

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ELF LUBRICANTS NORTH AMERICA, INC.		02/01/2002	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Total Fina Elf Lubricants USA, Inc.		
Street Address:	5 North Stiles Street		
City:	Linden		
State/Country:	NEW JERSEY		
Postal Code:	07036		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	0793917	KEYCOTE	
Registration Number:	0203755	NEVASTANE	
CORRESPONDENCE DATA			
Fax Number:	(215)864-9803		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	215-864-8101		
Email:	meadwayj@ballardspahr.com		
Correspondent Name:	Jay K. Meadway		
Address Line 1:	1735 Market Street, 51st Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103-7599		
NAME OF SUBMITTER:	Jay K. Meadway		
Signature:	/Jay K. Meadway/		
Date:	06/10/2005		

CH \$65.00 0793917

Total Attachments: 4

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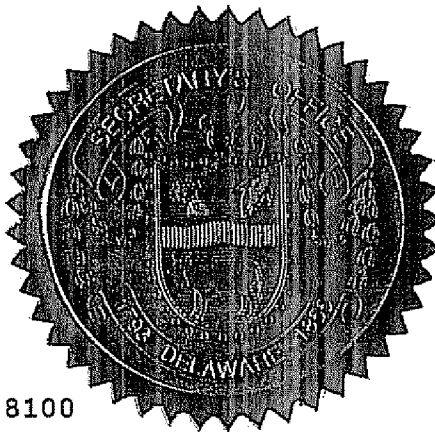
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Delaware

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 AMENDMENT OF "ELF LUBRICANTS NORTH AMERICA, INC.", CHANGING ITS NAME FROM "ELF LUBRICANTS NORTH AMERICA, INC." TO "TOTAL FINA ELF LUBRICANTS USA, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2248500 8100

AUTHENTICATION: 2809179

030742198

DATE: 12-12-03

TRADEMARK

REEL: 003101 FRAME: 0046

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- First: That at a meeting of the Board of Directors of Elf Lubricants North America, Inc. on February 1, 2002 resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:
Resolved, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "one" so that, as amended, said Article shall be and read as follows:
" The name of the Corporation is Total Fina Elf Lubricants USA, Inc.
_____"

- Second: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- Third: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- Fourth: That the capital of said corporation shall not be reduced under or by reason of said amendment.

BY: Robert C Devenney
(Authorized Officer)

NAME: ROBERT C DEVENNEY
(Type or Print) VICE-PRESIDENT &
CORPORATE SECRETARY

ELF LUBRICANTS NORTH AMERICA, INC.

RESOLUTION ADOPTED BY UNANIMOUS
WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the directors of Elf Lubricants North America, Inc., a Delaware corporation, acting pursuant to Section 141 of the Delaware General Corporation Law and Section 2.8 of the corporation's by-laws, hereby waive notice of, and take, the following actions:

RESOLVED, that effective February 1, 2002 the registered office of the Corporation be and it hereby is changed to Corporation Service Company and the authorization of the present registered agent of the Company be and the same is hereby withdrawn and CORPORATION SERVICE COMPANY shall be and is hereby constituted and appointed the registered agent of the Company at the address of its registered office.

RESOLVED, that effective April 1st, 2002 the Board of Directors of the Corporation recommends to the sole stockholder of the Corporation that the Articles of Incorporation of the Corporation be amended as set forth below:


Article One shall be amended to read:

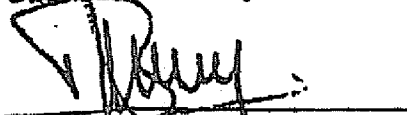
"Name

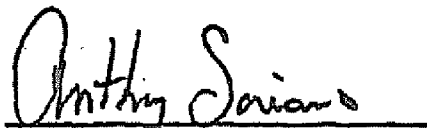
The name of the Corporation is Total Fina Elf Lubricants USA, Inc."

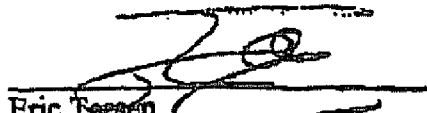
WHEREUNTO, we have signed our names and directed that the Secretary of the Corporation file this consent, or counterparts thereof, in the minutes of the Corporation.

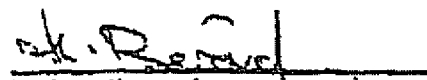

Christian Cabrol


Otto Takken


Bernard Anselmi


Anthony Soriano


Eric Tersen


Helene Bernard

**CONSENT OF STOCKHOLDER
OF
ELF LUBRICANTS NORTH AMERICA, INC.**

The undersigned, being the sole stockholder of Elf Lubricants North America, Inc., a Delaware corporation, acting pursuant to Section 228 of the Delaware Corporation Law and Section 2.8 of the corporation's by-laws, waives notice of, and consents to, the following action:

RESOLVED, that effective April 1st 2002 the Articles of Incorporation of the Corporation be amended as set forth below:

Article One shall be amended to read:

"Name
The name of the Corporation is Total Fina Elf Lubricants USA, Inc."

WHEREUNTO, Elf Aquitaine, Inc. has executed this consent and directed the Secretary of the Corporation to insert this consent in the minutes of the Corporation.

ELF AQUITAINE, INC.

By: 

Otto Takken
Chief Operating Officer and
Executive Vice President