

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HDL, Inc.		12/31/1998	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Dryden Oil Company, Inc.
Street Address:	9300 Pulaski Highway
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21220
Entity Type:	CORPORATION: MARYLAND

PROPERTY NUMBERS Total: 1

Property Type	Number
Serial Number:	74225543

CORRESPONDENCE DATA

Fax Number: (630)821-3383
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (630) 821-2461
 Email: donald.knapp@bp.com
 Correspondent Name: Donald C. Knapp, Jr.
 Address Line 1: 4101 Winfield Road
 Address Line 2: Mail Code 5 East
 Address Line 4: Warrenville, ILLINOIS 60555

NAME OF SUBMITTER:	Donald C. Knapp, Jr.
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Total Attachments: 3
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**TRADEMARK
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HDL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "DRYDEN OIL COMPANY, INC." UNDER THE NAME OF "DRYDEN OIL COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF MARYLAND, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9488652

DATE: 12-28-98

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**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
HDL, INC.
WITH AND INTO
DRYDEN OIL COMPANY, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Dryden Oil Company, Inc., a Maryland corporation (the "Corporation"), hereby certifies to the following information relating to the merger of HDL, Inc., a Delaware corporation ("HDL"), with and into the Corporation (the "Merger"):

1. The Corporation owns all of the issued and outstanding shares of each class of the capital stock of HDL.

2. The Board of Directors of the Corporation adopted the following resolutions approving the Merger by unanimous written consent dated December 14, 1998 in accordance with Section 2-408(c) of the General Corporation Law of the State of Maryland, as amended, and such resolutions have not been amended, modified or rescinded:

RESOLVED, that Dryden Oil Company, Inc., a Maryland corporation (the "Corporation"), merge HDL, Inc., a Delaware corporation and a wholly owned subsidiary of the Corporation ("HDL"), with and into the Corporation and, upon consummation of the merger, the Corporation shall be the surviving corporation and assume all of HDL's liabilities and obligations, and such merger is hereby approved; and further

RESOLVED, that the merger of HDL into the Corporation shall become effective at 11:58 p.m., Eastern Standard Time, on December 31, 1998 (the "Effective Time"); and further

RESOLVED, that each share of capital stock of the Corporation shall be unaffected by the merger of HDL into the Corporation and that each share of capital stock of HDL issued and outstanding immediately prior to the Effective Time shall, at the Effective Time, by virtue of the merger and without any action on the part of the holder thereof, be canceled and retired and cease to exist; and further

RESOLVED, that the officers and assistant officers of the Corporation be, and each of them hereby is, authorized and directed to make, execute and acknowledge, in the name and on behalf of the Corporation, and to file Articles of Merger with the Department of Assessments and Taxation of

Maryland and a Certificate of Ownership and Merger, setting forth a copy of these resolutions, with the Secretary of State of Delaware; and further

RESOLVED, that at any time prior to the Effective Time, the Board of Directors of the Corporation, or any duly authorized committee thereof, may determine not to effect the merger of HDL into the Corporation; and further

RESOLVED, that the officers and assistant officers of the Corporation be, and each of them hereby is, authorized and directed to take such further action and to execute such certificates and other documents as any such officer or assistant officer, in his or her discretion, shall deem necessary or advisable to consummate the merger of HDL into the Corporation and to effect the foregoing resolutions.

3. The effective time of the Merger shall be at 11:58 p.m., Eastern Standard Time, on December 31, 1998.

4. The Corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of HDL, as well as for enforcement of any obligation of the Corporation arising from the Merger. The Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such proceeding, and the address to which a copy of any such process shall be mailed by the Secretary of State of Delaware is as follows:

c/o Burmah Castrol Holdings Inc.
1500 Valley Road
Wayne, NJ 07470

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed this 14th day of December, 1998.

DRYDEN OIL COMPANY, INC.

By:

Name:

Title:

DON GILL

VICE PRESIDENT - FINANCE

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