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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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1-15-03

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

1. Name of conveying party(ies):  
Conoco Inc.

1-15-03

Individual  
 General Partnership  
 Corporation-Delaware

Association  
 Limited Partnership  
 Other

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

3. Nature of conveyance:  
 Assignment  
 Security Agreement  
 Other -

Merger  
 Change of Name

Execution Date: December 12, 2002

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

Name: ConocoPhillips Company

Internal Address:

Street Address: 600 North Dairy Ashford

City: Houston State: TX Zip: 77079 Country: U.S.A.

Individual(s) Citizenship:  
 Association:  
 General Partnership:  
 Limited Partnership:  
 Corporation-Delaware  
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No, the designation of domestic representative has been made with the Power of Attorney which has been filed with the Patent and Trademark Office.

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
 If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)  
 Mark: ECOTERRA Serial No.: 78/152,104

B. Trademark registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Dusan Clark  
 Internal Address: Sidley Austin Brown & Wood LLP  
 Street Address: 717 North Harwood St., Suite 3400  
 City: Dallas State: TX ZIP: 75201

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$40  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: 18-1260

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*

*D. Clark*

\_\_\_\_\_  
 Dusan Clark  
 Name of Person Signing

Signature \_\_\_\_\_ Date: January 15, 2003  
 Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94) Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks  
 Box Assignment  
 Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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**TRADEMARK**  
**REEL: 002648 FRAME: 0368**

**CERTIFICATE OF MERGER**

of

**Conoco Inc.**  
(a Delaware corporation)

with and into

**ConocoPhillips Company**  
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, **DOES HEREBY CERTIFY** that:

**First:** As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

**Second:** An agreement and plan of 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 DGCL;

**Third:** The name of the Surviving Corporation will be ConocoPhillips Company;

**Fourth:** The Certificate of Incorporation of ConocoPhillips Company 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 and the provisions thereof.

**Fifth:** The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;


Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

**PHILLIPS PETROLEUM COMPANY**  
(a Delaware corporation)

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

H0008:277675.4

# Delaware

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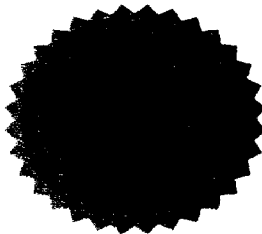
*The First State*

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 MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2149733

DATE: 12-16-02

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RECORDED: 01/15/2003

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