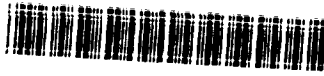


02-05-1999

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

RECO



100961151

To the Honorable Commissioner of Patents and Trademarks. Please return to \_\_\_\_\_ of.

1. Name of conveying party(ies): **QS Holding Company**

- Individual(s)
- General Partnership
- Corporation - State of Delaware
- Other

- Association
- Limited Partnership

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

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

Name: **Quaker State Investment Corporation**

Internal Address: **225 East John Carpenter Freeway**

Street Address: **225 East John Carpenter Freeway**

City: **Irving** State: **TX** ZIP: **75062**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of 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) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Effective Date: **December 31, 1997**

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

A. Trademark Application No.(s) **75/067,932**

B. Trademark Registration No.(s) **1,418,295; 1,555,689; 1,666,630; 1,706,555; 1,759,749; 1,762,707; 1,793,584; 1,799,406; 1,828,215; 1,855,150; 2,088,333**

02/04/1999 JSHABAZZ 00000130 75067932

01 FC:481	40.00 OP
02 FC:482	275.00 OP
03 FC:998	25.00 OP

Additional numbers attached?  Yes  No

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

Name:

**Margaret A. Boulware**

Street Address:

**Jenkins and Gilchrist, P.C.  
1100 Louisiana Street, Suite 1800  
Houston, Texas 77002-5214**

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41):

\$ **340.00**

- Enclosed
- Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: **10-0447**

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

DO NOT USE THIS SPACE

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.

**Margaret A. Boulware**  
Name of Person Signing

*Margaret A. Boulware*  
Signature

*January 29, 1999*  
Date

Total number of pages comprising cover sheet:

4

Date of Deposit **January 29, 1999**

I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box ASSIGNMENT, Washington, D.C. 20231.

*Kim Kennedy*  
Kim Kennedy

TRADEMARK  
REEL: 1848 FRAME: 0896

Office of the Secretary of State

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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 MERGER, WHICH MERGES:

"QS HOLDING COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "QUAKER STATE INVESTMENT CORPORATION" UNDER THE NAME OF "QUAKER STATE INVESTMENT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF SEPTEMBER, A.D. 1998, AT 2:44 O'CLOCK P.M.

2037211 8100M

981471498



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

9449029

AUTHENTICATION:

12-09-98

DATE:

TRADEMARK  
REEL: 1848 FRAME: 0897

CERTIFICATE OF MERGER  
OF  
QS HOLDING COMPANY  
INTO  
QUAKER STATE INVESTMENT CORPORATION

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Quaker State Investment Corporation	Delaware
QS Holding Company	Delaware

SECOND: That an agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Quaker State Investment Corporation.

FOURTH: The Certificate of Incorporation of Quaker State Investment Corporation, which is the surviving corporation, as in effect on the date of the merger provided for in this certificate of merger, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 103 Springer Building, 3411 Silverside Road, Wilmington, Delaware 19810.

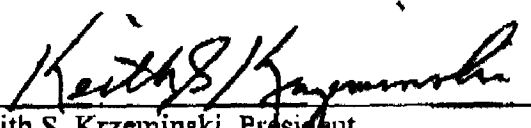
SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That this Certificate of Merger shall be effective on January 1, 1998. For all accounting purposes, the effective date of the merger shall be as of the close of business on December 31, 1997.

Dated: August 21, 1998.

QUAKER STATE INVESTMENT CORPORATION

By:

  
Keith S. Krzeminski, President 