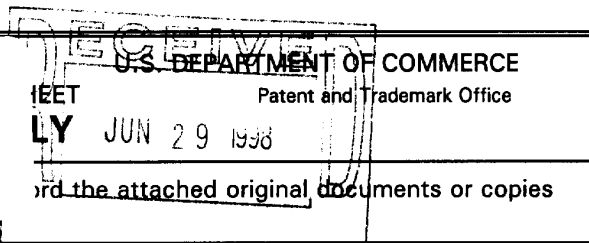


07-09-1998



100758015



To the Honorable Commissioner of
thereof.

Send the attached original documents or copies

1. Name of conveying party(ies):

Castrol Industrial Inc.
(a Delaware corporation)

6-29-98

- 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: January 6, 1995

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

Castrol Industrial North America Inc.
1001 West 31st Street
Downers Grove, Illinois 60515

- 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)

B. Trademark Registration No.(s)

1,783,751

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: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Check attached
- Authorized to be charge 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

07/08/1998 BNGUYEN 00000264 1783751

FC:481

40.00 00

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: Herbert D. Hart III - 30.063 Date: 24 JUN 98

Name of Person Signing: Herbert D. Hart III

Total number of pages including cover sheet, attachments and document: 4

State of Delaware
Office of the Secretary of State PAGE 1

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 INDUSTRIAL INC.", CHANGING ITS NAME FROM "CASTROL INDUSTRIAL INC." TO "CASTROL INDUSTRIAL NORTH AMERICA INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF JANUARY, A.D. 1995, AT 4 O'CLOCK P.M.



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7383213

01-24-95
TRADEMARK

REEL: 1749 FRAME: 0473

2182405 8100

950003213

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
CASTROL INDUSTRIAL INC.

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

The undersigned, being the President of CASTROL
INDUSTRIAL INC., a corporation organized and existing under and by
virtue of the General Corporation Law of the State of Delaware (the
"Corporation"), does hereby certify:

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

"FIRST: The name of the corporation is Castrol Industrial 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 General Corporation Law of the State of
Delaware (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 adopted in
accordance with the provisions of the GCL by the written consent of
the sole stockholder of the Corporation on January 6, 1995 in
accordance with the provisions of Section 228 of the GCL.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed this 6th day of January, 1995.

By: *T.R.C.*
Name: T. R. Crane, Jr.
Title: President