

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office Client/Matter: 458001/729

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. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Nevada, and Other.

2. Name and address of receiving party(ies): Name: ConocoPhillips Company, Address: 600 North Dairy Ashford, Houston TX 77079. Includes checkboxes for citizenship and partnership types.

3. Nature of conveyance: Merger. Execution Date: Effective Date January 1, 2003.

4. Application number(s) or registration number(s): A. Trademark Application No.(s), B. Trademark Registration No.(s) 2,212,550.

6. Total number of applications and registrations involved: 1.

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Laura E. Goldbard, Esq., Internal Address: Stroock & Stroock & Lavan LLP, Street Address: 130 Maiden Lane, City: New York, State: NY, Zip: 10038.

7. Total fee (37 CFR 3.41): \$ 40.00. Includes checkboxes for Enclosed and Authorized to be charged to deposit account. 8. Deposit account number: 19-4709.

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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. Signature: Laura E. Goldbard, Date: August 11, 2004.

Total number of pages including cover sheet, attachments, and document: 3

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

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DEC. 19. 2003 4:57PM

NO. 7759 P. 3/4

FROM RL&F#1

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STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 01:43 PM 12/12/2002
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CERTIFICATE OF MERGER

of

Tosco Corporation
(a Nevada 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 Tosco Corporation, a Nevada corporation (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, DOBS 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
TOSCO CORPORATION	Nevada

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 252 of the DGCL;

Third: The name of the Surviving Corporation of the merger 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;

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;

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Seventh: The authorized capital stock of the Merging Corporation is 100 shares of common stock, par value \$0.01 per share; and

Eighth: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 3:01 a.m., Eastern time, on January 1, 2003.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)
(a Delaware corporation)

WJ

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