

08-15-2006

Docket No.: 33993US1

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(Rev. 03-01)  
OMB No. 0851-0027 (exp. 5/31/2002)  
PSBA/REV03

U.S. DEPARTMENT OF COMMERCE  
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Tab settings

To the Director of the United States Patent and Trademark Office, please forward the attached original documents or copy thereof.

1. Name of conveying party(ies):

Bruce B. Randolph, Marvin M. Johnson and Edward L. Sughrue, II

7-26-06

Additional names(s) of conveying party(ies)  Yes  No

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

Name: ConocoPhillips Company

Address: 600 N. Dairy Ashford

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other

City: Houston State/Prov.: Texas

Country: USA ZIP: 77079

Execution Date: December 31, 2002

Additional name(s) & address(es)  Yes  No

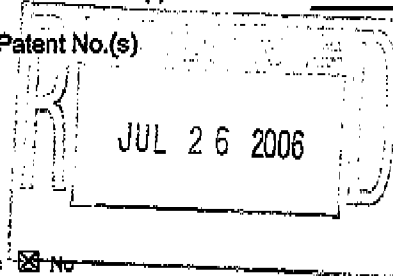
4. Application number(s) or patent numbers(s):

If this document is being filed together with a new application, the execution date of the application is:

Patent Application No.	Filing date
11/049,250	2/2/2005

Additional numbers

B. Patent No(s)



Yes  No

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

Name: Bronwyn A. Welvaert

Registration No. 52,350

Address: ConocoPhillips Company - L. P. Legal

P.O. Box 2443

City: Bartlesville State/Prov.: OK

Country: USA ZIP: 74005

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

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8. Deposit account number:

16-1575

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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.

Bronwyn A. Welvaert

Name of Person Signing

Bronwyn Welvaert  
Signature

7/26/2006  
Date

4

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

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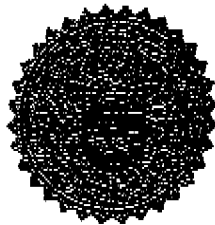
# Delaware

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 "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: 2183363

DATE: 01-02-03

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PATENT  
REEL: 018282 FRAME: 0390

FROM RL&amp;F#1

(THU) 12. 12 ' 02 13:32/ST. 13:30  
 STATE OF DELAWARE  
 SECRETARY OF STATE 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.

0003351504.1


FROM RL&F#1

(THU) 12. 12' 02 13:32/ST. 13:31/NO. 4864756279 P 6

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

PHILLIPS PETROLEUM COMPANY

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

HO003:284504.1