

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Merger and Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tosco Corporation		01/01/2003	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	ConocoPhillips Company		
Street Address:	600 North Dairy Ashford		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77079		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1986019	PROWASH	
CORRESPONDENCE DATA			
Fax Number:	(212)806-2560		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-806-5400		
Email:	afisher@stroock.com		
Correspondent Name:	Laura E. Goldbard		
Address Line 1:	180 Maiden Lane		
Address Line 4:	New York, NEW YORK 10038		
NAME OF SUBMITTER:	Laura E. Goldbard		
Signature:	/laura e. goldbard/		
Date:	09/08/2005		

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Total Attachments: 2
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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.


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

TOSCO CORPORATION

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

157

PHILLIPS PETROLEUM COMPANY

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