

08-14-2000



101430808

U.S. DEPARTMENT OF COMMERCE
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of conveying party(ies):

HALLIBURTON COMPANY
2601 Beltline Road
Carrollton, Texas 75006

07-10-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #22

Name and address of receiving party(ies):
HALLIBURTON ENERGY SERVICES, INC.
2601 Beltline Road
Carrollton, Texas 75006

MPD 7-10-00

<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 Delaware		
<input type="checkbox"/>	Other		

<input type="checkbox"/>	Individual	<input type="checkbox"/>	Association
<input type="checkbox"/>	General Partnership	<input type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Corporation-State Delaware		
<input type="checkbox"/>	Other		
<input type="checkbox"/>	Citizenship		

3. Nature of Conveyance:

<input checked="" type="checkbox"/>	Assignment	<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Security Agreement	<input type="checkbox"/>	Merger
<input type="checkbox"/>	Other		

If not domiciled in the United States, a domestic representative designation is attached:

<input type="checkbox"/>	Yes
<input checked="" type="checkbox"/>	No

Execution Date: December 12, 1996

4. Application number(s) or registration number(s). Additional sheet attached?

A. Trademark Application No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carolyn Sue Waldo
Internal Address: Halliburton Energy Services, Inc.
1-B-121
Street Address: 2601 Beltline Road
City: Carrollton
State: TX
Zip: 75006

B. Trademark Registration No.(s)

0895866

6. Number of applications and registrations involved:

1

7. Amount of fee enclosed or authorized to be charged: \$40

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 08-0300

08/11/2000 DCDATES 00000149 080300 0895866
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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.

Carolyn S. Waldo 7/7/00
Signature Date

Name of Person Signing
Total number of pages including cover sheet: 9
OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion
Mail documents to be recorded with required cover sheet information:
Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1030C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

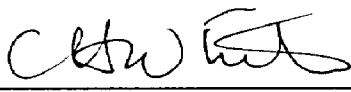
HALLIBURTON ENERGY SERVICES, INC.

Certificate of Assistant Secretary

I, the undersigned, being the duly elected and qualified Assistant Secretary of Halliburton Energy Services, Inc., a Delaware corporation (the "Company"), do hereby certify that attached hereto is a true and correct copy of the Agreement and Plan of Reorganization which was filed in Delaware on December 12, 1996, and pursuant to Section 1.3(a) of the Agreement and Plan of Reorganization, the name of the Company was changed from Halliburton Company to Halliburton Energy Services, Inc.

WITNESS MY HAND AND SEAL of office this 8th day of January, 1998.

Halliburton Energy Services, Inc.

By: 
C. H. White
Assistant Secretary

STATE OF TEXAS

§
§
§

COUNTY OF HARRIS

SUBSCRIBED AND SWORN TO, before me, the undersigned Notary Public, by C. H. White, known to me to be the Assistant Secretary of Halliburton Energy Services, Inc., and who acknowledged to me that he had executed the foregoing instrument for and on behalf of said Company on his free accord, in his official capacity and as the act and deed of said Company this 8th day of January, 1998.


Notary Public, State of Texas

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"HALLIBURTON MERGE CO.", A DELAWARE CORPORATION,

WITH AND INTO "HALLIBURTON COMPANY" UNDER THE NAME OF "HALLIBURTON ENERGY SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 1996, AT 11:30 O'CLOCK A.M.



0170416 8100M

991293900

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9870606
DATE: 07-19-99

TRADEMARK
REEL: 002119 FRAME: 0342

E. The directors of the Company immediately prior to the Merger (as hereinafter defined) will be the directors of Holdco as of the Effective Time.

F. Holdco, Newco and Mergeco are newly formed corporations organized for the purpose of participating in the transactions herein contemplated.

G. The Company desires to create a new holding company structure by merging Mergeco with and into the Company with the Company being the surviving corporation, and converting each outstanding share of Company Common Stock into a like number of shares of Holdco Common Stock, all in accordance with the terms of this Agreement.

H. The Boards of Directors of Holdco, Mergeco and the Company have approved this Agreement and the merger of Mergeco with and into the Company upon the terms and subject to the conditions set forth in this Agreement (the "Merger").

I. Pursuant to authority granted by the Board of Directors of the Company, the Company will, immediately prior to the Effective Time of the Merger, contribute to the capital of Holdco all of the shares of Company Common Stock then held by the Company in its treasury.

NOW, THEREFORE, in consideration of the premises and the covenants and agreements contained in this Agreement, and intending to be legally bound hereby, the Company, Holdco and Mergeco hereby agree as follows:

**ARTICLE I
THE MERGER**

Section 1.1 *The Merger.* In accordance with Section 251(g) of the DGCL and subject to and upon the terms and conditions of this Agreement, Mergeco shall, at the Effective Time, be merged with and into the Company, the separate corporate existence of Mergeco shall cease and the Company shall continue as the surviving corporation. The Company as the surviving corporation after the Merger is hereinafter sometimes referred to as the "Surviving Corporation." At the Effective Time, the effect of the Merger shall be as provided in Section 259 of the DGCL.

Section 1.2 *Effective Time.* The Merger shall become effective upon the filing, after the date hereof and on or before December 31, 1996, of a copy of this Agreement with the Secretary of State of the State of Delaware (the time of such filing being referred to herein as the "Effective Time").

Section 1.3 *Certificate of Incorporation.* From and after the Effective Time the Composite Certificate of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended as provided by law; *provided, however,* that, from and after the Effective Time:

(a) Article One thereof shall be amended so as to read in its entirety as follows:

"First: The name of this Corporation is Halliburton Energy Services, Inc."

(b) Article Fourth thereof shall be amended so as to read in its entirety as follows:

"Fourth: The aggregate number of shares which the Corporation shall have authority to issue shall be one thousand (1,000), consisting of one thousand (1,000) shares of Common Stock, par value \$1.00 per share. No shares of the previously designated Series A Junior Participating Preferred Stock having been issued, such series is hereby terminated and all matters set forth in this certificate of incorporation with respect to such series are hereby eliminated from this certificate of incorporation."

(c) A new Article Seventeenth shall be added thereto which shall be and read in its entirety as follows:

"Seventeenth: Any act or transaction by or involving the Corporation that requires for its adoption under the General Corporation Law of the State of Delaware or its certificate of incorporation the approval of the stockholders of the Corporation shall, by virtue of this reference to Section 251(g) of the General Corporation Law of the State of Delaware, require, in addition, the approval of the stockholders of Halliburton Company, a Delaware corporation (formerly Halliburton Hold Co.), or any successor thereto by merger, so long as such corporation or its successor is the ultimate parent, directly or indirectly, of this Corporation, by the same vote that is required by the General Corporation Law of the State of Delaware and/or the certificate of incorporation of this Corporation. For the purposes of this Article Seventeenth, the term "parent" shall mean a corporation that owns, directly or indirectly, at least a majority of the outstanding capital stock of this Corporation entitled to vote in the election of directors of this Corporation without regard to the occurrence of any contingency."

governed by and construed and enforced under the laws of the State of Texas, regardless of the laws that might otherwise govern under applicable Texas principles of conflicts of law.

Section 6.2 *Counterparts.* This Agreement may be executed in one or more counterparts, each of which when executed shall be deemed to be an original but all of which shall constitute one and the same agreement.

Section 6.3 *Entire Agreement.* This Agreement, including the documents and instruments referred to herein, constitutes the entire agreement and supersedes all other prior agreements and undertakings, both written and oral, among the parties, or any of them, with respect to the subject matter hereof.

IN WITNESS WHEREOF, Holdco, Mergeco and the Company have caused this Agreement to be executed as of the date first written above by their respective officers thereunto duly authorized.

HALLIBURTON COMPANY

By: *Lester L. Coleman*
Name: Lester L. Coleman
Title: Executive Vice President and General Counsel

HALLIBURTON HOLD CO.

By: *Robert M. Kennedy*
Name: Robert M. Kennedy
Title: Vice President

HALLIBURTON MERGE CO.

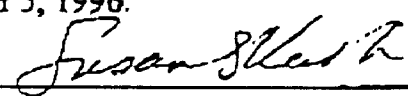
By: *Robert M. Kennedy*
Name: Robert M. Kennedy
Title: Vice President

I, Susan S. Keith, Vice President and Secretary of Halliburton Company do hereby certify that the Board of Directors of Halliburton Company has approved and adopted this Agreement by duly authorized written consent dated December 5, 1996.



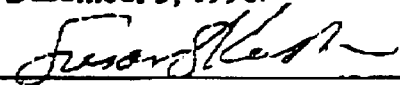
Susan S. Keith
Vice President and Secretary

I, Susan S. Keith, Vice President and Secretary of Halliburton Hold Co. do hereby certify that the Board of Directors of Halliburton Hold Co. has approved and adopted this Agreement by duly authorized written consent dated December 5, 1996.



Susan S. Keith
Vice President and Secretary

I, Susan S. Keith, Vice President and Secretary of Halliburton Merge Co. do hereby certify that the Board of Directors of Halliburton Merge Co. has approved and adopted this Agreement by duly authorized written consent dated December 5, 1996.



Susan S. Keith
Vice President and Secretary

VEHOU03:27161.1

CERTIFICATE

Pursuant to Section 251(g) of the
General Corporation Law of the State of Delaware

Agreement and Plan of Reorganization

dated as of December 11, 1996 among

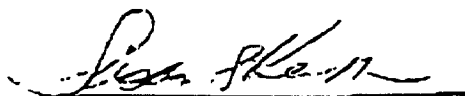
Halliburton Company, Halliburton Hold Co.

and Halliburton Merge Co.

This Certificate of Merger shall be effective at 11:30 a.m., Eastern Standard Time, on December 12, 1996.

Halliburton Company

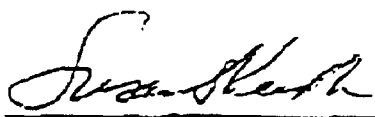
The undersigned, Susan S. Keith, does hereby certify that she is the duly elected and currently acting Secretary of Halliburton Company, a Delaware corporation and one of the constituent corporations to the Merger (as hereinafter defined), and she does hereby further certify (i) that the Agreement and Plan of Reorganization dated as of December 11, 1996 among Halliburton Company, Halliburton Hold Co., a Delaware corporation, and Halliburton Merge Co., a Delaware corporation (the "Merger Agreement"), attached to this Certificate of Merger and providing for the merger (the "Merger") of Halliburton Merge Co. with and into Halliburton Company pursuant to Section 251(g) of the General Corporation Law of the State of Delaware, was duly adopted by Halliburton Company by action of its board of directors and without any vote of stockholders pursuant to the said Section 251(g) and (ii) that the conditions specified in the first sentence of the said Section 251(g) have been satisfied.



Susan S. Keith
Secretary
Halliburton Company

Halliburton Merge Co.

The undersigned, Susan S. Keith, does hereby certify that she is the duly elected and currently acting Secretary of Halliburton Merge Co., a Delaware corporation and one of the constituent corporations to the Merger (as hereinafter defined), and she does hereby further certify (i) that the Agreement and Plan of Reorganization dated as of December 11, 1996 among Halliburton Company, a Delaware corporation, Halliburton Hold Co., a Delaware corporation, and Halliburton Merge Co. (the "Merger Agreement"), attached to this Certificate of Merger and providing for the merger (the "Merger") of Halliburton Merge Co. with and into Halliburton Company pursuant to Section 251(g) of the General Corporation Law of the State of Delaware, was duly adopted by Halliburton Merge Co. by action of its board of directors and without any vote of stockholders pursuant to the said Section 251(g) and (ii) that the conditions specified in the first sentence of the said Section 251(g) have been satisfied.



Susan S. Keith
 Secretary
 Halliburton Merge Co.