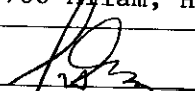


<b>No. C 123806</b> Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080  <b>NO FILING FEE IF RECEIVED BY DUE DATE</b>	<b>Due no later than May 31, 2002 Annual Report Form</b> <div style="background-color: black; color: white; padding: 2px; text-align: center;">1. Mailing Address - Correct in this box, if applicable</div> PENNZOIL-QUAKER STATE COMPANY LINDA F CONDIT PO BOX 2967  HOUSTON, TX 77252	2. Registered Agent and Office <b>NO PO BOX</b>  CT CORPORATION SYSTEM 300 N 6TH ST  BOISE, ID 83701  3. <u>New</u> Registered Agent Signature
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4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.
 

<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Pres, CEO & Director	James J. Postl	700 Milam,	Houston, TX	77002-2806	
VP & Secty. Director	Linda F. Condit	700 Milam,	Houston, TX	77002-2806	
Director	H. John Greeniaus	700 Milam,	Houston, TX	77002-2806	
Director	Forrest R. Haselton	700 Milam,	Houston, TX	77002-2806	
Director	Berdon Lawrence	700 Milam,	Houston, TX	77002-2806	
Director <sup>1 Ch. Sec.</sup>	James L. Pate	700 Milam,	Houston, TX	77002-2806	
Director	Terry L. Savage	700 Milam,	Houston, TX	77002-2806	
Director	Brent Scowcroft	700 Milam,	Houston, TX	77002-2806	
Director	Lorne R. Waxlax	700 Milam,	Houston, TX	77002-2806	
Director	Gerald B. Smith	700 Milam,	Houston, TX	77002-2806	

5. Organized Under the Laws of:  <div style="text-align: center;"> <b>DELAWARE</b>  <b>C 123806</b> </div>	6. Signature  <div style="display: flex; justify-content: space-between;"> <div>             Date <u>5/14/02</u>               Name <small>(Typed or Printed)</small> <u>Susan Diane Koontz</u>              Title <u>Assistant Corporate Secretary</u> </div> </div>
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