

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

Docket No.:

458001/312

Tab settings

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

1. Name of conveying party(ies):
Tosco Corporation

Effective date (Dec. 12, 2002)

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **Nevada**
 Other _____

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

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

Name: **ConocoPhillips Company**

Internal Address: **600 North Dairy Ashford**

Street Address: _____

City: **Houston** State: **TX** ZIP: **77079**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other **Corrective Recordation (see attachment)**

Execution Date: **previously recorded Reel 2608, Frame 0050**

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

A. Trademark Application No.(s)

72/359,446
73/311,703
72/166,846

Additional numbers Yes No

B. Trademark Registration No.(s)

Yes No

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

Name: **Laura E. Goldbard**

Internal Address: **Stroock & Stroock & Lavan LLP**

Street Address: **180 Maiden Lane**

City: **New York** State: **NY** ZIP: **10038**

6. Total number of applications and registrations involved:..... **3**

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

19-4709

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.

Laura E. Goldbard *Laura E. Goldbard* **February 20, 2003**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

TRADE MARK

Continuation of Box No. 3 – Nature of Conveyance:

Record to correct wrong Serial Numbers on a Merger and Change of Name document previously recorded at Reel 2608, Frame 0050. The Serial Numbers are as follows:

1. Serial No. 73/359,446 should have been 72/359,446
2. Serial No. 73/314,703 should have been 73/311,703
3. Serial No. 72/155,846 should have been 72/166,846

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0681-0011 (exp. 4/94)
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02-13-2003



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Docket No.:

458001/312

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To the Honorable Commissioner of Patents

Please record the attached original documents or copy thereof.

MRD 2-12-03

1. Name of conveying party(ies):

Tosco Corporation

- Individual(s)
- General Partnership
- Corporation-State Nevada
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Merger to Phillips Petroleum Company and
- Merger
- Change of Name

~~Exemption Date~~ Change of Name to ConocoPhillips Company

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

Name: ConocoPhillips Company

Internal Address:

Street Address: 600 North Dairy Ashford

City: Houston State: TX ZIP: 77079

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

See attached schedule

B. Trademark Registration No.(s)

See Attached Schedule

Additional numbers Yes No

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

Name: Laura E. Goldbard

Internal Address: Stroock & Stroock & Lavan LLP

Street Address: 180 Maiden Lane

City: New York State: NY ZIP: 10038

6. Total number of applications and registrations involved:

102

7. Total fee (37 CFR 3.41):.....\$ \$2,655.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4709

02/13/2003 6TON11 00000066 194709 73618869

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01 FC:8521 40.00 CH
02 FC:8522 2525.00 CH
03 FC:8523 120.00 CH

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.

Laura E. Goldbard

Name of Person Signing

Signature

February 11, 2003

Date

Total number of pages including cover sheet, attachments, and

6

TRADEMARK	APPNO	FILE	REGNO	REG
VALVE SAVER	73/618,869	9/8/1986	1,566,599	11/14/1989
UNOWAX	72/154,311	10/1/1962	758,002	10/8/1963
KENDCOTE-60	72/226,057	8/19/1965	820,604	12/20/1966
76	72/153,435	9/18/1962	754,420	8/13/1963
76	72/164,482	3/12/1963	764,442	2/4/1964
POINT	75/064,351	2/27/1996	2,116,810	11/25/1997
PROSTOCK	75/121,431	6/14/1996	2,172,233	7/14/1998
PURE	71/534,186	9/11/1947	514,028	8/23/1949
ROYAL TRITON (stylized)	71/548,618	2/2/1948	518,981	12/20/1949
ROYAL TRITON QLT	75/121,432	6/14/1996	2,065,069	5/27/1997
STEAVAL	71/553,924	4/5/1948	521,501	2/28/1950
SUPERSTOCK (stylized)	75/118,931	6/14/1996	2,055,373	4/22/1997
MOTOREZE (stylized)	71/564,068	6/14/1948	531,450	10/3/1950
76 COOL BLUE & Design	76/440,977	8/16/2002		
GUARDOL QLT	75/022,157	11/20/1995	2,161,203	6/2/1998
76 EXPRESS LUBE	74/142,823	2/27/1991	1,676,124	2/18/1992
76 PERFORMANCE	75/078,797	3/26/1996	2,155,386	5/5/1998
76 PERFORMANCE & Design	75/405,778	12/15/1997	2,361,124	6/27/2000
76 PURE SYNTHETIC MOTOR OIL	75/915,610	2/4/2000	2,636,225	10/15/2002
76 RACING GASOLINE & Design	75/121,433	6/14/1996	2,092,905	9/2/1997
76 RACING GASOLINE	75/121,435	6/14/1996	2,092,906	9/2/1997
UNAX (stylized)	71/564,070	6/14/1948	531,452	10/3/1950
76 SEVENTY SIX & Design	76/151,438	10/20/2000		
UNION 76 & Design	76/414,402	5/30/2002		
76 & Design	71/506,905	8/5/1946	566,785	11/18/1952
GUARDOL	71/581,153	6/27/1949	535,687	1/2/1951
UNOBA	75/153,525	8/20/1996	2,081,580	7/22/1997
UNIMIX <i>72/359,446</i>	73/359,446	5/11/1970	917,524	8/3/1971
TRITON	71/268,719	6/26/1928	250,807	12/18/1928
KOOLKUT	71/526,827	7/5/1947	521,402	2/28/1950
76 UNION & Design	72/126,277	8/18/1961	733,276	6/26/1962
MAROK (stylized)	71/589,607	12/19/1949	543,689	6/12/1951
UNITEC	71/598,819	6/8/1950	554,227	1/29/1952
76 OMNIGUARD QLT	76/208,052	2/9/2001		
76 OMNIGUARD QLT	75/752,235	7/15/1999	2,434,732	3/13/2001
GEARITE (stylized)	71/564,067	6/14/1948	531,449	10/3/1950
KLONDYKE	71/527,286	7/5/1947	503,020	10/19/1948
ARISTOWAX	71/466,112	12/27/1943	410,193	11/14/1944

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TRADEMARK
REEL: 002609 FRAME: 0242

TRADEMARK	APPNO	FILE	REGNO	REG
76 UNION & Design	72/126,279	8/18/1961	739,640	10/23/1962
F-L SELECT	73/357,055	3/29/1982	1,252,675	10/4/1983
THREE STAR <i>73/311,703</i>	73/314,703	5/22/1981	1,199,256	6/29/1982
THREE STAR & Design	73/311,702	5/22/1981	1,199,255	6/29/1982
KENDALL SHP	76/353,018	12/26/2001	2,635,041	10/15/2002
T5X (stylized)	71/487,221	8/17/1945	521,383	2/28/1950
DUAL ACTION	74/276,172	5/18/1992	1,842,628	7/5/1994
SUPERB	73/010,878	1/14/1974	1,024,063	11/4/1975
POUR IN THE PROTECTION	74/209,361	10/3/1991	1,835,968	5/10/1994
KENOIL	72/099,435	6/21/1960	709,522	1/10/1961
SHP	74/688,641	6/14/1995	1,979,614	6/11/1996
CML-260	72/136,987	1/31/1962	752,369	7/9/1963
VICTORY	74/628,889	2/2/1995	2,034,282	1/28/1997
SUPER BLU	73/616,310	8/25/1986	1,437,021	4/21/1987
FUN-L-FIL	73/541,802	6/7/1985	1,374,513	12/10/1985
FIESTA	73/418,119	3/21/1983	1,274,731	4/24/1984
KENDALL (stylized)	71/079,878	7/17/1914	100,838	10/17/1914
KENDALL SUPER-D	72/045,808	2/13/1958	671,721	12/30/1958
SUPER-D	73/753,422	9/22/1988	1,603,340	6/26/1990
SUPER BLU-GREASE	73/021,909	5/20/1974	1,027,674	12/16/1975
DISPOS-A-JUG	73/135,067	7/25/1977	1,104,607	10/24/1978
GET THE SPIRIT	76/340,470	11/20/2001		
HYKEN	72/267,705	3/27/1967	853,045	7/23/1968
Two Finger Design	73/163,383	3/23/1978	1,127,380	12/11/1979
Design (firebird)	72/110,093	12/12/1960	748,325	4/23/1963
FIREBIRD	72/161,818	1/31/1963	761,829	12/24/1963
GT-1	72/229,530	10/7/1965	813,834	8/30/1966
DARVAL	71/555,852	4/29/1948	515,168	9/13/1949
KENDALL & Two Finger Design	73/723,286	4/11/1988	1,551,595	8/15/1989
POINT LUBRICANTS	75/064,352	2/27/1996	2,116,811	11/25/1997
DRILLUBE	72/053,543	6/13/1958	675,876	4/24/1959
KENDALL	75/674,196	4/5/1999	2,343,171	4/18/2000
KENDALL THE 2000 MILE OIL & Design	75/714,123	5/26/1999	2,336,000	3/28/2000
UNION 76	78/196,637	12/20/2002		
UNION 76 & Design	78/196,930	12/20/2002		
FOUR STAR & Design	72/336,960	9/3/1969	896,378	8/11/1970
76	72/153,437	9/18/1962	750,554	6/4/1963
76	72/153,436	9/18/1962	753,993	8/6/1963
KING OF THE ROAD & Design	73/466,430	2/21/1984	1,379,114	1/21/1986

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TRADEMARK
REEL: 002609 FRAME: 0243

TRADEMARK	APPNO	FILE	REGNO	REG
SPIRIT OF 76	74/031,466	2/22/1990	1,623,645	11/20/1990
ROAD KING	72/185,935	2/3/1964	781,013	12/1/1964
SEVENTY SIX	72/032,150	6/17/1957	660,366	4/8/1958
76	72/153,434	9/18/1962	754,629	8/13/1963
ROAD KING DRIVERS' CLUB	73/466,674	2/22/1984	1,369,595	11/5/1985
THE 2000 MILE OIL	75/708,771	5/18/1999	2,351,749	5/23/2000
KENDALL THE 2000 MILE OIL & Design	75/714,123	5/26/1999	2,336,000	3/28/2000
KING OF THE ROAD & Design	73/466,430	2/21/1984	1,379,114	1/21/1986
76 WE GET IT	75/153,492	8/20/1996	2,089,223	8/19/1997
76.COM	76/036,512	4/28/2000		
76 FASTBREAK FOOD & MORE	75/465,614	4/10/1998	2,255,427	6/22/1999
76 EXPRESS LANE	75/877,629	12/13/1999	2,579,602	6/11/2002
UNION 76 & Design	76/179,589	12/12/2000	2,627,477	10/1/2002
UNION 76	78/196,635	12/20/2002		
SYSTEM 76	73/388,735	9/24/1982	1,276,507	5/1/1984
PURE	71/528,373	7/11/1947	531,875	10/10/1950
76 WE GET IT & Design	75/043,541	1/16/1996	2,155,294	5/5/1998
76 <i>72/166,846</i>	72/155,846	4/16/1963	775,138	8/11/1964
76 EXPRESSLUBE & Design	73/779,378	2/6/1989	1,568,820	11/28/1989
UNION 76 & Design	72/273,539	6/9/1967	850,791	6/11/1968
AUTOPULSE	74/722,321	8/29/1995	2,045,033	3/11/1997
76 & Design	72/298,069	5/13/1968	867,703	4/1/1969
WE GET IT	75/153,522	8/20/1996	2,087,619	8/12/1997
AUTOPULSE SERVICE CENTER	75/054,869	2/8/1996	2,155,319	5/5/1998
76 PROWASH	75/018,699	11/13/1995	2,056,323	4/22/1997

DEC-12-2002 12:04 CT REND

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P.O. # 18.325

#2062

FILED # C1250-55

DEC 12 2002

IN THE OFFICE OF
DEAN HELLER, SECRETARY OF STATE

ARTICLES OF MERGER
OF
TOSCO CORPORATION
WITH AND INTO

PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)

To the Secretary of State
State of Nevada

Pursuant to the provisions of Chapter 92A, Nevada Revised Statutes, the parties herein named do hereby certify as follows:

FIRST: The name and jurisdiction of incorporation of each constituent entity is as follows: (i) Tosco Corporation, a corporation organized under the laws of the State of Nevada ("Tosco"), and (ii) Phillips Petroleum Company, a corporation organized under the laws of the State of Delaware ("Phillips") and to be renamed ConocoPhillips Company prior to the effective time of the Merger (as defined below).

SECOND: The Agreement and Plan of Merger, dated as of December 12, 2002, among Conoco Inc., a corporation organized under the laws of the State of Delaware, Phillips, Toscopetro Corporation, a corporation organized under the laws of the State of Delaware, and Tosco (the "Merger Agreement"), pursuant to which Tosco is to be merged with and into Phillips (the "Merger"), with Phillips as the surviving corporation (the "Surviving Corporation"), has been adopted by the Board of Directors of Phillips and by the Board of Directors of Tosco.

THIRD: The Merger Agreement was approved by the required consent of the stockholders of each of Phillips and Tosco.

FOURTH: The Certificate of Incorporation of Phillips immediately prior to the Merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law.

FIFTH: The complete, executed Merger Agreement is on file at the executive offices of the Surviving Corporation at 600 North Dairy Ashford, Houston, Texas 77079, (281) 293-1000, and a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any owner of Phillips or Tosco.

SIXTH: The address of the Surviving Corporation where copies of process may be sent by the Secretary of State is 600 North Dairy Ashford, Houston, Texas 77079.

SEVENTH: The Merger shall take effect at 3:01 a.m., Eastern time, on January 1, 2003.

DEC-12-2002 12:04

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger
this 12th day of December, 2002.

TOSCO CORPORATION

By: *Jeff W. Sheets*
Name: Jeff W. Sheets
Title: Vice President and Treasurer

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PHILLIPS PETROLEUM COMPANY

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