adopted resolutions setting forth the foregoing amendment, declaring said amendment to be advisable and referring such amendment to the sole stockholder of the Corporation for consideration thereof.

4. That the foregoing amendment has been duly approved and adopted in accordance with the provisions of the GCL by the written consent of the sole stockholder of the Corporation on September 2, 1997 in accordance with the provisions of Section 228 of the GCL.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed this 2nd day of September, 1997.

CASTROL NORTH AMERICA AUTOMOTIVE INC.

By: Kathleen A. Docky
 Name: Kathleen A. Docky
 Its: Senior Vice President

10290727.2

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CASTROL NORTH AMERICA AUTOMOTIVE INC.", CHANGING ITS NAME FROM "CASTROL NORTH AMERICA AUTOMOTIVE INC." TO "CASTROL NORTH AMERICA INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF SEPTEMBER, A.D. 1997, AT 9:30 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Handwritten signature of Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8631218

DATE: 09-02-97