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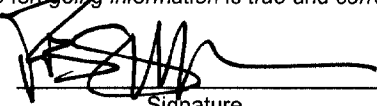


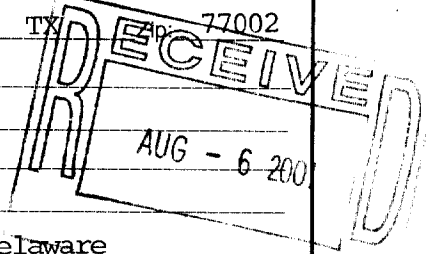
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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p><u>Pennzoil Products Company</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Pennzoil-Quaker State Company</u> Internal Address: _____ Street Address: <u>700 Milam</u> City: <u>Houston</u> State: <u>TX</u> <u>77002</u></p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 29, 1998</u></p>		<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) B. Trademark Registration No.(s) <u>1881798</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Paul B. Siegel</u> Internal Address: _____ Street Address: <u>Pennzoil-Quaker State Co.</u> <u>700 Milam</u> City: <u>Houston</u> State: <u>TX</u> Zip: <u>77002</u></p>		<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41).....\$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>	
DO NOT USE THIS SPACE			
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Paul B. Siegel</u>  <u>8/1/2001</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>3</u></p>			



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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D. C. 20231

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, 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 "PENNZOIL PRODUCTS COMPANY", CHANGING ITS NAME FROM "PENNZOIL PRODUCTS COMPANY" TO "PENNZOIL-QUAKER STATE COMPANY", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 1 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1225475

DATE: 07-03-01

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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
PENNZOIL PRODUCTS COMPANY**

Pennzoil Products Company (the "Corporation"), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:


I. The amendment to the Corporation's Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the DGCL and has been consented to in writing by the sole stockholder of the Corporation in accordance with Section 228 of the DGCL.

II. Article I of the Corporation's Certificate of Incorporation is amended to read in its entirety as follows:

"The name of this corporation (the "Corporation") is Pennzoil-Quaker State Company."

IN WITNESS WHEREOF, this Certificate has been executed by an authorized officer of the Corporation on this 29th day of December, 1998.

PENNZOIL PRODUCTS COMPANY

By: 
Linda F. Condit
Vice President and Secretary