

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
Total Fina Elf Lubricants USA, Inc.		06/01/2003	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	TOTAL 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		

Total Attachments: 3

**TRADEMARK
 REEL: 003101 FRAME: 0056**

CH \$65.00 0793917

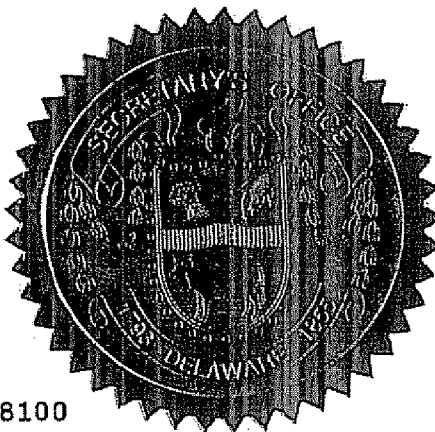
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source=Change of Name to Total Lubricants USA#page3.tif

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 "TOTAL FINA ELF LUBRICANTS USA, INC.", CHANGING ITS NAME FROM "TOTAL FINA ELF LUBRICANTS USA, INC." TO "TOTAL LUBRICANTS USA, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JULY, A.D. 2003, AT 3:54 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2248500 8100

AUTHENTICATION: 2809178

030742198

DATE: 12-12-03

TRADEMARK

REEL: 003101 FRAME: 0058

STATE of DELAWARE
CERTIFICATE of AMENDMENT of
CERTIFICATE of INCORPORATION

- First: That at a meeting of the Board of Directors of _____
Total Fina Elf Lubricants USA, Inc.

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 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: _____


(Authorized Officer)

NAME: Robert Davanney

(Type or Print)

Total Fina Elf Lubricants USA, INC.

RESOLUTION ADOPTED BY UNANIMOUS
WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the directors of Total Fina Elf Lubricants USA, 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:

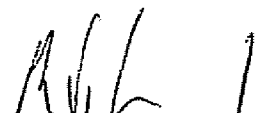
RESOLVED, that effective June 1st, 2003 the Board of Directors of the Corporation recommends to the sole stockholder of the Corporation that the Articles of Incorporation of the Corporation be amended as set forth below:

Article One shall be amended to read:

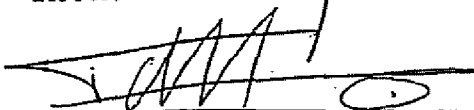
"Name

The name of the Corporation is TOTAL 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.



Robert de Lassus



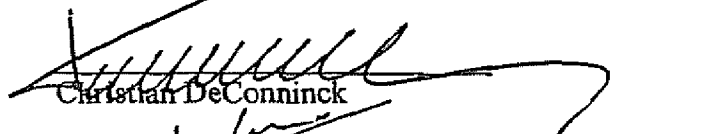
Otto Takken



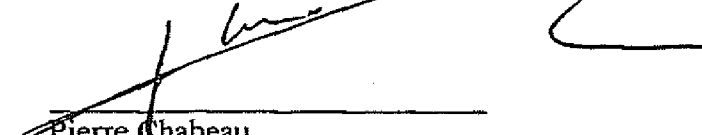
Bernard Anselmi



Anthony Soriano



Christian DeConninck



Pierre Chabeau