

MLP
7-14-98

07-23-1998



100773004

To the Honorable Commissioner of I

ed original documents or copy thereof.

<p>1. Name of conveying party(ies): Vetco Gray Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>ABB Vetco Gray Inc.</u></p> <p>Internal Address: <u>Suite 700</u></p> <p>Street Address: <u>10777 Northwest Freeway</u></p> <p>City <u>Houston</u> State <u>TX</u> ZIP <u>77092</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>May 2, 1991</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) None</p> <p>B. Trademark registration No.(s) <u>GRAYLOC, Reg. No. 646,340</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p><u>PENNIE & EDMONDS LLP</u> <u>1667 K Street, N.W.</u> <u>Washington, D.C. 20006</u></p> <p>Attn.: <u>Nancy H. Lutz</u></p> <p>File No.: <u>6000-182-999</u></p>	<p>6. Total number of applications and registrations involved: <u>1 (one)</u></p> <p>7. Total fee (37 CFR 3.41):.....\$ <u>40.00</u></p> <p>Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.</p> <p>8. Deposit account number: <u>16-1150</u></p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Nancy H. Lutz</u> <u>Nancy H Lutz</u> <u>July 14, 1998</u> Name of Person Signing Reg. No. Signature Date</p> <p>Total number of pages comprising cover sheet: <u>3</u></p>	

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

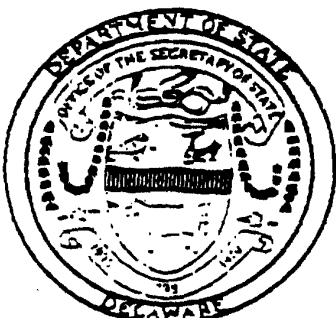
07/16/1998 DCOATES 00000017 161150 646340
01 FC:481 40.00 CH

State of Delaware



Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE
DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE
CERTIFICATE OF AMENDMENT OF VETCO GRAY INC. FILED IN THIS OFFICE ON
THE THIRD DAY OF MAY, A.D. 1991, AT 4 O'CLOCK P.M.



731123021

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 3039094
DATE: 05/06/1991

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

VETCO GRAY INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the corporation:

RESOLVED, that the Restated Certificate of Incorporation of Vetco Gray Inc. be amended by changing the First Article thereof so that, as amended, the Article shall be and read as follows:

"FIRST: NAME - The name of the corporation is ABB Vetco Gray Inc."

SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given "unanimous" written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Vetco Gray Inc. has caused this certificate to be signed by James M. Tidwell, its Senior Vice President, and attested by Janice Breese, its Assistant Secretary, this 2nd day of May, 1991.

VETCO GRAY INC.

By: James M. Tidwell
James M. Tidwell
Senior Vice President

ATTEST:

By: J. Breese
Janice Breese, Assistant Secretary

WHM1210



POWER OF ATTORNEY

Mark "GRAYLOC"
Class No. 13


Name of Applicant: ABB Vetco Gray Inc.
Registration No.: 646340
Date of Signature: June 24, 1998

LLP,

Applicant hereby appoints Nancy H. Lutz, of Pennie & Edmonds, 1667 K Street, N.W. Suite 1000, Washington, D.C. 20006, and attorney at law, to prosecute this application to renew registration, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificate of registration.

Dated: June 24, 1998

ABB VETCO GRAY INC.


William H. Montgomery
Assistant Secretary
Reg. No. 31.402

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ABB Vetco Gray Inc.

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RECORDED: 07/14/1998

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