



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 103867		2. Name of Corporation Felinzöif:Quäker State Company			
3. Street Address Principal Business Office 910 LOUISIANA STREET			City HOUSTON	State TX	Zip 77002
4. Business Phone No. (713) 241-5166		5. State of Incorporation DELAWARE			6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island MANUFACTURING AND MARKETING OF PETROLEUM, PETROLEUM RELATED PRODUCTS AND AUTOMOTIVE CONSUMER PRODUCTS.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name D. S. BOYLE			Vice President Name D. A. ERICKSON		
Street Address 700 MILAM			Street Address 910 LOUISIANA		
City HOUSTON	State TX	Zip 77002	City HOUSTON	State TX	Zip 77002
Secretary Name S. J. PAUL (Asst. Secretary)			Treasurer Name M. J. D. ADAMSON		
Street Address 910 LOUISIANA			Street Address 910 LOUISIANA		
City HOUSTON	State TX	Zip 77002	City HOUSTON	State TX	Zip 77002
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name D. S. BOYLE			Director Name		
Street Address 700 MILAM			Street Address		
City HOUSTON	State TX	Zip 77002	City	State	Zip
Director Name M. J. D. ADAMSON			Director Name		
Street Address 910 LOUISIANA			Street Address		
City HOUSTON	State TX	Zip 77002	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
110,000,000			1,056	COMMON	

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



103867

File Date **FILED**

Check No. FEB 28 2005 3016296408

By: *SB*

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

 Paul 2/10/2005

Signature of Officer Date

S. J. PAUL

Print or Type Name of Officer

ASSISTANT SECRETARY

Title of Officer



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00
(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 103867		2. Name of Corporation Pennzoil-Quaker State Company			
3. Street Address Principal Business Office 910 LOUISIANA STREET			City HOUSTON	State TX	Zip 77002
4. Business Phone No. 713/241-4461		5. State of Incorporation DELAWARE			6. SIC Code 0
7. Brief Description of the Character of Business Conducted in Rhode Island MANUFACTURING AND MARKETING OF PETROLEUM, PETROLEUM RELATED PRODUCTS AND AUTOMOTIVE CONSUMER PRODUCTS					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name D. S. BOYLE			Vice President Name D. A. ERICKSON		
Street Address 700 MILAM			Street Address 910 LOUISIANA STREET		
City HOUSTON	State TX	Zip 77002	City HOUSTON	State TX	Zip 77002
Secretary Name K. D. JOSEPH			Treasurer Name M. J. D. ADAMSON		
Street Address 910 LOUISIANA STREET			Street Address 910 LOUISIANA STREET		
City HOUSTON	State TX	Zip 77002	City HOUSTON	State TX	Zip 77002
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name D. S. BOYLE			Director Name D. J. PALMER		
Street Address 700 MILAM			Street Address 910 LOUISIANA STREET		
City HOUSTON	State TX	Zip 77002	City HOUSTON	State TX	Zip 77002
Director Name M. J. D. ADAMSON			Director Name		
Street Address 910 LOUISIANA STREET			Street Address		
City HOUSTON	State TX	Zip 77002	City	State	Zip
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
110,000,000			79,568,184	COMMON	\$0.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 3 8 6 7 *

File Date 2.27.04
Check No. 3010200855
By: ILP
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

S. J. PAUL 2/25/2004
Signature of Officer Date
S. J. PAUL
Print or Type Name of Officer
ASSISTANT SECRETARY
Title of Officer

PENNZOIL-QUAKER STATE COMPANY

DIRECTORS

D. S. Boyle		700 Milam Houston, TX 77002
M. J. D. Adamson		910 Louisiana Houston, TX 77002
D. J. Palmer		910 Louisiana Houston, TX 77002

OFFICERS

D. S. Boyle	President & Chief Executive Officer	700 Milam Houston, TX 77002
L. G. Cekella	Vice President - Transportation	700 Milam Houston, TX 77002
D. A. Erickson	Vice President - Tax	910 Louisiana Houston, TX 77002
M. J. D. Adamson	Vice President, Chief Financial Officer & Treasurer	910 Louisiana Houston, TX 77002
L.L. Burch	Vice President - Fast Lubes	700 Milam Houston, TX 77002
J.S. Craig	Vice President - Supply Chain	700 Milam Houston, TX 77002
D. K. Austin	Vice President - Industrial	700 Milam Houston, TX 77002
S. L. Hirst	Vice President - Automotive/Consumer Products	700 Milam Houston, TX 77002
W. C. Lowrey	Vice President - Legal	910 Louisiana Houston, TX 77002

PENNZOIL-QUAKER STATE COMPANY

OFFICERS

K. Lang	Vice President - Human Resources & Services	700 Milam Houston, TX 77002
C. A. Bourgeois	Vice President - International	700 Milam Houston, TX 77002
D. J. Palmer	Vice President - Finance & Information Technology	910 Louisiana Houston, TX 77002
K. D. Joseph	Secretary	910 Louisiana Houston, TX 77002
S. J. Paul	Assistant Secretary	910 Louisiana Houston, TX 77002
M. J. Maratea	Controller	700 Milam Houston, TX 77002
N. L. Wilson	Assistant Treasurer	700 Milam Houston, TX 77002



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. **103867** 2. Name of Corporation **Pennzoil-Quaker State Company**

3. Street Address Principal Business Office
910 LOUISIANA STREET City **HOUSTON** State **TX** Zip **77002**

4. Business Phone No. **713/241-4461** 5. State of Incorporation **DELAWARE** 6. SIC Code **0**

7. Brief Description of the Character of Business Conducted in Rhode Island
CONSUMER PRODUCTS AUTOMOTIVE

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name D. J. PIRRET Street Address 700 MILAM City State Zip HOUSTON TX 77002	Vice President Name D. A. ERICKSON Street Address 910 LOUISIANA STREET City State Zip HOUSTON TX 77002
Secretary Name K. D. JOSEPH Street Address 910 LOUISIANA STREET City State Zip HOUSTON TX 77002	Treasurer Name D. J. PALMER Street Address 910 LOUISIANA STREET City State Zip HOUSTON TX 77002

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name D. J. PALMER Street Address 910 LOUISIANA STREET City State Zip HOUSTON TX 77002	Director Name D. J. PIRRET Street Address 700 MILAM City State Zip HOUSTON TX 77002
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10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
110,000,000			1,000	COMMON	\$1.00

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 3 8 6 7 *

File Date: 2-18-03

Check No.: 3990173546

By: ICP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/13/2003
Signature of Officer Date

D. A. ERICKSON
Print or Type Name of Officer

VICE PRESIDENT - TAX
Title of Officer

PENNZOIL-QUAKER STATE COMPANY

DIRECTORS

D. J. Palmer		910 Louisiana Houston, TX 77002
D. J. Pirret		700 Milam Houston, TX 77002

OFFICERS

D. J. Pirret	President & Chief Executive Officer	700 Milam Houston, TX 77002
T. A. Kirkley	Vice President - Supply Chain	700 Milam Houston, TX 77002
D. A. Erickson	Vice President - Tax	910 Louisiana Houston, TX 77002
D. J. Palmer	Vice President, Chief Financial Officer & Treasurer	910 Louisiana Houston, TX 77002
D. S. Boyle	Vice President - Automotive/Consumer Products	700 Milam Houston, TX 77002
M. C. Graham	Vice President - Fast Lubes	700 Milam Houston, TX 77002
D. K. Austin	Vice President - Industrial	700 Milam Houston, TX 77002
L. G. Cekella	Vice President - Transportation	700 Milam Houston, TX 77002
S. L. Hirst	Vice President - International	700 Milam Houston, TX 77002
W. C. Lowrey	Vice President - Legal	910 Louisiana Houston, TX 77002

PENNZOIL-QUAKER STATE COMPANY

OFFICERS

W. T. Fitzpatrick	Vice President - Human Resources & Services	700 Milam Houston, TX 77002
K. D. Joseph	Secretary	910 Louisiana Houston, TX 77002
S. J. Paul	Assistant Secretary	910 Louisiana Houston, TX 77002
M. J. Maratea	Controller	700 Milam Houston, TX 77002
N. L. Wilson	Assistant Treasurer	700 Milam Houston, TX 77002
M. J. D. Adamson	Assistant Treasurer	910 Louisiana Houston, TX 77002



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **103867** 2. Name of Corporation **Pennzoil-Quaker State Company**
3. Street Address Principal Business Office **700 Milam** City **Houston** State **TX** Zip **77002-2806**
4. Business Phone No. **713/546-4000** 5. State of Incorporation **DELAWARE** 6. SIC Code **0**
7. Brief Description of the Character of Business Conducted in Rhode Island
automotive consumer products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name James J. Postl Street Address 700 Milam City Houston State TX Zip 77002-2806	Vice President Name Michael J. Maratea Street Address 700 Milam City Houston State TX Zip 77002-2806
Secretary Name Linda F. Condit Street Address 700 Milam City Houston State TX Zip 77002-2806	Treasurer Name Laurie K. Stewart Street Address 700 Milam City Houston State TX Zip 77002-2806

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name James J. Postl Street Address 700 Milam City Houston State TX Zip 77002-2806	Director Name H. John Greeniaus Street Address 700 Milam City Houston State TX Zip 77002-2806
Director Name James L. Pate Street Address 700 Milam City Houston State TX Zip 77002-2806	Director Name Forrest R. Haselton Street Address 700 Milam City Houston State TX Zip 77002-2806

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
110,000,000

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
79,568,184 Common **\$0.10**

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 3 8 6 7 *

File Date: 2-11-02
Check No.: 3010219575
By: [Signature]

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/5/02
Print or Type Name of Officer Susan Diane Koontz

Assistant Corporate Secretary

Title of Officer

Pennzoil-Quaker State Company

700 Milam, P. O. Box 2967
Houston, Texas 77252-2967

Officers and Directors as of 1/1/02

Directors

H. John Greeniaus
Forrest R. Haselton
Berdon Lawrence
James L. Pate
James J. Postl
Terry L. Savage
Brent Scowcroft
Gerald B. Smith
Lorne R. Waxlax

Officers

James L. Pate	Chairman of the Board
James J. Postl	President and Chief Executive Officer
Douglas S. Boyle	Group Vice President – Automotive Products
Robert A. Falivene	Group Vice President – Global Supply Chain
Marc C. Graham	Group Vice President – Jiffy Lube
Thomas P. Kellagher	Group Vice President and Chief Financial Officer
Paul B. Siegel	Senior Vice President and General Counsel
Linda F. Condit	Vice President and Corporate Secretary
Michael J. Maratea	Vice President and Controller
Laurie K. Stewart	Vice President and Treasurer
Kenneth L. Krch	Assistant Treasurer
Katherine W. McDonald	Assistant Treasurer
John E. Roueche, III	Assistant Treasurer
Mae Dell Carpenter	Assistant Corporate Secretary
Susan Diane Koontz	Assistant Corporate Secretary
Ruth E. Salek	Assistant Secretary

NOTE: The address for each officer and director is listed above. All terms expire upon the election of successors.



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **103867** 2. Name of Corporation **Pennzoil-Quaker State Company**
3. Street Address Principal Business Office **700 Milam** City **Houston** State **TX** Zip **77002-2806**
4. Business Phone No. **713-546-4000** 5. State of Incorporation **DELAWARE** 6. SIC Code **0**

7. Brief Description of the Character of Business Conducted in Rhode Island

Automotive consumer products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) **XX** FILL IN SPACES BEFORE USING ATTACHMENTS

President Name James J. Postl	Vice President Name Paul B. Siegel
Street Address 700 Milam	Street Address 700 Milam
City State Zip Houston TX 77002-2806	City State Zip Houston TX 77002-2806
Secretary Name Linda F. Condit	Treasurer Name Laurie K. Stewart
Street Address 700 Milam	Street Address 700 Milam
City State Zip Houston TX 77002-2806	City State Zip Houston TX 77002-2806

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) **XX** FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name James J. Postl	Director Name James L. Pate
Street Address 700 Milam	Street Address 700 Milam
City State Zip Houston TX 77002-2806	City State Zip Houston TX 77002-2806
Director Name Howard H. Baker, Jr.	Director Name W. L. Lyons Brown, Jr.
Street Address 700 Milam	Street Address 700 Milam
City State Zip Houston TX 77002-2806	City State Zip Houston TX 77002-2806

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES
Number of Shares Class/Series Par Value
110,000,000

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES
Number of Shares Class/Series Par Value
78,643,278 Common \$.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 3 8 6 7 *

File Date: 2/12/2001

Check No.: 301020694

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 1/18/01

Susan Diane Koontz

Print or Type Name of Officer

Assistant Corporate Secretary

Title of Officer

Pennzoil-Quaker State Company

700 Milam, P. O. Box 2967
Houston, Texas 77252-2967

Officers and Directors as of 12/31/00

Directors

Howard H. Baker, Jr.
W. L. Lyons Brown, Jr.
H. John Greeniaus
Forrest R. Haselton
Berdon Lawrence
James L. Pate
James J. Postl
Terry L. Savage
Brent Scowcroft
Gerald B. Smith
Lorne R. Waxlax

Officers

James L. Pate	Chairman of the Board
James J. Postl	President and Chief Executive Officer
Marc C. Graham	Group Vice President -- Fast Lube Operations
Thomas P. Kellagher	Group Vice President and Chief Financial Officer
James W. Shaddix	General Counsel
Linda F. Condit	Vice President and Corporate Secretary
Michael J. Maratea	Vice President and Controller
Paul B. Siegel	Vice President
Laurie K. Stewart	Vice President and Treasurer
Kenneth L. Krch	Assistant Treasurer
John E. Roueche, III	Assistant Treasurer
Mae Dell Carpenter	Assistant Corporate Secretary
Susan Diane Koontz	Assistant Corporate Secretary

NOTE: The address for each officer and director is listed above. All terms expire upon the election of successors.

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. **103867** 2. Name of Corporation **Pennzoil-Quaker State Company**

3. Street Address Principal Business Office **700 Milam** City **Houston** State **Texas** Zip **77002**

4. Business Phone No. **713-546-4000** 5. State of Incorporation **DELAWARE** 6. SIC Code **7880**

7. Brief Description of the Character of Business Conducted in Rhode Island
Automotive Consumer Products

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) XX FILL IN SPACES BEFORE USING ATTACHMENTS

President Name James J. Postl Street Address 700 Milam City Houston State Texas Zip 77002	Vice President Name Paul B. Siegel Street Address 700 Milam City Houston State Texas Zip 77002
Secretary Name Linda F. Condit Street Address 700 Milam City Houston State Texas Zip 77002	Treasurer Name Laurie K. Stewart Street Address 700 Milam City Houston State Texas Zip 77002

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) XX FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name Howard H. Baker, Jr. Street Address 700 Milam City Houston State Texas Zip 77002	Director Name W. L. Lyons Brown, Jr. Street Address 700 Milam City Houston State Texas Zip 77002
Director Name Ernest H. Cockrell Street Address 700 Milam City Houston State Texas Zip 77002	Director Name Alfonso Fanjul Street Address 700 Milam City Houston State Texas Zip 77002

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES	Class/Series	Par Value
100,000,000		
100,000,000	Common	\$0.10
9,000,000	Preferred-Undesignated Series	\$1.00
1,000,000	Preferred-Series A Junior	\$1.00

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES	Class/Series	Par Value
77,803,930	Common	\$0.10

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



File Date: 3/27/00

Check No.: 3010169908

By: KJP

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer Susan Diane Koontz Date _____

Susan Diane Koontz
Print or Type Name of Officer

Assistant Corporate Secretary
Title of Officer

Pennzoil-Quaker State Company

700 Milam, P. O. Box 2967
Houston, Texas 77252-2967

Officers and Directors

Directors

Howard H. Baker, Jr.
W. I. Lyons Brown, Jr.
Ernest H. Cockrell
Alfonso Fanjul
Forrest R. Haselton
Berdon Lawrence
James L. Pate
James J. Postl
Brent Scowcroft
Gerald B. Smith
Lorne R. Waxlax

Officers

James L. Pate	Chairman of the Board and Chief Executive Officer
James J. Postl	President and Chief Operating Officer
Clyde W. Beahm	Executive Vice President - Lubricants and Consumer Products Marketing
Marc C. Graham	Group Vice President - Fast Lube Operations
James W. Shaddix	General Counsel
Linda F. Condit	Vice President and Corporate Secretary
Michael J. Maratea	Vice President and Controller
Paul B. Siegel	Vice President
Laurie K. Stewart	Vice President and Treasurer
Dick W. Sherrod	Assistant Treasurer
Kennion K. Yano	Assistant Treasurer
Mac Dell Carpenter	Assistant Corporate Secretary
Susan Diane Koontz	Assistant Corporate Secretary
Bruce T. Maughs	Assistant Secretary

NOTE: The address for each officer and director is listed above. All terms expire upon the election of successors.

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 1999
Filing Period: January 1-March 1 • Filing Fee: \$50.00



(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 103867		2. Name of Corporation Pennzoil-Quaker State Company			
3. Street Address Principal Business Office 700 Milam			City Houston	State Texas	Zip 77002-2806
4. Business Phone No. 713-546-4000		5. State of Incorporation Delaware			6. SIC Code 7880
7. Brief Description of the Character of Business Conducted in Rhode Island automotive consumer products					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/>					
President Name James J. Postl			Vice President Name Clyde W. Beahm		
Street Address 700 Milam,			Street Address 700 Milam		
City Houston	State Texas	Zip 77002	City Houston	State Texas	Zip 77002
Secretary Name Linda F. Condit			Treasurer Name David P. Alderson II		
Street Address 700 Milam			Street Address 700 Milam		
City Houston	State Texas	Zip 77002	City Houston	State Texas	Zip 77002
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					
Director Name Howard H. Baker, Jr.			Director Name Ernest H. Cockrell		
Street Address 700 Milam			Street Address 700 Milam		
City Houston	State Texas	Zip 77002	City Houston	State Texas	Zip 77002
Director Name W. L. Lyons Brown, Jr.			Director Name Alfonso Fanjul		
Street Address 700 Milam			Street Address 700 Milam		
City Houston	State Texas	Zip 77002	City Houston	State Texas	Zip 77002
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
100,000,000	Common	\$0.10	77,619,911	common	\$0.10
10,000,000	Preferred	\$1.00	-0-	preferred	\$1.00
11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>					

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: *Susan Diane Koontz* Date: July 19, 1999

Susan Diane Koontz

Print or Type Name of Officer
Assistant Corporate Secretary

Title of Officer

File Date: 8-23-99
Check No.: 3010141800
By: LUP

FOR SECRETARY OF STATE USE ONLY

Pennzoil-Quaker State Company

700 Milam, P. O. Box 2967
Houston, Texas 77252-2967

Officers and Directors as of 6/30/99

Directors

Howard H. Baker, Jr.
W. L. Lyons Brown, Jr.
Ernest H. Cockrell
Alfonso Fanjul
Forrest R. Haselton
Berdon Lawrence
L. David Myatt
James L. Pate
James J. Postl
Gerald B. Smith
Lorne R. Waxlax

Officers

James L. Pate	Chairman of the Board and Chief Executive Officer
James J. Postl	President and Chief Operating Officer
Clyde W. Beahm	Executive Vice President - Lubricants and Consumer Products Marketing
David P. Alderson II	Group Vice President, Chief Financial Officer and Treasurer
W. M. Robb	Group Vice President - Base Oil and Specialty Products
James W. Shaddix	General Counsel
Linda F. Condit	Vice President and Corporate Secretary
Michael J. Maratea	Vice President and Controller
Paul B. Siegel	Vice President
Michael P. Schieffer	Assistant Treasurer
Laurie K. Stewart	Assistant Treasurer
Kennion K. Yano	Assistant Treasurer
Mae Dell Carpenter	Assistant Corporate Secretary
Susan Diane Koontz	Assistant Corporate Secretary
Bruce T. Maughs	Assistant Secretary

NOTE: The address for each officer and director is listed above. All terms expire upon the election of successors.