

Form PTO-1595  
(Rev. 10/02)

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OMB No. 0651-0027 (exp. 6/30/2005)

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

1. Name of conveying party(ies):  
  
Phillips Petroleum Company  
  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: ConocoPhillips Company  
Internal Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Street Address: 600 N. Dairy Ashford  
\_\_\_\_\_  
\_\_\_\_\_  
City: Houston State: TX Zip: 77079  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
  
Execution Date: 12/31/2002

4. Application number(s) or patent number(s):  
If this document is being filed together with a new application, the execution date of the application is: \_\_\_\_\_  
A. Patent Application No.(s) 10/117,313  
\_\_\_\_\_  
\_\_\_\_\_  
Additional numbers attached?  Yes  No

B. Patent No.(s) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Jeffrey R. Anderson  
Internal Address: \_\_\_\_\_  
Richmond, Hitchcock, Fish & Dollar  
P.O. Box 2443  
\_\_\_\_\_  
Street Address: \_\_\_\_\_  
\_\_\_\_\_  
City: Bartlesville State: OK Zip: 74005

6. Total number of applications and patents involved:  1  
7. Total fee (37 CFR 3.41).....\$ 40.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
16-1575

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9. Signature.  
  
Jeffrey R. Anderson 5-3-2003  
Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments  
Washington, D.C. 20231

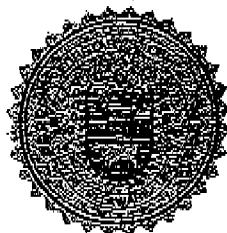
# Delaware

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 "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: **PATENT**

REEL: 013642 FRAME: 0406

0064324 8100

RL&amp;F#1

(THU) 12. 12' 02 13:32/ST. 13:32  
 STATE OF DELAWARE  
 SECRETARY OF STATE P 5  
 DIVISION OF CORPORATIONS  
 FILED 01:41 PM 12/12/2002  
 020763238 - 0064324

## CERTIFICATE OF AMENDMENT

to the

## RESTATED CERTIFICATE OF INCORPORATION

of

### PHILLIPS PETROLEUM COMPANY (to be renamed ConocoPhillips Company)

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

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IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this 12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

WJ

By:   
Name: Rick A. Harrington  
Title: Senior Vice President, Legal,  
and General Counsel

HOU03:884504.1