

FORM PTO-1594 (Modified)  
(Rev. 6-93)  
OMB No. 0651-0011 (exp. 4/94)  
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RECORDATION FORM COVER SHEET

Docket No.:

TRADEMARKS ONLY

458001/312

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

1. Name of conveying party(ies):  
**Tosco Corporation**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State **Nevada**  
 Other \_\_\_\_\_

Additional names(s) of conveying party(ies)       Yes  No

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

Name: **ConocoPhillips Company**

Internal Address: **600 North Dairy Ashford**

Street Address: \_\_\_\_\_

City: **Houston**                      State: **TX**    ZIP: **77079**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic designation is       Yes     N  
 (Designations must be a separate document from  
 Additional name(s) & address(es)       Yes     N

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other **Merger to Phillips Petroleum Company and**

**Execution Date: Change of Name to ConocoPhillips Company**  
**Effective Date - December 12, 2002**

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

A. Trademark Application No.(s)

Additional numbers

B. Trademark Registration No.(s)

**1,218,687**

Yes  No

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

Name: **Laura E. Goldbard**

Internal Address: **Stroock & Stroock & Lavan LLP**

Street Address: **180 Maiden Lane**

City: **New York**                      State: **NY**    ZIP: **10038**

6. Total number of applications and registrations involved:..... **1**

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

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:

**19-4709**

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.*

**Laura E. Goldbard**                      *Laura E. Goldbard*                      **March 12, 2003**  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and

**3** TRADEMARK

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#2 of 2

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DEC 12 2002

IN THE OFFICE OF  
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF MERGER  
OF  
TOSCO CORPORATION  
WITH AND INTO  
PHILLIPS PETROLEUM COMPANY  
(to be renamed ConocoPhillips Company)**

To the Secretary of State  
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the parties herein named do hereby certify as follows:

**FIRST:** The name and jurisdiction of incorporation of each constituent entity is as follows: (i) Tosco Corporation, a corporation organized under the laws of the State of Nevada ("Tosco"), and (ii) Phillips Petroleum Company, a corporation organized under the laws of the State of Delaware ("Phillips") and to be renamed ConocoPhillips Company prior to the effective time of the Merger (as defined below).

**SECOND:** The Agreement and Plan of Merger, dated as of December 12, 2002, among Conoco Inc., a corporation organized under the laws of the State of Delaware, Phillips, Toscopetro Corporation, a corporation organized under the laws of the State of Delaware, and Tosco (the "Merger Agreement"), pursuant to which Tosco is to be merged with and into Phillips (the "Merger"), with Phillips as the surviving corporation (the "Surviving Corporation"), has been adopted by the Board of Directors of Phillips and by the Board of Directors of Tosco.

**THIRD:** The Merger Agreement was approved by the required consent of the stockholders of each of Phillips and Tosco.

**FOURTH:** The Certificate of Incorporation of Phillips immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law.


**FIFTH:** The complete, executed Merger Agreement is on file at the executive offices of the Surviving Corporation at 600 North Dairy Ashford, Houston, Texas 77079, (281) 293-1000, and a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any owner of Phillips or Tosco.

**SIXTH:** The address of the Surviving Corporation where copies of process may be sent by the Secretary of State is 600 North Dairy Ashford, Houston, Texas 77079.

**SEVENTH:** The Merger shall take effect at 3:01 a.m., Eastern time, on January 1, 2003.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger  
this 12th day of December, 2002.

TOSCO CORPORATION

By:   
Name: Jeff W. Sheets  
Title: Vice President and Treasurer

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PHILLIPS PETROLEUM COMPANY

By:   
Name: Rick A. Harrington  
Title: Senior Vice President, Legal,  
And General Counsel