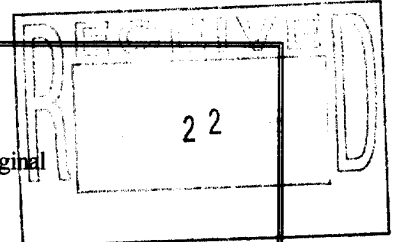


05-28-1998



100720243



Honorable Commissioner of Patents and Trademarks:  
Box Assignments  
Washington, D.C. 20231

Please record the attached original  
documents or copy thereof:

1. Name of conveying party(ies):  
BJ-HUGHES INC.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation--State of Delaware  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies):  
HUGHES TOOL COMPANY  
5425 Polk Avenue  
Houston, TX 77023

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation--State of Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic  
representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment.)

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other Consent to Dissolution of BJ-Hughes Inc. by its sole  
shareholder Hughes Tool Company, with all of BJ-Hughes  
Inc.'s assets being liquidated into Hughes Tool Company.  
(Being filed to fix a break in the chain of title within the PTO  
records.)  
 Execution Date: December 17, 1982 (filed with the Delaware  
Secretary of State on December 13, 1982)

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s):  
 B. Trademark registration No.(s): 584,646

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence  
concerning document should be mailed:

J. Dean Lechtenberger  
ARNOLD, WHITE & DURKEE  
Post Office Box 4433  
Houston, TX 77210

6. Total number of applications and registrations involved:  
1

7. Total fee (37 C.F.R. § 3.41): \$40.00  
 Enclosed  
 Authorized to be charged to deposit account  
 Charge deposit account in the event the check is  
inadvertently omitted, or the amount is insufficient

8. Deposit account number: 01-2508/BJST:105/LEC

05/27/1998 SSM:TH 00000079 584646  
01 FC:481 40.00 DP

DO NOT USE THIS SPACE

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.

J. Dean Lechtenberger                      [Signature]                      5/20/58  
Name of Person Signing                      Signature                      Date

State of Delaware  
Office of the Secretary of State

I, MICHAEL RATCHFORD, Secretary of State of the State of Delaware, do hereby certify that the attached is a true and correct copy of Certificate of Dissolution of "BJ HUGHES INC.", filed in this office the thirteenth day of December, A.D. 1982, at 10:01 o'clock A.M.



*Michael Ratchford*

Michael Ratchford, Secretary of State

AUTHENTICATION: *M. Maguire*

DATE: October 15, 1992

TRADEMARK  
REEL: 1731 FRAME: 0479

CONSENT TO DISSOLUTION  
OF  
BJ-HUGHES INC.  
BY SOLE STOCKHOLDER

FILED

DEC 30 1982

10:01 AM

*Michael C. Keaton*  
SECRETARY OF STATE

HUGHES TOOL COMPANY, a corporation organized and existing under the laws of the State of Delaware, being the sole record owner and holder of all of the outstanding stock entitled to vote of BJ-HUGHES Inc., a corporation organized and existing under the laws of the State of Delaware, HEREBY CONSENTS in writing to the dissolution of BJ-HUGHES Inc. pursuant to section 275(c) of the General Corporation Law of the State of Delaware, and has caused this consent to be signed to the end that it may be filed in the office of the Secretary of State of Delaware.

This Consent to Dissolution shall be effective on December 31, 1982 even though filed in the office of the Secretary of State of Delaware prior to such date.

IN WITNESS WHEREOF, HUGHES TOOL COMPANY has caused this consent to be signed by C. J. Collier, Jr., its Senior Vice President - Finance, Secretary and Treasurer and attested by J. W. Stewart, its Assistant Secretary, this 17th day of December, 1982.

HUGHES TOOL COMPANY

By

*C. J. Collier, Jr.*  
Senior Vice President -  
Finance, Secretary and  
Treasurer

ATTEST:

By

*J. W. Stewart*  
Assistant Secretary

00045

STATE OF TEXAS                    )  
                                      )    SS.  
COUNTY OF HARRIS                )

J. W. Stewart, being duly sworn, deposes and says, that he is the Vice President and Assistant Secretary of BJ-HUGHES Inc. and that:

FIRST: The foregoing consent to the dissolution of the corporation has been signed by or on behalf of all the stockholders having voting power; and

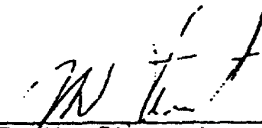
SECOND: The names and residences of the directors and officers of BJ-HUGHES Inc. are as follows:


DIRECTORS

<u>NAMES</u>	<u>RESIDENCES</u>
E. C. Broun	822 Briar Ridge Houston, Texas 77057
C. J. Collier, Jr.	3402 Nottingham Road Pearland, Texas 77581
J. K. Elliott	606 Sea Smoke Houston, Texas 77079
W. A. Kistler, Jr.	9911 Cedarhurst Houston, Texas 77096
J. R. Lesch	12210 Broken Bough Houston, Texas 77024
W. F. Roberts, Jr.	13615 Queensbury Lane Houston, Texas 77024

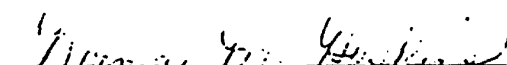
OFFICERS

<u>NAMES</u>	<u>OFFICES</u>	<u>RESIDENCES</u>
J. K. Elliott	President	606 Sea Smoke Houston, Texas 77079
W. F. Roberts, Jr.	Sr. Vice President	13615 Queensbury Lane Houston, Texas 77024
C. W. Johnson	Sr. Vice President	12716 Broken Bough Houston, Texas 77024
J. W. Stewart	Vice President and Assistant Secretary	2202 Dunraven Houston, Texas 77019
J. M. Tidwell	Treasurer and Secretary	1806 Leatley Houston, Texas 77077
D. A. Andrews	Assistant Secretary	314 Alster Avenue Arcadia, CA 91006
R. Furman	Assistant Treasurer	146 North Willaman Dr. Beverly Hills, CA 902
D. J. Stone	Assistant Secretary	3018 Frontier Drive Sugar Land, Texas 770

  
\_\_\_\_\_  
J. W. Stewart  
Vice President and Assistant  
Secretary



Subscribed and sworn to before  
me this 17th day of December,  
1982.

  
\_\_\_\_\_  
Notary Public in and for the  
State of Texas

My commission expires 9-15-85

NOEMA M. HOSKINS  
Notary Public, State of Texas  
My Commission Expires September 15, 1985

-3-

00047

TRADEMARK

REEL: 1731 FRAME: 0482

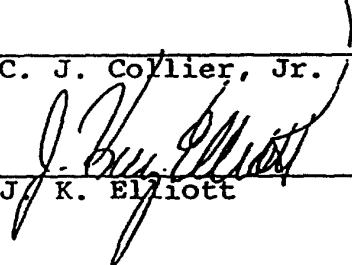
BJ-HUGHES INC.  
ACTION BY UNANIMOUS CONSENT OF  
THE BOARD OF DIRECTORS

We, the undersigned, being all of the directors of BJ-HUGHES Inc., a Delaware corporation, (the "Corporation") who would be entitled to vote on the resolutions hereinafter set forth if the same had been submitted at a formal meeting of the Board of Directors of the Corporation duly called and held for the purpose of acting upon such resolutions, do hereby adopt by unanimous consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware the resolutions contained on Exhibit A, attached hereto and incorporated by reference for all purposes, and direct that this consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

Executed this 17th day of December, 1982.

\_\_\_\_\_  
E. C. Broun, Jr.

\_\_\_\_\_  
C. J. Collier, Jr.

  
\_\_\_\_\_  
J. K. Elliott

\_\_\_\_\_  
W. A. Kistler, Jr.

\_\_\_\_\_  
J. R. Lesch

\_\_\_\_\_  
W. F. Roberts, Jr.

BJ-HUGHES INC.  
ACTION BY UNANIMOUS CONSENT OF  
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Executed this 17th day of December, 1982.

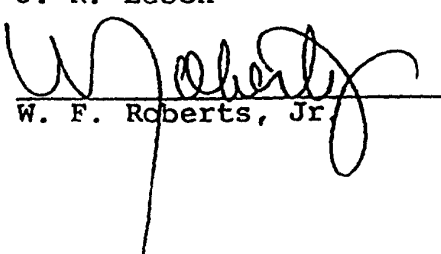
\_\_\_\_\_  
E. C. Broun, Jr.

\_\_\_\_\_  
C. J. Collier, Jr.

\_\_\_\_\_  
J. K. Elliott

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W. A. Kistler, Jr.

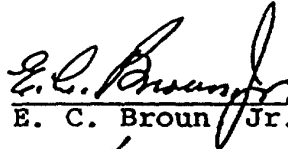
\_\_\_\_\_  
J. R. Lesch


  
\_\_\_\_\_  
W. F. Roberts, Jr.

BJ-HUGHES INC.  
ACTION BY UNANIMOUS CONSENT OF  
THE BOARD OF DIRECTORS


We, the undersigned, being all of the directors of BJ-HUGHES Inc., a Delaware corporation, (the "Corporation") who would be entitled to vote on the resolutions hereinafter set forth if the same had been submitted at a formal meeting of the Board of Directors of the Corporation duly called and held for the purpose of acting upon such resolutions, do hereby adopt by unanimous consent in accordance with Section 141(f) of the General Corporation Law of the State of Delaware the resolutions contained on Exhibit A, attached hereto and incorporated by reference for all purposes, and direct that this consent be filed with the minutes of the proceedings of the Board of Directors of the Corporation.

Executed this 17th day of December, 1982.

  
\_\_\_\_\_  
E. C. Broun, Jr.

  
\_\_\_\_\_  
C. O. Collier, Jr.

\_\_\_\_\_  
J. K. Elliott

  
\_\_\_\_\_  
W. A. Kistler, Jr.

  
\_\_\_\_\_  
J. R. Lesch

\_\_\_\_\_  
W. F. Roberts, Jr.



EXHIBIT A

RESOLVED, That effective with the liquidation of the Corporation into Hughes Tool Company ("Hughes") the sponsorship of the BJ-HUGHES Inc. Profit Sharing Retirement Plan, BJ-HUGHES Inc. Commerce Plant Retirement Plan and BJ-HUGHES Inc. Houston Plant Retirement Plan (the "Plans") and their related trusts be transferred from the Company to Hughes; and

FURTHER RESOLVED, That the proper officers of the Corporation be, and each hereby is, authorized and empowered to execute such instruments evidencing the transfer of the Plans and their trusts to Hughes and to do every other act and thing necessary or desirable to effectuate the intent of these resolutions.

RESOLVED, That BJ SERVICE EQUIPMENT CO., a corporation organized and existing under the laws of the State of Delaware and a wholly-owned subsidiary of BJ-HUGHES Inc., a corporation organized and existing under the laws of the State of Delaware, be merged with and into BJ-HUGHES Inc., and that on the effective date of such merger (a) each issued and outstanding share of capital stock of BJ SERVICE EQUIPMENT CO. shall be cancelled and no shares or other consideration shall be issued or given in respect thereof; and (b) each issued and outstanding share of Common Stock of BJ-HUGHES Inc. shall not be affected by the merger; and (c) BJ-HUGHES Inc. shall be the surviving corporation following the merger, shall upon the merger and thereafter possess all the rights, privileges, immunities and franchises, and all property, real, personal and mixed, and all debts due on whatever account and all and every other interest of or belonging to or due BJ SERVICE EQUIPMENT CO. without further act or deed, and shall thenceforth be responsible and liable for all liabilities and obligations of BJ SERVICE EQUIPMENT CO.; and

FURTHER RESOLVED, That the officers of the Corporation be, and each hereby is, authorized, empowered and directed to take, or cause to be taken, all actions and to do, or cause to be done, all things by and on behalf of this Corporation and in its name which are deemed to be necessary, proper or advisable in order to consummate and make effective the merger including, without limitation, the execution, acknowledgment and/or verification and filing with the appropriate jurisdictions such documents as may be deemed necessary or proper to effect the intent and purpose of the foregoing resolution; and

FURTHER RESOLVED, That the merger shall become effective on December 30, 1982.

WHEREAS, Hughes Tool Company ("HTC") and BJ-HUGHES Inc. ("BJ") are corporations organized and existing under the laws of the State of Delaware;

WHEREAS, HTC is the legal and beneficial owner of all of the outstanding capital stock of BJ, consisting of a single class of voting common stock;

WHEREAS, It is desirable for the benefit of HTC in order to simplify the corporate structure and increase the operational efficiency of HTC's U.S. operations that the properties, business, assets and liabilities of BJ be distributed to HTC in complete liquidation of BJ in accordance with Section 332 of the Internal Revenue Code of 1954 (the "Code") and that BJ be dissolved in accordance with Section 275(c) of the Delaware Corporation Law (the "Law"); and

RESOLVED, That BJ hereby adopts the following Plan of Complete Liquidation and Dissolution of BJ:

This Plan of Complete Liquidation and Dissolution (the "Plan"), which is for the purpose of effecting the complete liquidation and dissolution of BJ and the redemption and cancellation of all of its outstanding stock, shall be carried out in the following manner:

1. Adoption of the Plan. This Plan shall be adopted by the Boards of Directors of HTC and BJ.
2. Distribution of Assets. All of the assets of BJ shall be distributed, subject to its liabilities, to HTC, the sole stockholder of BJ, as follows:
  - a. Stock of Hughes Tool Company (Canada) Ltd. The Board of Directors of BJ shall declare a dividend of all of the stock of Hughes Tool Company (Canada) Ltd. held by BJ and shall cause the immediate payment of such dividend to HTC.

b. Other Assets. After the payment of the dividend described in paragraph 2(a) of this Plan, all of the remaining assets of BJ shall be distributed to HTC in complete redemption and cancellation of all of BJ's stock as required by Section 332(b)(2) of the Code, and HTC shall assume all of BJ's liabilities.

The distributions of the assets of BJ pursuant to this paragraph 2 of this Plan all shall be completed within one taxable year of HTC as required by Section 332(b)(2) of the Code.

3. Dissolution. Promptly after all of the assets of BJ have been distributed to HTC pursuant to paragraph 2 of this Plan, the appropriate officers of HTC and BJ shall prepare, execute and cause to be filed in the office of the Secretary of State of Delaware a consent to the dissolution of BJ in accordance with sections 103 and 275(c) of the Law.

4. Cessation of Business Activities. In accordance with Section 278 of the Law, from and after the date of filing of the consent to dissolution as provided in paragraph 3 hereof, BJ shall not engage in any business activities which are not necessary to wind up its affairs. The directors then in office, and, at their pleasure, the officers, shall continue in office solely for the purpose of winding up the business and affairs of BJ, and after such date shall take no action whatsoever which is, or which can be construed to be, inconsistent with the status of liquidation and dissolution.

5. Authorization of Necessary Acts. The directors and officers of HTC and BJ shall carry out and consummate this Plan and shall have power to adopt all resolutions, execute all documents, file all papers and take all other action they may deem necessary or desirable for the purpose of effecting the complete liquidation and dissolution of BJ, but nothing herein shall be construed to permit the directors or officers to take any action which would be inconsistent with the provisions of Section 332 of the Code or the regulations thereunder or would prevent HTC from being governed by such section.

FURTHER RESOLVED, That the directors and officers of BJ are authorized to take all actions which may be required by BJ to carry into effect the Plan of Complete Liquidation and Dissolution.

RESOLVED, That, anything herein or elsewhere to the contrary notwithstanding, the liquidations and dissolutions described above, or any of them, may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the effective date thereof; and

FURTHER RESOLVED, That anything herein or elsewhere to the contrary notwithstanding, the officers of the Corporation are hereby authorized to terminate and abandon anyone or more of the liquidations and dissolutions provided for by these resolutions prior to the effective date by withholding the filing of a consent to dissolution with the Secretary of State of Delaware and by providing written notice to the Secretary of the Corporation that such liquidations and dissolutions have been terminated and abandoned if in the determination of such officers, effecting the liquidations and dissolutions would not be in the best interest of the Corporation; the determination of such officers that effecting anyone or more of the liquidations and dissolutions provided for in these resolutions would not be in the best interest of the Corporation and the termination and abandonment of such liquidation(s) and dissolution(s) shall be conclusive evidence of the approval of such action by this Board of Directors.

RESOLVED, That J. W. Stewart, effective December 17, 1982, be, and he hereby is nominated and elected Vice President of the Corporation to serve in such capacity until re-elected or until his successor is elected and qualified.

RESOLVED, That D. J. Stone, effective December 17, 1982, be and he hereby is nominated and elected Assistant Secretary of the Corporation to serve in such capacity until re-elected or until his successor is elected and qualified.

WHEREAS, The Corporation is the owner of 1,922,999 shares of stock of Hughes Tool Company (Canada) Limited, an Alberta, Canada corporation (herein after referred to as the "Stock"); and

WHEREAS, The Board of Directors adopted a Plan of Complete Liquidation and Dissolution of the Corporation which provides for, among other things, the declaration of a dividend of the Stock and the immediate payment of such dividend to Hughes Tool Company;

RESOLVED, That the Corporation hereby declares a dividend on the issued and outstanding capital stock of the Corporation to its stockholder of record on the effective day of this resolution, in the form of the Stock, to be paid on the effective date of this resolution out of the unreserved and unrestricted surplus of the Corporation; and

FURTHER RESOLVED, That the President and/or any Vice President of the Corporation is hereby directed to take the necessary action and sign the appropriate instruments so as to pay the dividend on the designated pay date.