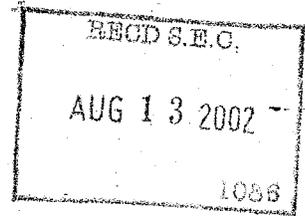


PENNZOIL-QUAKER STATE

C O M P A N Y

P. O. Box 2967 • Houston, Texas 77252-2967
713-546-8866 • Fax 713-546-8888



Paul B. Siegel
Senior Vice President and
General Counsel

August 12, 2002

RECEIVED
OFFICE OF THE SECRETARY

Jonathan G. Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

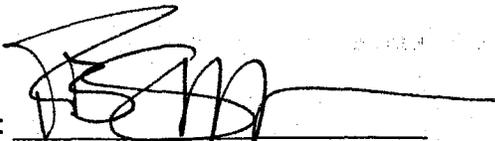
AUG 13 2002

Re: Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1)
of the Securities and Exchange Act of 1934 (SEC File No. 4-460)

Dear Secretary Katz:

On behalf of Pennzoil-Quaker State Company, enclosed are the Statements Under Oath of the Principal Executive Officer and the Principal Financial Officer of the Company, pursuant to the Order Requiring the Filing of Sworn Statements Pursuant to Section 21(a)(1) of the Securities and Exchange Act of 1934 (SEC File No. 4-460) regarding facts and circumstances relating to exchange act filings.

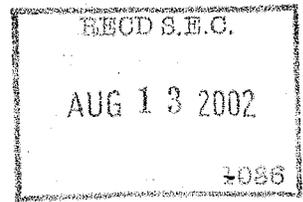
PENNZOIL-QUAKER STATE COMPANY

by: 

Paul B. Siegel
Senior Vice President and General Counsel

enclosures

0938



STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Thomas P. Kellagher, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of Pennzoil-Quaker State Company, and, except as corrected or supplemented in a subsequent covered report:
 - no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
 - no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's audit committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - Annual Report on Form 10-K for the year ended December 31, 2001 of Pennzoil-Quaker State Company;
 - all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Pennzoil-Quaker State Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - any amendments to any of the foregoing.

A handwritten signature in black ink that reads "Thomas P. Kellagher".

Thomas P. Kellagher
Chief Financial Officer
August 12, 2002

Subscribed and sworn to
before me this 12th day of
August, 2002.

A handwritten signature in black ink that reads "Susan Diane Koontz".

Susan Diane Koontz
Notary Public
My Commission Expires 2/28/04

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OFFICE OF THE SECRETARY

AUG 13 2002

