

01-12-2001



101580578

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

01/11/2001 NTHAI1 00000042 1881798

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(713) 546-8866

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1881798"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Paul B. Siegel

Name of Person Signing



Signature

12/20/00

Date Signed

02-22-1999



100968792

2-16-99

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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Other

Citizenship/State of Incorporation/Organization

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DBA/AKA/TA

Composed of

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Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

02/19/1999 DMGUYEN 00000162 75427562

01 FC:481 40.00 DR

02 FC:482 4300.00 DR

FOR OFFICE USE ONLY

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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#

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Registration Number(s)

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<input type="text"/>	<input type="text"/>	<input type="text"/>

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<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Margaret A. Kirick

Name of Person Signing

Margaret A. Kirick

Signature

Feb. 9, 1999

Date Signed

APPLICATION NUMBERS

75427562

75430046

75084468

75234473

75277348

75292838

75294821

75347084

75371883

75380529

75380534

75415551

75415593

75415815

75427039

75548405

REGISTRATION NUMBERS

189005	871620	1329191
190711	1019785	1331509
319772	1047960	1358683
528683	1047961	1372070
532025	1048337	1379998
533753	1064196	1380763
546521	1089012	1385612
560730	1126319	1392728
600572	1137162	1396287
697353	1149480	1399832
716735	1151409	1404364
716736	1169820	1408156
716737	1228726	1419702
717418	1252408	1425316
719146	1264616	1428744
719148	1270510	1430814
719149	1272320	1452692
719150	1287585	1465843
788649	1295220	1466064
790228	1300117	1484930
792477	1302363	1489027
792478	1304334	1491887
798301	1304340	1496326
807740	1305606	1497366
844864	1311756	1500074
849168	1318114	1500118
857723	1321722	1500120

1505171	1754219	1955179
1505755	1763895	1967200
1551292	1770963	1981161
1560411	1771022	1989226
1562593	1800398	2029575
1562594	1811798	2049987
1563444	1815609	2064092
1601799	1820949	2074064
1601800	1824804	2084832
1603348	1824807	2091546
1604287	1824808	2146239
1604288	1824856	2151555
1607963	1827120	2151556
1607964	1827160	2175045
1649243	1830070	2175082
1667324	1831017	2179127
1668192	1833613	2186422
1676490	1835084	2204623
1676502	1836524	2207995
1684739	1841117	2213361
1692256	1876284	
1692257	1878365	
1702167	1892854	
1707710	1895767	
1709668	1897262	
1724943	1912905	
1729747	1923232	
1735999	1934319	

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 MERGER, WHICH MERGES:

"PENNZOIL PRODUCTS COMPANY", A NEVADA CORPORATION, WITH AND INTO "PPC REINCORP COMPANY" UNDER THE NAME OF "PENNZOIL PRODUCTS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MARCH, A.D. 1998, AT 10 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2876440 8100M

DATE: 8899726 TRADEMARK

REEL: 002210 FRAME: 0535

CERTIFICATE OF MERGER

merging

PENNZOIL PRODUCTS COMPANY
(a Nevada corporation)

with and into

PPC REINCORP COMPANY
(a Delaware corporation)
(under the name PENNZOIL PRODUCTS COMPANY)

PPC Reincorp Company, a Delaware corporation, DOES HEREBY CERTIFY:

1. The name and state of incorporation of each of the constituent corporations are:

Pennzoil Products Company, a Nevada corporation; and
PPC Reincorp Company, a Delaware corporation.

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252(c) of the General Corporation Law of the State of Delaware.

3. The surviving corporation is PPC Reincorp Company, a Delaware corporation, the name of which shall be changed in accordance with the amendment to its certificate of incorporation hereinafter described.

4. The Certificate of Incorporation of the surviving corporation is amended by changing Article I thereof to read in its entirety as follows:

"ARTICLE I

Name

The name of this corporation (the "Corporation") is Pennzoil Products Company."

5. The executed agreement of merger is on file at the office of the surviving corporation at P.O. Box 2967, Houston, Texas 77252-2967.

6. A copy of the agreement of merger will be furnished by the surviving corporation, Pennzoil Products Company, a Delaware corporation, on request and without cost, to any stockholder of any constituent corporation in the merger.

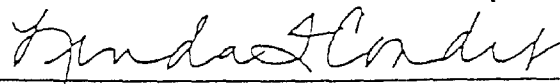
7. The authorized capital stock of Pennzoil Products Company, a Nevada corporation, is 250,000,000 shares, divided into 50,000,000 shares of Preferred Stock, \$1.00 par value, 100,000,000 shares of Class A Common Stock, \$0.10 par value, and 100,000,000 shares of Class B Common Stock, \$0.10 par value.

8. This Certificate of Merger shall be effective at 11:59 p.m., Eastern Standard time on March 27, 1998.

IN WITNESS WHEREOF, PPC Reincorp Company has caused this Certificate to be signed by Linda F. Condit, Vice President and Secretary, on the 25th day of March, 1998

PPC REINCORP COMPANY

By



Linda F. Condit

Vice President and Secretary

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 INCORPORATION OF "PPC REINCORP COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF MARCH, A.D. 1998, AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

8994867

DATE:

TRADEMARK

REEL: 002210 FRAME: 0538

2876440 8100

RECORDED: 12/27/2000