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03-03-2000



101281288

Attorney Docket No.: 1020-11000; 10800; 11100; 11200; 10900  
Date: January 31, 2000

ASSIGNMENT (DOCUMENT) COVER SHEET - TRADEMARKS

RECEIVED  
2100 FEB -2 PM 12:19  
OPR/FINANCE

To the Assistant Commissioner for Trademarks: Please record the attached original document or copy thereof:

1. Name of conveying party(ies) (Assignor):

NATOIL, INC.  
A Delaware corporation

2. Name and address of party(ies) to whom transfer is made:

National-Oilwell, L.P.  
10000 Richmond Avenue, Suite 400  
Houston, Texas 77042  
A Delaware corporation

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: July 1, 1998

4. Identification of applications:

Trademarks:	Registration Nos.:
HARRISBURG & Design	1070863
IT'S A WOOLLEY BOOGER & Design	979373
A-LINE	1084507
Diamond Design	1728531
HARRISBURG	1767193

5. Address to which document should be returned after recordal:

Elizabeth W. King  
Conley, Rose & Tayon, P.C.  
P. O. Box 3267  
Houston, Texas 77253-3267

6. Total number of pages including cover sheet, attachments and document: 4

8. Fee payment is provided for as follows:


- Attached is a check in the sum of \$40.00
- Charge account No. 03-2769 if any additional fee is due or credit account No. 03-2769 with any overpayment.
- Charge account No. 03-2769 for any fees due.

7. Total number of properties involved: 5

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.

DATE: 2-1-00

  
 ELIZABETH W. KING  
 Conley, Rose & Tayon, P.C.  
 P. O. Box 3267  
 Houston, Texas 77253-3267  
 Tel. No. (713) 238-8000

03/02/2000 DMGUYEN 00000418 1070863

01 FC:481 40.00 OP

CERTIFICATE OF MAILING UNDER 37 C.F.R. 1.10

APPLICANT: National-Oilwell, L.P.  
REG. NOS.: 10707863; 979373; 1084507; 1728531; 1767193  
FILE NOS.: 1020-11100; 10800; 11200; 10900; 11000  
MARKS: HARRISBURG & Design; IT'S A WOLLEY BOOGER & Design;  
A-LINE; Diamond Design; & HARRISBURG

I hereby certify that this correspondence,

*Assignment Cover Sheet – Trademarks (1 p.), in duplicate; Assignment from NATOIL, Inc. to National-Oilwell, L.P. (4 p.); this Certificate of Mailing, \$40. Check, and an acknowledgement post card*

is being deposited with the United States Postal Service as Express Mail, mailing label number EL497838161US postage prepaid, in an envelope addressed to:

ASSISTANT COMMISSIONER FOR TRADEMARKS  
ATTN: BOX ASSIGNMENTS  
North Tower Building, Suite 10035  
Washington, D. C. 20231

on February 2, 2000,

  
\_\_\_\_\_  
Pamela A. Balsler

February 2, 2000.

**NATOIL, INC.**  
**UNANIMOUS CONSENT OF DIRECTORS**

THE UNDERSIGNED, being all of the directors of Natoil, Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, as amended, that the following resolutions shall have the same force and effect as if duly adopted at a meeting of the Board of Directors duly called and held in accordance with law and the by-laws of the Corporation.

WHEREAS, effective as of 12:00 a.m. on July 1, 1998, Phoenix Energy Products Holdings, Inc., a Delaware corporation ("Holdings"), merged with and into the Company (the "Merger"); and

WHEREAS, the Company is the surviving corporation in the Merger, and shall continue its corporate existence under the General Corporation Law of the State of Delaware (the "DGCL"); and

WHEREAS, the Company, as the surviving corporation, possesses all rights and assets of Holdings and is subject to all the liabilities and obligations of Holdings in accordance with the provisions of the DGCL; and

WHEREAS, the Board of Directors of the Company believes it to be in the Company's best interest to take all appropriate steps to facilitate an internal corporate reorganization of National-Oilwell, Inc., of which the Company is a wholly-owned subsidiary, by contributing all of the assets and liabilities, other than the shares of Phoenix Energy Services, Ltd. and Russell Sub-Surface Systems, Ltd. owned by Holdings immediately prior to the Merger and now owned by the Company as the surviving corporation in the Merger (the "Shares"), to National-Oilwell, L.P., a Delaware Limited Partnership, and by distributing the Shares to National-Oilwell, Inc., a Delaware corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Company contribute to National-Oilwell, L.P. in a transaction meeting the requirements of Section 721 of the Internal Revenue Code of 1986, as amended, the following: (i) all of the Company's right, title and interest, legal and equitable, to the assets of Holdings (including without limitation all rights to indemnity contained in agreements of Holdings or its predecessors, specifically including without limitation the indemnities in favor of Holdings or its predecessors under: (A) the Stock Purchase Agreement, by and between Phoenix Energy Services,

Inc. (whose name was changed to Phoenix Energy Products, Inc. on February 4, 1997) ("PEPI") and Masco Tech, Inc., dated January 1, 1995 and (B) the Asset Purchase Agreement by and between PEPI and Enterra Petroleum Equipment Group, Inc., dated September 25, 1995), other than the Shares, and (ii) all related liabilities and obligations of every kind or nature, whether fixed or contingent, unliquidated, absolute or otherwise and whether arising or to be performed on or prior to the date hereof; and be it further


RESOLVED, that the Company distribute the Shares to National-Oilwell, Inc.

; further

RESOLVED, that the proper officers of the Company be and each of them is hereby authorized to take any and all other action, including the execution of any and all documents, agreements, and instruments, deemed by them necessary or desirable in order to carry out the purposes and intent of the foregoing resolutions; and further

RESOLVED, that all actions heretofore taken consistent with the purposes and intent of the foregoing resolutions and each of them be and they are hereby ratified, approved, and confirmed.

IN WITNESS WHEREOF, the undersigned, being all the directors of Natoil, Inc., hereby consent to and adopt the foregoing resolutions effective as of the 1st day of July, 1998.

  
James C. Cornis III

  
Bruce M. Rothstein

  
Norman J. Shuman

Inc. (whose name was changed to Phoenix Energy Products, Inc. on February 4, 1997) ("PEPI") and MascoTech, Inc., dated January 1, 1995 and (B) the Asset Purchase Agreement by and between PEPI and Enterra Petroleum Equipment Group, Inc., dated September 25, 1995), other than the Shares, and (ii) all related liabilities and obligations of every kind or nature, whether fixed or contingent, unliquidated, absolute or otherwise and whether arising or to be performed on or prior to the date hereof; and be it further

RESOLVED, that the Company distribute the Shares to National-Oilwell, Inc.

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IN WITNESS WHEREOF, the undersigned, being all the directors of Natoil, Inc., hereby consent to and adopt the foregoing resolutions effective as of the 1st day of July, 1998.

\_\_\_\_\_  
James C. Comis III

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Bruce M. Rothstein

  
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Norman J. Shuman

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