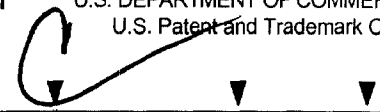




102050497



To the Honorable Commissioner of Patents and Trademarks: Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):

Quaker State Corporation

4-1-02

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Corrections (See brief on Page 2)
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Pennzoil-Quaker State Company

Internal Address: _____

Street Address: 700 Milam

City: Houston State: Tx Zip: 77002

- 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
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 75/247,806

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Pennzoil-Quaker State Company

Internal Address: Legal Department

Street Address: 700 Milam

City: Houston State: Tx Zip: 77002

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

OFFICE OF RECORDS
MARCH 11 2002
FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

Margaret A. Boulware
Name of Person Signing

Margaret A. Boulware
Signature

March 16, 2002
Date

16

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

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

04/11/2002 TDIRAZI 00000001 75247806

01 FC:481 40.00 DP
02 FC:482 25.00 DP

Corrections

Please remove the following registrations from the merger recorded at reel/frame number 001988/0724 on November 3, 1999, as they were inadvertently recited on the merger document.

<u>Mark</u>	<u>Registration No.</u>
THE INTELLIGENT OIL	1,977,596
DUPLEX	1,464,202

11-05-1999



101193791

ms
11-3-99

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

Change of Name

Other _____

Effective Date
Month Day Year
06 30 1999

Conveying Party

Mark if additional names of conveying parties attached

Name QUAKER STATE CORPORATION Execution Date
Month Day Year
06 30 1999

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name PENNZOIL-QUAKER STATE COMPANY

DBA/AKA/TA _____

Composed of _____

Address (line 1) 700 MILAM

Address (line 2) _____

Address (line 3) HOUSTON TEXAS/USA 77002
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

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.)

11/04/1999 JSHABAZZ 00000082 75247806

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 1275.00 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 Practices. 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

REEL: 002486 FRAME: 0398

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

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

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

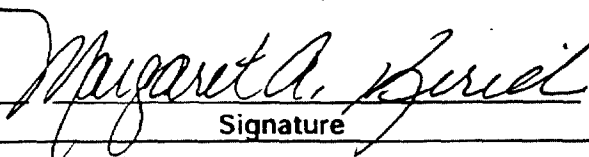
Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Margaret A. Kirick
Name of Person Signing


Signature

November 2, 1999
Date Signed

APPLICATIONS

75/247,806

74/635,126

74/608,051

75/488,498

75/488,499

75/383,387

75/378,152

REGISTRATIONS

2,200,815	1,933,254	971,555
961,882	1,464,202	2,124,947
1,986,674	814,300	1,830,760
1,466,821	1,935,613	1,334,697
627,236	1,987,859	2,199,146
2,194,480	2,068,865	1,888,171
1,912,956	2,085,558	2,202,311
1,279,545	305,468	756,708
336,158	976,156	2,200,817
1,975,831	795,056	848,098
1,002,487	1,457,868	1,897,106
734,043	1,146,326	1,478,625
1,988,092	1,985,186	2,000,721
1,559,513	1,230,773	623,712
1,813,344	331,286	1,977,596

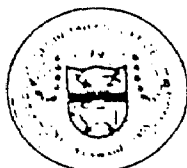
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"QUAKER STATE CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "PENNZOIL-QUAKER STATE COMPANY" UNDER THE NAME OF "PENNZOIL-QUAKER STATE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 1999, AT 2:45 O'CLOCK P.M.

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



2876440 8100M

991269554

Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

AUTHENTICATION: 9842359

DATE: **TRADEMARK**
REEL: 002486 FRAME: 0402

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

QUAKER STATE CORPORATION
(a Delaware corporation)

INTO

PENNZOIL-QUAKER STATE COMPANY
(a Delaware corporation)

Pursuant to Section 253 of the
General Corporation Law of the State of Delaware

Pennzoil-Quaker State Company, a corporation organized and existing under the laws of the State of Delaware (the "Company")

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 26th day of March, 1998, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the issued and outstanding shares of every class of stock of Quaker State Corporation, a corporation incorporated on the 13th day of April, 1981, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Company, by the following resolutions of its Executive Committee of the Board of Directors, duly adopted by unanimous written consent of its members, determined that it is in the best interest of the Company and its shareholders to merge into itself its wholly owned subsidiary Quaker State Corporation:

RESOLVED, that the Company merge into itself Quaker State Corporation, a Delaware corporation, and assume all of the rights, privileges and property and all of the liabilities and obligations of Quaker State Corporation; and further


RESOLVED, that the merger shall be effective as of the close of business on June 30, 1999; and further

RESOLVED, that the appropriate officers of the Company, and each of them singly, are hereby authorized to prepare, execute and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger, setting forth a copy of these resolutions, and the date of adoption thereof; and further

RESOLVED, that the appropriate officers of the Company, and each of them singly, are hereby authorized to execute, deliver, file and record such documents, deeds, certificates and other instruments, in the name and on behalf of the Company, and to take all further action to carry out and effect the merger of Quaker State Corporation with and into the Company and the changes of ownership effected thereby as they shall consider necessary, desirable or appropriate.

30th IN WITNESS WHEREOF, the Company has caused this Certificate to be executed this day of June, 1999.

PENNZOIL-QUAKER STATE COMPANY,
a Delaware corporation

By: 
Name: James J. Postl
Title: President and Chief Operating Officer