

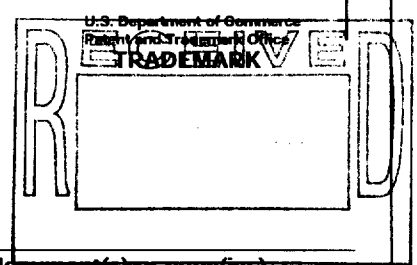
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07-29-1999

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



101103489



### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Association
- Corporation
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

07/28/1999 NTHA11 00000159 020429 1898693

FOR OFFICE USE ONLY

01 FC:481 40.00 CH  
02 FC:482 250.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 001935 FRAME: 0584

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

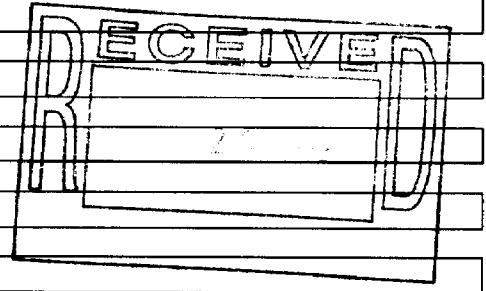
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

Three empty boxes for Trademark Application Number(s).

Registration Number(s) grid:  
1898693 1885899 1744080  
1124417 1393843 1758056  
927970 2245477 1884734

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

**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. Charges to deposit account are authorized, as indicated herein.

Loretta Bogaard

Name of Person Signing

*Loretta Bogaard*  
Signature

July 21<sup>st</sup>, 1999

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY Page 3

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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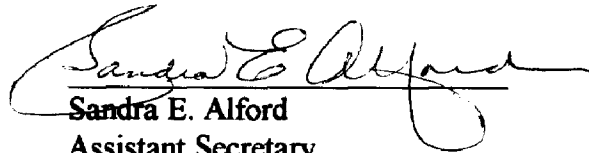
**CERTIFICATE**

I, Sandra E. Alford, hereby certify that I am the duly elected and qualified Assistant Secretary of Baker Hughes Software, Inc., a Colorado corporation; and that I certify that the attached Exhibits are true and correct copies as set forth below:

1. the attached Exhibit "A" is a true and correct copy of the Articles of Merger of Baker Hughes Oilfield Operations, Inc. and Scientific Software-Intercomp, Inc. and Baker Hughes Software, Inc. wherein Scientific Software-Intercomp, Inc. was merged with and into Baker Hughes Software, Inc. with Baker Hughes Software, Inc. being the surviving company and changing its name to Scientific Software-Intercomp, Inc. filed in the Office of the Secretary of State of Colorado on July 30, 1998; and
2. the attached Exhibit "B" is a true and correct copy of the Articles of Amendment to the Articles of Incorporation of Scientific Software-Intercomp, Inc. as filed in the Office of the Secretary of State of Colorado on August 27, 1998 changing its name to Baker Hughes Software, Inc.

IN WITNESS WHEREOF, I have set my hand as Assistant Secretary of Baker Hughes Software, Inc. on the 16<sup>th</sup> day of July, 1999.

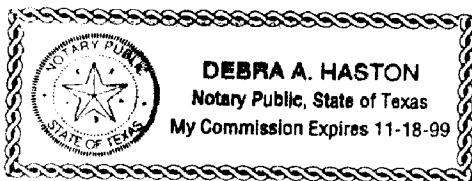
**BAKER HUGHES SOFTWARE, INC.**

  
 Sandra E. Alford  
 Assistant Secretary

STATE OF TEXAS           §  
                                       §  
 COUNTY OF HARRIS       §

Before me, the undersigned authority, on this day personally appeared Sandra E. Alford, Assistant Secretary, of BakerHughes Software, Inc., a corporation, known to me to be the person whose name is subscribed to the foregoing certificate and acknowledged to me that she executed the same as the act of said Corporation for the purposes therein expressed, and in the capacity therein stated.

Given under my hand and seal of office this 16<sup>th</sup> day of July, 1999.



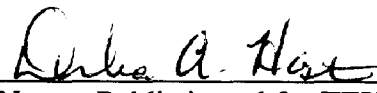
  
 Notary Public in and for TEXAS

EXHIBIT A

CHANGE OF NAME



FILED  
VICTORIA BICKLEY  
COLORADO SECRETARY OF STATE

ARTICLES OF MERGER  
OF  
BAKER HUGHES OILFIELD OPERATIONS, INC.  
AND ~~EPC 19877750363115~~  
SCIENTIFIC SOFTWARE-INTERCOMP, INC.  
AND DPC 1987198465115  
BAKER HUGHES SOFTWARE, INC.  
(Surv) DPC 1991111515115

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger and have executed these Articles of Merger for the purpose of filing with the Secretary of State of Colorado.

FIRST: The Agreement and Plan of Merger attached hereto as Exhibit A and incorporated herein by reference, providing for the merger of Scientific Software-Intercomp, Inc., a Colorado corporation ("SSI"), with and into Baker Hughes Software, Inc. ("BHSI"), a wholly owned subsidiary of Baker Hughes Oilfield Operations, Inc. ("BHOO"), has been approved and adopted by the directors of SSI, BHOO and BHSI.

SECOND: BHOO, as the sole shareholder of BHSI, has approved the Agreement and Plan of Merger by resolution of its Board of Directors. With respect to SSI, whose shareholders voted for approval, the number of votes cast for the Agreement and Plan of Merger by each voting group entitled to vote separately on the merger was sufficient for approval by that voting group. Shareholder approval of the Agreement and Plan of Merger by the shareholders of BHOO was not required.

DATED this 30<sup>th</sup> day of July, 1998.

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TUL-15-1999 11:24

CT CORPORATION

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of June 17, 1998 (this "Agreement"), between Baker Hughes Oilfield Operations, Inc., a California corporation ("BHOO"), and Scientific Software-Intercomp, Inc., a Colorado corporation ("SSI").

WHEREAS, the Boards of Directors of BHOO and SSI each have determined that it is in the best interests of their respective stockholders for SSI to merge with and into a Colorado corporation and wholly owned subsidiary of BHOO to be formed by BHOO following the date hereof and prior to the Closing ("Sub") on the terms and subject to the conditions of this Agreement (the "Merger");

WHEREAS, BHOO and SSI desire to make certain representations, warranties, covenants and agreements in connection with the Merger and also to prescribe various conditions to the Merger;

NOW, THEREFORE, in consideration of the foregoing and the representations, warranties, covenants and agreements herein contained, the parties agree as follows:

### ARTICLE I

#### THE MERGER

1.1 *The Merger; Effective Time of the Merger.* Upon the terms and subject to the conditions of this Agreement and in accordance with the Colorado Business Corporation Act (the "CBCA"), SSI will be merged with and into Sub at the Effective Time (as hereinafter defined). The Merger shall become effective immediately when the articles of merger (the "Articles of Merger"), prepared and executed in accordance with the relevant provisions of the CBCA, is filed with the Secretary of State of the State of Colorado or, if agreed to by the parties, at such time thereafter as is provided in the Articles of Merger (the "Effective Time"). The filing of the Articles of Merger shall be made as soon as practicable on or after the closing of the Merger (the "Closing").

1.2 *Closing.* The Closing shall take place at 10:00 a.m. on a date to be specified by the parties, which shall be no later than the second business day after satisfaction (or waiver in accordance with this Agreement) of the latest to occur of the conditions set forth in Article VI (the "Closing Date"), at the offices of Baker & Botts, L.L.P., One Shell Plaza, 910 Louisiana, Houston, Texas 77002, unless another date or place is agreed to in writing by the parties.

1.3 *Effects of the Merger.* (a) At the Effective Time, (i) SSI will be merged with and into Sub, the separate existence of SSI shall cease and Sub shall continue as the surviving corporation (SSI and Sub are sometimes referred to herein as the "Constituent Corporations" and Sub is sometimes referred to herein as the "Surviving Corporation"); the Articles of Incorporation of Sub as in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation, provided, that the name of Sub will be changed to "Scientific

~~Software-Intercomp, Inc.~~; and (ii) the Bylaws of Sub as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

(b) The directors of Sub immediately prior to the Effective Time will, from and after the Effective Time and without further action, become the initial directors of the Surviving Corporation, and the officers of Sub immediately prior to the Effective Time will, from and after the Effective Time and without further action, become the initial officers of the Surviving Corporation, and such directors and officers shall serve until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with Articles of Incorporation and Bylaws.

## ARTICLE II

### EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS; EXCHANGE OF CERTIFICATES

2.1 *Merger Consideration for SSI Common Stock* Each share of Common Stock, without par value, of SSI ("SSI Common Stock") issued and outstanding immediately prior to the Effective Time (other than any Dissenting Shares (as defined in Section 2.5)) shall be canceled and converted automatically into the right to receive, \$.44 in cash, without interest (the "Merger Consideration"). All such shares of SSI Common Stock, when so converted, shall no longer be held by the holders of certificates representing such shares prior to the Effective Time, and each such holder shall cease to have any rights with respect thereto other than the right to receive the Merger Consideration.

2.2 *Effect of the Merger on Other Capital Stock* Each issued and outstanding share of Series A Preferred Stock, par value \$5.00 per share, of SSI ("SSI Preferred Stock"), will not be converted into any consideration in the Merger but SSI will cause such shares to be repurchased and placed in SSI's treasury prior to the Merger as provided in Section 3.5 hereof.

2.3 *Cancellation of Treasury Stock and BHOO-Owned Stock* Each share of SSI Common Stock and all other shares of capital stock of SSI that are owned by SSI as treasury stock immediately prior to the Effective Time and any shares of SSI Common Stock and all other shares of capital stock of SSI owned by BHOO, Sub or any other wholly owned Subsidiary (as defined in Section 3.1(a)) of BHOO or SSI shall be canceled and retired and shall cease to exist and no Merger Consideration or other consideration shall be delivered or deliverable in exchange therefor.

2.4 *Treatment of Stock Options and Warrants* At the Effective Time, each outstanding SSI Stock Option (as defined in Section 3.1(b)), whether or not then exercisable or vested, shall be canceled by SSI and each holder of a canceled option shall be entitled to receive from the Surviving Corporation at the time of such cancellation, an amount in cash, without interest, equal to the product of (i) the number of shares of SSI Common Stock previously subject to such option whether or not then exercisable or vested, and (ii) the excess, if any, of the Merger Consideration over the exercise price per share applicable to such option reduced by any applicable withholding. Each outstanding SSI Stock Warrant (as defined in Section 3.1(b)) will be canceled prior to the Closing in connection

Please include a typed self-addressed envelope

Mail to: Secretary of State  
Corporations Section  
1860 Broadway, Suite 200  
Denver, CO 80202  
(303) 894-2251  
Fax (303) 894-2242

For office use only 00:

MUST BE TYPED  
FILING FEE: \$25.00  
MUST SUBMIT TWO COPIES

19981155528 C  
\$ 40.00  
SECRETARY OF STATE  
08-27-1998 11:40:42

CHANGE OF NAME

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION

FILED - CUSTOMER COPY  
VICTORIA BUCKLEY  
COLORADO SECRETARY OF STATE

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Scientific Software-Intercomp, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted on August 12, 1998  
19 98, as prescribed by the Colorado Business Corporation Act, in the manner marked with an X below:

- No shares have been issued or Directors Elected - Action by Incorporators
- No shares have been issued but Directors Elected - Action by Directors
- Such amendment was adopted by the board of directors where shares have been issued and shareholder action was not required.
- Such amendment was adopted by a vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

THIRD: If changing corporate name, the new name of the corporation is Baker Hughes Software, Inc.

FOURTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: N/A

If these amendments are to have a delayed effective date, please list that date: N/A

(Not to exceed ninety (90) days from the date of filing)

Scientific Software-Intercomp, Inc.

Signature Joseph C. Donovan  
Title Joseph C. Donovan, President

Revised 7/95