

Form PTO-1594 (Rev. 10/02)

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

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office Client/Matter: 458001/314

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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): Phillips Petroleum Company. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, and Other.

2. Name and address of receiving party(ies): Name: ConocoPhillips Company, Internal Address: 600 North Dairy Ashford, Houston TX 77079. Includes checkboxes for citizenship and partnership types.

3. Nature of conveyance: Merger (checked). Includes checkboxes for Assignment, Security Agreement, and Other. Execution Date: Effective Date - January 1, 2003.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/470,055, 76/470,063.

B. Trademark Registration No.(s). Includes checkboxes for additional numbers attached.

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, New York NY 10038.

6. Total number of applications and registrations involved: 2. 7. Total fee (37 CFR 3.41): \$ 65.00. 8. Deposit account number: 19-4709.

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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. Signature: Laura E. Goldbard, Date: March 31, 2004.

Total number of pages including cover sheet, attachments, and document: 3

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

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IN THE OFFICE OF
Dean Heller
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.

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

TOSCO CORPORATION

By: 
Name: Jeff W. Shoets
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