

NOV 2.1.99

02-04-1999

FORM PTO-1594 (MOD)
RECORDATION FORM COVER SHEET



DEPARTMENT OF COMMERCE 1/31/92
Patent and Trademark Office

100957748

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

1. Name of conveying party(ies):

HDL, Inc.
1105 North Market Street
Wilmington, Delaware 19899

- Individual
- General Partnership
- Corporation-Delaware
- Other: _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: December 23, 1998

2. Name and address of receiving party(ies):

Dryden Oil Company, Inc.
9300 Pulaski Highway
Baltimore, Maryland 21220

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Maryland
- Other: _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & addresses attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,479,270 1,526,444
1,964,250

Additional numbers attached? Yes No

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

Herbert D. Hart III
McAndrews, Held & Malloy, Ltd.
Citicorp Center, 34th Floor
500 West Madison Street
Chicago, Illinois 60661

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

- Check attached
- Authorized to be charge to deposit account

8. Deposit account number: 13-0017

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

02/04/1999 SBURMS 00000022 1479270

01 FC:481 40.00 BP
02 FC:482 50.00 BP

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.

Signature and Registration Number:

30,063

Date: January 26, 1999

Name of Person Signing: Herbert D. Hart III

Total number of pages including cover sheet, attachments and document: 4

Effective 12/31/98 at 1158 m
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

12/24/98

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ARTICLES OF MERGER
BETWEEN
DRYDEN OIL COMPANY, INC.

AND
HDL, INC.

THIS IS TO CERTIFY THAT:

FIRST: Dryden Oil Company, Inc., a Maryland corporation, and its wholly-owned subsidiary, HDL, Inc., a Delaware corporation, agree to merge in the manner hereinafter set forth:

SECOND: Dryden Oil Company, Inc. is the corporation to survive the merger.

THIRD: Dryden Oil Company, Inc. (the "Surviving Corporation") is incorporated under the laws of the State of Maryland.

FOURTH: HDL, Inc. (the "Merging Corporation") was incorporated under the general laws of the State of Delaware on March 17, 1994 and is not qualified to do business in the State of Maryland.

FIFTH: The principal office of the Surviving Corporation in the State of Maryland is located in the County of Baltimore at 9300 Pulaski Highway, Baltimore, Maryland 21220.

SIXTH: The Merging Corporation does not have an office in the State of Maryland and does not own an interest in land in the State of Maryland.

SEVENTH: The charter of the Surviving Corporation will not be amended as a result of the merger.

EIGHTH: Pursuant to Section 253 of the Delaware General Corporation Law, approval of the directors and sole stockholder of the Merging Corporation was not required, inasmuch as the Surviving Corporation owns all of the outstanding shares of all classes of stock of the Merging Corporation.

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STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the
document on file in this office. DATED: 1-30-99
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
Barbara M. Smith, Custodian
This system replaces our previous certification system. Effective: 6/95

NINTH: The terms and conditions of the transaction described in these Articles of Merger were duly advised, authorized and approved by the Surviving Corporation in the manner and by the vote required by the laws of the State of Maryland and the charter of the Surviving Corporation, as follows:

The Board of Directors of the Surviving Corporation, by written consent to such action signed by all of the Directors and filed with the minutes of proceedings of the Board, adopted a resolution declaring that the terms and conditions of the transaction described herein were approved. Pursuant to Section 3-106 of the Maryland General Corporation Law, stockholder approval was not required.

TENTH: These Articles of Merger shall become effective at 11:58 p.m., Eastern Standard Time, on December 31, 1998 (the "Effective Time").

ELEVENTH: The total number of shares of all classes of stock which each corporation a party to these Articles of Merger has the authority to issue and the number of shares of each class are as follows:

(a) Surviving Corporation

The total number of shares of all classes of stock which the Surviving Corporation has the authority to issue is Thirty-One Thousand, Two Hundred and Forty-Seven (31,247), with a par value of Ten Dollars (\$10.00) per share, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Three Hundred Twelve Thousand Four Hundred Seventy Dollars (\$312,470).

(b) Merging Corporation

The total number of shares of all classes of stock which the Merging Corporation has authority to issue is One Hundred Thousand (100,000), with a par value of One Cent (\$0.01) per share, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Thousand Dollars (\$1,000.00).

TWELFTH: At the Effective Time, the Merging Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation and all leases, licenses, property, rights, privileges and powers of whatever nature and description of the Merging Corporation, and such shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed, subject to all of the debts and obligations of the Merging Corporation. The capital stock of the Surviving Corporation shall be unaffected by the merger. The capital stock of the Merging Corporation shall be canceled.

THIRTEENTH: Each undersigned President or Vice President acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed, and further, with respect to all matters and facts otherwise required to be verified under oath, each such President or Vice President acknowledges that to the best of his knowledge, information and belief, such matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 23RD day of December, 1998.

ATTEST:

DRYDEN OIL COMPANY, INC.

(SEAL) Kathleen A. Dockry
Name: Kathleen A. Dockry
Title: Secretary

By: [Signature]
Name: Jeffrey T. Farley
Title: President

(SEAL) Kathleen A. Dockry
Name: Kathleen A. Dockry
Title: Assistant Secretary

HDL, INC.
By: [Signature]
Name: Kevin Sheehy
Title: Vice President

McANDREWS, HELD & MALLOY, LTD.

GEORGE P. McANDREWS
JOHN J. HELD
TIMOTHY J. MALLOY
WILLIAM M. WESLEY
LAWRENCE M. JARVIS
GREGORY J. VOGLER
JEAN DUDEK KUELPER
HERBERT D. HART III
ROBERT W. FIESELER
D. DAVID HILL
THOMAS J. WIMBISCUS
STEVEN J. HAMPTON
PRISCILLA F. GALLAGHER
STEPHEN F. SHERRY
PATRICK J. ARNOLD JR.
GEORGE F. WHEELER
JANET M. McNICHOLAS
RONALD E. LARSON
CHRISTOPHER C. WINSLADE
EDWARD A. MAS II
GREGORY C. SCHODDE
EDWARD W. REMUS
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MARIO F. GRECO
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ELIGIO C. PIMENTEL
JOHN F. NETHERY
PAUL L. RODRIGUEZ
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JAMES R. NUTTALL
ROBERT A. SURRETTE
JAMES P. MURPHY
DEAN A. PELLETIER
JOSEPH M. BARICH
TIFFANY M. BROOKS
SCOTT P. McBRIDE
PATRICIA J. McGRATH

OF COUNSEL
ROBERT C. RYAN
S. JACK SAUER

January 27, 1999

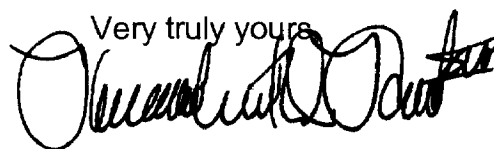
BOX ASSIGNMENT
Commissioner of Patents and Trademarks
Washington, DC 20231

Sir:

Transmitted herewith for recordation are the following:

1. Articles of Merger between Dryden Oil Company, Inc. and HDL, Inc. (executed December 23, 1998), to be recorded against Trademark Reg. Nos. 1,479,270, 1,526,444 and 1,964,250, each of which are presently in the name of HDL, Inc. (Tab A); and
2. Articles of Amendment to the Articles of Incorporation of Dryden Oil Company, Inc. (executed December 24, 1998) changing the name of the corporation to Castrol Heavy Duty Lubricants Inc., to be recorded against Trademark Reg. Nos. 292,045, 595,795, 750,770, 924,094, 1,479,270, 1,526,444, 1,554,354, 1,757,917, 1,760,858, 1,824,056, 1,954,095, 1,964,250, 1,971,376, 1,985,732, 2,045,616, 2,068,638, 2,078,508, 2,082,825, 2,082,871, 2,107,176, 2,109,849, 2,162,529, 2,162,530 (Tab B).

Please be certain to record these documents in the above sequence so that the proper chain of title may be maintained.

Very truly yours


Herbert D. Hart III

HDH/kmg
Enclosures

RECORDED: 02/01/1999

TRADEMARK
REEL: 1847 FRAME: 0758