

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Blue Coral, Inc.		07/01/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Pennzoil-Quaker State Company
Street Address:	700 Milam
City:	Houston
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 5	
Property Type	Number
Registration Number:	2149752
Registration Number:	2352256
Registration Number:	1661405
Registration Number:	2525808
Serial Number:	75789993

CORRESPONDENCE DATA	
Fax Number:	(713)241-6617
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(713) 241-2698
Email:	ipptomail@shell.com
Correspondent Name:	Shell Oil Company
Address Line 1:	910 Louisiana
Address Line 2:	OSP 4717 - Legal Department
Address Line 4:	Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER:	2003-0668
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NAME OF SUBMITTER:	Kimbley L. Muller
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CH \$140.00 2149752

Total Attachments: 4

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Delaware

PAGE 1

The First State

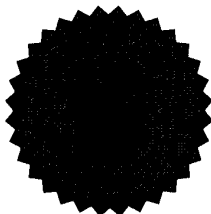
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BLUE CORAL, INC.", A DELAWARE CORPORATION,

"MEDO INDUSTRIES, INC.", A NEW YORK 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. 2003, AT 3:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JULY, A.D. 2003, AT 12:01 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 2510358

DATE: 07-03-03

TRADEMARK

REEL: 002696 FRAME: 0972

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

BLUE CORAL, INC.

AND

MEDO INDUSTRIES, INC.

INTO

PENNZOIL-QUAKER STATE COMPANY

**(Pursuant to Section 253 of the General
Corporation Law of Delaware)**

Pennzoil-Quaker State Company, a Delaware corporation (the "Company"), does hereby certify:

FIRST: That the Company is incorporated pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of capital stock of each of the following subsidiaries:

Blue Coral, Inc., a Delaware corporation; and
Medo Industries, Inc., a New York corporation.

THIRD: That the Company, by the following resolutions of its Board of Directors, duly adopted by written consent of board of directors dated June 16, 2003, determined to merge into itself the above-referenced subsidiaries on the conditions set forth in such resolutions:

Merger of Blue Coral, Inc. into the Company

WHEREAS, the Company desires to merge into itself its wholly owned subsidiary, Blue Coral, Inc., a Delaware corporation, and assume all of the rights, privileges, estate, property, powers, and franchises of Blue Coral, Inc. which shall be vested in, held, and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Blue Coral, Inc. in its name;

NOW, THEREFORE, BE IT RESOLVED, that Pennzoil-Quaker State Company merge into itself its subsidiary, Blue Coral, Inc., and assume all of the rights, privileges, estate, property, powers, and franchises of Blue Coral, Inc. which shall be vested in, held, and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed Blue Coral, Inc. in its name; and further

RESOLVED, that the President, any Vice President, the Secretary, or any Assistant

Secretary of the Company be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State Delaware; and further

RESOLVED, that the merger shall become effective as of 12:01 a.m. on July 1, 2003; and further

RESOLVED, that the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger.

Merger of Medo Industries, Inc. into the Company

WHEREAS, Pennzoil-Quaker State Company, a Delaware corporation (the "Company"), desires to merge into itself its wholly owned subsidiary, Medo Industries, Inc., a New York corporation, and assume all of the rights, privileges, estate, property, powers, and franchises of Medo Industries, Inc. which shall be vested in, held, and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Medo Industries, Inc. in its name;

NOW, THEREFORE, BE IT RESOLVED, that the Company merge into itself its subsidiary, Medo Industries, Inc., and assume all of the rights, privileges, estate, property, powers, and franchises of Medo Industries, Inc. which shall be vested in, held, and enjoyed by the Company as fully and entirely and without change or diminution as the same were before held and enjoyed by Medo Industries, Inc. in its name, according to the terms and conditions set forth in the Agreement and Plan of Merger; and further

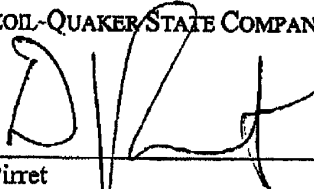
RESOLVED, that the President, any Vice President, the Corporate Secretary, or any Assistant Corporate Secretary of the Company be and they hereby are authorized and directed to make and execute the Agreement and Plan of Merger and any articles of merger required by the domiciled states, and to cause the necessary documents to be filed with the Secretaries of State of the State of Delaware and the State of New York; and further

RESOLVED, that the merger shall become effective as of 12:01 a.m. on July 1, 2003; and further

RESOLVED, that the officers of the Company be and they hereby are authorized and directed to do all acts and things whatsoever which may be necessary or proper to effect said merger.

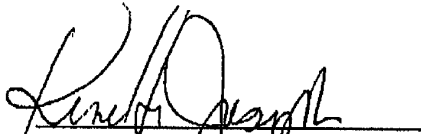
IN WITNESS WHEREOF, Pennzoil-Quaker State Company has caused this certificate to be executed in its corporate name by its President and Chief Executive Officer and its corporate seal to be hereunto affixed and to be attested by its Secretary, as of July 1, 2003.

PENNZOL-QUAKER STATE COMPANY



D. J. Pirret
President and Chief Executive Officer

ATTEST:


K. D. Joseph, Secretary