

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | Release of Security Interest |
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| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Chase Manhattan Bank | | 03/03/2004 | CORPORATION: |

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| 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: 98

| Property Type | Number | Word Mark |
|----------------------|---------|------------------------|
| Registration Number: | 2179127 | PENNZOIL MARINE |
| Registration Number: | 2175817 | SELF DRY |
| Registration Number: | 2175045 | PENNZOIL |
| Registration Number: | 2175082 | PENNZOIL |
| Registration Number: | 2146239 | THE QUALITY CONNECTION |
| Registration Number: | 2140181 | MEDO |
| Registration Number: | 2355757 | PENNZOIL OUTDOORS |
| Registration Number: | 2204623 | PUREBASE |
| Registration Number: | 2213361 | STOP. GO. PENNZOIL. |
| Registration Number: | 2256273 | ECOLUBE |
| Registration Number: | 2207995 | EXTREME DUTY |
| Registration Number: | 2186422 | THE MARINE TEAM |
| Registration Number: | 1830070 | THE OUTLAW |
| Registration Number: | 2151555 | SNAP |
| Registration Number: | 1827120 | SNAP |

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| Registration Number: | 1824804 | SNAP |
| Registration Number: | 1820949 | PERFORMAX |
| Registration Number: | 1824856 | SNAP |
| Registration Number: | 1824808 | SNAP |
| Registration Number: | 1824807 | SNAP |
| Registration Number: | 1827160 | SNAP |
| Registration Number: | 1820415 | ILLUSIONS |
| Registration Number: | 2091546 | Z-4 |
| Registration Number: | 1807010 | |
| Registration Number: | 1794621 | ULTRA NORSE |
| Registration Number: | 1980842 | BLUE CORAL |
| Registration Number: | 2029575 | |
| Registration Number: | 1897262 | ADHEZOLITH |
| Registration Number: | 1888171 | Q QUAKER STATE |
| Registration Number: | 1987859 | Q |
| Registration Number: | 1912956 | Q QUAKER STATE FOR LONGER ENGINE LIFE |
| Registration Number: | 1876284 | KOOLSOL |
| Registration Number: | 1892854 | THE OUTLAW |
| Registration Number: | 1835084 | PENNZGRIND |
| Registration Number: | 1836524 | PENNZTAC BLUE STREAK |
| Registration Number: | 1833613 | PENNZKOOL |
| Registration Number: | 1831017 | PENNZSUPPRESS |
| Registration Number: | 1912905 | SNAP |
| Registration Number: | 1878365 | SNAP |
| Registration Number: | 1897106 | Q QUAKER STATE |
| Registration Number: | 1676502 | PENNZBELL |
| Registration Number: | 1676490 | XTRA DUTY |
| Registration Number: | 1881798 | LONG-LIFE |
| Registration Number: | 1709668 | POWER-TRANZ |
| Registration Number: | 1649243 | PENNZANE |
| Registration Number: | 1692257 | OFF SEASON |
| Registration Number: | 1300117 | GT PERFORMANCE |
| Registration Number: | 1304334 | XTRA DUTY |
| Registration Number: | 1305606 | REGANE |
| Registration Number: | 1272320 | STEAM |

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| Registration Number: | 1607963 | TABLEWAYS |
| Registration Number: | 1604288 | THERMA-TRANZ |
| Registration Number: | 1562594 | PENNZOIL 10 MINUTE OIL CHANGE |
| Registration Number: | 1562593 | PENNZOIL 10 MINUTE OIL CHANGE |
| Registration Number: | 1551292 | THE STANDARD OF PROTECTION SINCE 1889 |
| Registration Number: | 1500120 | WORLD CLASS PROTECTION |
| Registration Number: | 1500074 | DRIVES OUT KNOCK |
| Registration Number: | 1500118 | NOVA |
| Registration Number: | 1497366 | ADHEZOPLEX |
| Registration Number: | 1505755 | PENNZOIL |
| Registration Number: | 1484930 | GUMOUT XTRA |
| Registration Number: | 1815609 | |
| Registration Number: | 1496326 | |
| Registration Number: | 1430814 | PZL TURBO |
| Registration Number: | 1465843 | 10 MINUTE |
| Registration Number: | 1419702 | PENNLITH |
| Registration Number: | 1408156 | HYDRA-TRANZ |
| Registration Number: | 1425316 | ENGINE SHINE |
| Registration Number: | 1404364 | TAKE 10 |
| Registration Number: | 1399832 | PENN-TEN-IZE |
| Registration Number: | 1392728 | PENNZOIL KONTAX - II |
| Registration Number: | 1372070 | PENNZ-BRITE |
| Registration Number: | 1379998 | FLEET-WING |
| Registration Number: | 1331509 | PENN-FLEET |
| Registration Number: | 1302363 | MAXZOL |
| Registration Number: | 1311756 | MAXMUL |
| Registration Number: | 1318114 | AIR SUPPLY |
| Registration Number: | 1295220 | PENNZMART |
| Registration Number: | 1304340 | |
| Registration Number: | 1287585 | MAKES YOUR CAR A SMOOTH PERFORMER |
| Registration Number: | 1234215 | |
| Registration Number: | 1089012 | P-Z-L |
| Registration Number: | 1264616 | |
| Registration Number: | 1064196 | GUMOUT |
| Registration Number: | 0765645 | BLECHE-WITE |

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| Registration Number: | 0319772 | FLEET-WING |
| Registration Number: | 0857723 | PENNZOIL |
| Registration Number: | 0849168 | PENNZOIL |
| Registration Number: | 0844864 | |
| Registration Number: | 0790228 | Z-7 |
| Registration Number: | 0788649 | PENNZ-GUARD |
| Registration Number: | 0719150 | PENNZOIL |
| Registration Number: | 0719148 | PENNZOIL |
| Registration Number: | 0716737 | MAXOL |
| Registration Number: | 0627236 | Q |
| Registration Number: | 0562745 | BLUE CORAL |
| Registration Number: | 0190711 | PAR-O-VIS |
| Registration Number: | 0189005 | THORZOL |

CORRESPONDENCE DATA

Fax Number: (713)241-6617

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: iptomail@shell.com

Correspondent Name: Kimbley L. Muller

Address Line 1: One Shell Plaza

Address Line 4: Houston, TEXAS 77002

NAME OF SUBMITTER:

Elizabeth DeVries

Total Attachments: 1

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March 3, 2004

Pennzoil-Quaker State Company
Pennzoil Place, P.O. Box 2967
Houston, Texas 77252-2967

Ladies and Gentlemen:

Reference is made to the Credit Agreement, dated as of November 2, 2001 (the "Credit Agreement"), among Pennzoil-Quaker State Company (the "Company"), the Subsidiary Borrowers parties thereto, the several banks and other financial institutions or entities parties thereto (the "Lenders"), The Bank of Nova Scotia and Deutsche Bank AG New York Branch, as co-documentation agents (in such capacities, the "Co-Documentation Agents"), Citicorp USA, Inc., as syndication agent (in such capacity, the "Syndication Agent"), and JPMorgan Chase Bank, as administrative agent (in such capacity, the "Administrative Agent").

At the request of the Company, we, in our capacity as Administrative Agent, pursuant to Section 11.14 of the Credit Agreement, are writing to confirm that all of the security granted to us, for the benefit of the Lenders, in connection with the Credit Agreement have been released, including, without limitation, all security interests in trademarks, patents and copyrights created in connection with the Credit Agreement.

Please feel free to contact Beth Lawrence (713-216-5968) or Russell Johnson (713-216-5617) if you have any questions with respect to the foregoing.

Very truly yours,

JPMORGAN CHASE BANK,
as Administrative Agent

By: 

Name: **BETH LAWRENCE**
Title: **MANAGING DIRECTOR**