

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Conoco Inc.

- Individual(s)
- General Partnership
- Corporation-State
- 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: 12/31/2002

2. Name and address of receiving party(ies)

Name: ConocoPhillips Company

Internal Address: MA 1136

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 representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) See Attached
3 Applications

B. Trademark Registration No.(s) See Attached
30 Registrations

Additional number(s) attached Yes No

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

Name: Barbara Hunter

Internal Address: MA 1136

Street Address: 600 North Dairy Ashford

City: Houston State: TX Zip: 77079-1175

6. Total number of applications and registrations involved:

33

7. Total fee (37 CFR 3.41).....\$ 840.00

- Enclosed
- Authorized to be charged to deposit account

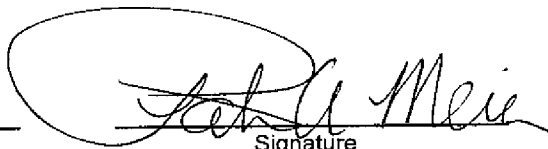
8. Deposit account number:

16-1575

DO NOT USE THIS SPACE

9. Signature.

Patricia A. Meier, Esq.
Name of Person Signing



February 2, 2004
Date

5

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

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

CH \$840.00 161575 78087035

UNITED STATES APPLICATIONS/REGISTRATIONS IN THE NAME OF CONOCO INC.

APPLICATION NO.	REGISTRATION NO.
	2266983
	2,560,026
	2,525,929
	2,419,624
	1286750
	673395
	816505
	2,538,414
	1955085
	888923
	1072654
78/087035	
	2266982
	2636257
	2,564,349
	2119832
	748992
	283567
	1194962
	1339960
	2633405
74/697986	
	2153623
75/932306	
	2089599
	628548
	851303
	1635244
	2628767
	1877365
	1876283
	2266981
	1091577

Delaware

PAGE 1

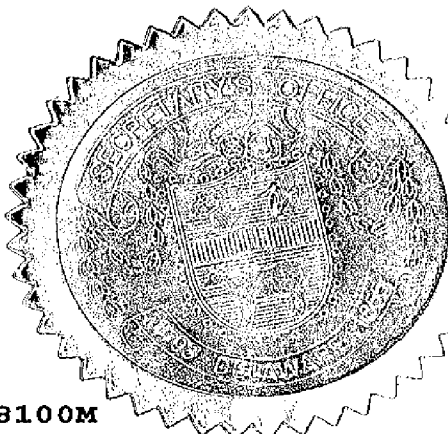
The First State

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 MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0064324 8100M

AUTHENTICATION: 2295367

030153009

DATE: 03 01 03

REEL: 002786 FRAME: 0264

FROM RL&F#1

(THU) 12. 12' 02 13:35/ST. 13:35
STATE OF DELAWARE
SECRETARY OF STATE P 16
DIVISION OF CORPORATIONS
FILED 01:44 PM 12/12/2002
020763253 - 0064324

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company 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 and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

FROM RL&F#1

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Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

WJ

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

HOU03:877675.4

Delaware

PAGE 1

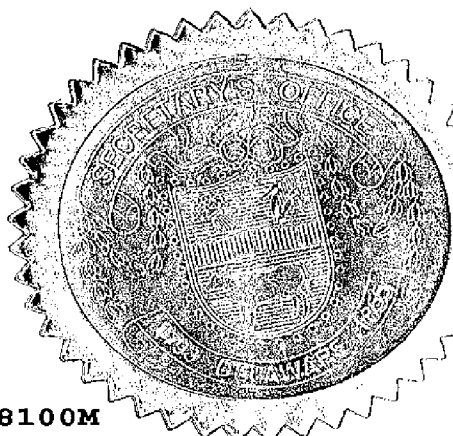
The First State

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WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

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Harriet Smith Windsor, Secretary of State

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First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

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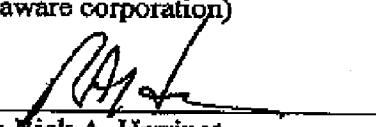
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Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

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

HOU09:8776754

TRADEMARK
REEL: 002786 FRAME: 0269

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