

05-30-2003



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Form PTO-1594 (Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

4-28-03

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

BP Explorator & Oil Inc.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, 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: October 1, 2001

2. Name and address of receiving party(ies)

Name: Amoco Oil Company

Internal Address: Mail Code 5 East

Street Address: 4101 Winfield Road

City: Warrenville State: IL Zip: 60555

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, 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)

B. Trademark Registration No.(s)

2312844

Additional number(s) attached Yes No

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

Name: Donald C. Knapp, Jr.

Internal Address: Mail Code 5 East

BP America Inc.

Street Address: 4101 Winfield Road

City: Warrenville State: IL Zip: 60555

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:

502501

(Attach duplicate copy of this page if paying by deposit account)

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.

Donald C. Knapp, Jr.

Signature

4/24/2003

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 10

05/29/2003 ECOOPER 00000206 502501 2312844 40.00 CH

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

TRADEMARK REEL: 002742 FRAME: 0633

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ARTICLES OF MERGER
AND PLAN OF REORGANIZATION
MERGING
BP EXPLORATION & OIL INC.

Effective
10-1-1
at 12:01 am

(an Ohio corporation)

INTO

AMOCO OIL COMPANY

(a Maryland corporation)

CUST ID: 0000725250
WORK ORDER: 0000500656
DATE: 09-28-2001 01:48 PM
AMT. PAID: \$443.00

FIRST: BP Exploration & Oil Inc. a corporation organized and existing under the laws of the State of Ohio and Amoco Oil Company, a corporation organized and existing under the laws of the State of Maryland, being the corporations which are the parties to these Articles of Merger and Plan of Reorganization, do hereby agree to effect a merger of said corporations whereby BP Exploration & Oil Inc. shall be merged into said Amoco Oil Company and hereby adopt the following Articles of Merger and Plan of Reorganization. Such Merger is permitted by and made pursuant to Section 3.102 of the Maryland General Corporation Law and Section 1701.78 of the Ohio General Corporation Law.

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SECOND: The purpose of the merger is to consolidate the crude oil refining and marketing operations of the BP America group to better manage such operations. These Articles of Merger and Plan of Reorganization constitute a "plan of reorganization" as that term is used in Section 1.368-3 of the Treasury Regulations and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

I hereby certify that this is a true and correct copy of the original page document on file in the State Department of REVENUES AND TAXATION
BY: Carla A. Simms custodian
This stamp replaces our previous certification system. Effective: 6/95

9
10-11-01

THIRD: Amoco Oil Company, a corporation organized and existing under the laws of the State of Maryland shall survive the merger and continue its existence under the name BP Products North America Inc. ✓

FOURTH: Amoco Oil Company ("Amoco Oil") is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its registered office in the State of Maryland located at 11 East Chase Street, Baltimore, Maryland 21202 c/o The Prentice-Hall Corporation System, Maryland.

FIFTH: The name of the corporation to be merged into the surviving corporation is BP Exploration & Oil Inc. ("BPX&O"), which is a corporation incorporated in the State of Ohio under the general law of said state on May 1, 1950, and the corporate existence of which will cease upon the effective date of the merger in accordance with the provisions of the Ohio General Corporation Law. BPX&O was registered to do business in the State of Maryland on the 16th day of July, 1986.

SIXTH: Article First of the Articles of Incorporation of Amoco Oil is hereby amended to read as follows:

"FIRST: The name of the corporation is BP Products North America Inc."

SEVENTH: The authorized share structure of each of the corporations which is a party to these Articles of Merger and Plan of Reorganization at the time of execution hereof and as amended hereby is as follows:

<u>Total number of shares of all classes authorized:</u>	<u>BPX&O</u>	<u>Amoco Oil</u>
	750	263,400
<u>Number and par value of shares outstanding of each class:</u>	Common, 100 shares no par value	Common, 131,700 \$50 par value
<u>Designation and number of shares entitled to vote as a class:</u>	Common, 100	Common, 131,700
<u>Number of shares without par value of each class:</u>	750	-0-
<u>Aggregate par value of all shares with par value:</u>	N/A	\$13,170,000

EIGHTH: Each issued share of stock of BPX&O shall, upon the effective date of the merger, be converted into 1317 shares of stock of Amoco Oil. Each share of stock of Amoco Oil that is issued as of the effective date of the merger shall continue to represent one issued share of stock of Amoco Oil.

NINETH: BPX&O does not own property in the State of Maryland.

TENTH: The terms and conditions of the merger herein set forth are advised, authorized and approved by Amoco Oil in the manner and by the vote required by its charter and the provisions of the Maryland General Corporation Law, and the said merger was approved in the manner hereinafter set forth.

ELEVENTH: The merger was duly advised by the Board of Directors of Amoco Oil in the following manner. The Board of Directors of Amoco Oil adopted a resolution declaring that the merger of BPX&O into Amoco Oil is advisable substantially upon the terms and conditions referred to in said resolution. Said

resolution of the Board of Directors was adopted by a written consent signed by all of the members of the Board of Directors without a meeting.

TWELFTH: The Board of Directors of Amoco Oil directed that the Articles of Merger and Plan of Reorganization be submitted to the sole stockholder of Amoco Oil for consideration.

THIRTEENTH: The merger and the aforesaid terms and conditions were duly approved by the sole stockholder of Amoco Oil in the following manner. The sole stockholder entitled to vote thereon approved the same without a meeting by a written consent signed by it. The number of outstanding shares which were voted for these Articles of Merger is 131,700 and no shares were voted against the merger.

FOURTEENTH: The terms and conditions of the merger herein set forth were duly advised, authorized and approved by BPX&O in the manner and by the vote required by its charter and by the Ohio General Corporation Law.

FIFTEENTH: The merger was duly advised by the Board of Directors of BPX&O in the following manner. The Board of Directors of BPX&O adopted a resolution declaring that the merger of BPX&O into Amoco Oil is advisable substantially upon the terms and conditions referred to in said resolution and approving these Articles of Merger and Plan of Reorganization. Said resolution of the Board of Directors was adopted by a written consent signed by all the members of the Board of Directors without a meeting.

SIXTEENTH: The Board of Directors of BPX&O directed that these Articles of Merger and Plan of Reorganization be submitted to the sole stockholder of BPX&O for consideration.

SEVENTEENTH: The merger and the aforesaid terms and conditions were duly approved by the sole stockholder of BPX&O in the following manner. The sole stockholder entitled to vote thereon approved these Articles of Merger and Plan of Reorganization without a meeting by a written consent signed by it. The number of shares which were voted for these Articles of Merger and Plan of Reorganization is 100 and no shares were voted against the merger.

EIGHTEENTH: The merger shall become effective on the 1st day of October, 2001 at 12:01 a.m. EST. ✓

NINETEENTH: Amoco Oil does hereby agree that it may be served with process in the State of Ohio in any proceeding for the enforcement of any litigation of BPX&O and in any proceeding for the enforcement of the rights of a dissenting shareholder of BPX&O; does hereby irrevocably appoint the Secretary of State of Ohio as its agent to accept service of process in any such proceeding; does hereby agree that it will promptly pay to the dissenting shareholder of BPX&O the amount, if any, to which they shall be entitled under the provisions of the Ohio General Corporation Law with respect to the rights of dissenting shareholders; and does hereby agree that it will within 30 days of filing these Articles of Merger and Plan of Reorganization file with the Secretary of State of Ohio a certified copy of these Articles of Merger and Plan of Reorganization as filed in the State of Maryland.

IN WITNESS WHEREOF, these Article of Merger and Plan of Reorganization are hereby executed for and on behalf of BP Exploration & Oil Inc. and Amoco Oil Company as of the 28th day of September, 2001.

BP EXPLORATION & OIL INC.

BY: 
D. B. Pinkert, Vice President

Attest:


D. A. Plumb, Secretary

AMOCO OIL COMPANY

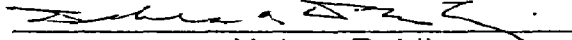
By: 
D. B. Pinkert, Vice President

Attest:


D. A. Plumb, Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I hereby certify that, on September 28, 2001, before me, a notary public for the state and county aforesaid, personally appeared D. B. Pinkert and D. A. Plumb and made oath in due form of law that they are the Vice President and Secretary, respectively, of Amoco Oil Company, a corporation party to the annexed Articles of Merger and Plan of Reorganization; and the matters and facts set forth in said Articles of Merger and Plan of Reorganization with respect to authorization and approval of the merger by said corporation party are true to the best of their knowledge, information, and belief.



Notary Public

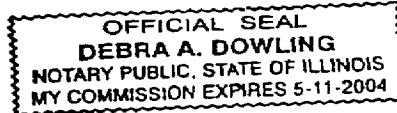


STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I hereby certify that, on September 28, 2001, before me, a notary public for the state and county aforesaid, personally appeared D. B. Pinkert and D. A. Plumb and made oath in due form of law that they are the Vice President and Secretary, respectively, of BP Exploration & Oil Inc., a corporation party to the annexed Articles of Merger and Plan of Reorganization; and the matters and facts set forth in said Articles of Merger and Plan of Reorganization with respect to authorization and approval of the merger by said corporation party are true to the best of their knowledge, information, and belief.



Notary Public



AFFIDAVIT FOR FOREIGN MERGERS OR CONSOLIDATIONS

I, D. B. Pinkert of Amoco Oil Company am a representative of the successor in the merger of BP Exploration & Oil Inc. into Amoco Oil Company.

I hereby certify under the penalties of perjury that the entity merging out of existence does not own an interest in land in Maryland.



D. B. Pinkert, Vice President

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