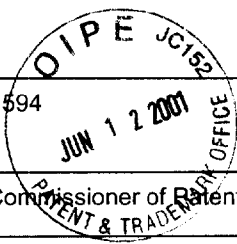


06-18-2001

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 4343.0996

612-01



101753680

To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

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

Tuboscope Vetco International, L.P.

- Individual(s)
- Association
- Limited Partnership of Texas
- Corporation
- General Partnership
- Other:

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: January 1, 2001

2. Name(s) and address(es) of receiving party(ies):

Name: Varco, L.P.

Address: 2835 Holmes Road
Houston, Texas 77051

- Individual(s)
- Association
- General Partnership
- Limited Partnership of Delaware
- Corporation of Delaware
- Other:

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application Number(s):

B. Trademark Registration Number(s):

See Schedule A

Additional numbers attached? Yes No

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

Name: Christina J. Hieber

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$240

- Enclosed
- Authorized to be charged to deposit account
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

DO NOT USE THIS SPACE

06/18/2001 TDIAZ1 00000010 74511791

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.

01 FC:481 40.00 DP
02 FC:482 200.00 DP

Christina J. Hieber

Name of person signing

Signature

June 12, 2001

Date

Total number of pages including cover sheet, attachments and documents: 6

~~06/18/2001 TDIAZ1 00000010 74511791~~

~~01 FC:481~~

~~40.00 DP~~

~~02 FC:482~~

Schedule A
Merger of Tuboscope Vetco International, L.P.
into Varco, L.P.

Mark	Application Number	Application Date	Registration Number	Registration Date
CHASOVOY	74/511,791	4/13/1994	1,930,833	10/31/1995
DT-2	75/110,573	5/28/1996	2,061,240	5/13/1997
KOOMEY (Stylized)	74/156,845	4/15/1991	1,675,757	2/18/1992
NXT	75/324,548	7/15/1997	2,202,714	11/10/1998
PCWD	75/021,497	11/17/1995	2,008,565	10/15/1996
POSLOCK	73/425,917	5/16/1983	1,315,426	1/22/1985
SENTINEL	73/451,995	11/9/1983	1,413,022	10/14/1986
SHAFFER	73/392,329	9/29/1982	1,309,626	12/18/1984
SPHERICAL	74/161,942	4/29/1991	1,711,178	9/1/1992

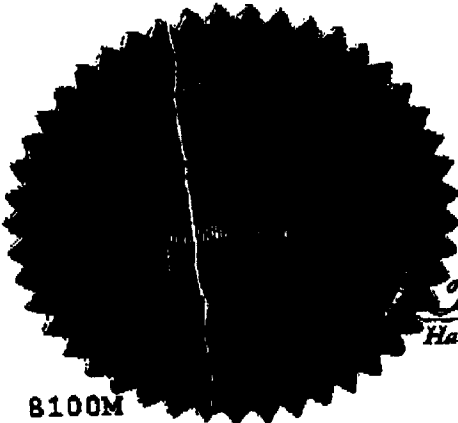
State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"TUBOSCOPE VETCO INTERNATIONAL, L.P.", A TEXAS LIMITED PARTNERSHIP,

WITH AND INTO "VARCO SYSTEMS, L.P." UNDER THE NAME OF "VARCO, L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3229081 8100M

AUTHENTICATION: 1114683

010214325

DATE: 05-03-01

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/2000
001657927 - 3229081

CERTIFICATE OF MERGER
OF
TUBOSCOPE VETCO INTERNATIONAL, L.P.
(a Texas limited partnership)
INTO
VARCO SYSTEMS, L.P.
(a Delaware limited partnership)

The undersigned limited partnership organized and existing under and by virtue of the Delaware Revised Uniform Limited Partnership Act, does hereby certify:

FIRST: That the name and state of organization of each of the constituent entities of the merger is as follows:

<u>Name of Limited Partnership</u>	<u>State</u>
Tuboscope Vetco International, L.P.	Texas
Varco Systems, L.P.	Delaware

SECOND: That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by TUBOSCOPE VETCO INTERNATIONAL, L.P., a Texas limited partnership ("Tuboscope"), and by VARCO SYSTEMS, L.P., a Delaware limited partnership ("Varco"), in accordance with the provisions of subsection (b) of Section 17-211 of the Delaware Revised Uniform Limited Partnership Act.

THIRD: That the name of the surviving entity shall be "Varco, L.P.," a Delaware limited partnership.

FOURTH: That the certificate of limited partnership of Varco Systems, L.P., as amended to reflect the same change of the surviving entity to Varco, L.P., shall be the certificate of limited partnership of the surviving entity.

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FIFTH: That the executed Agreement and Plan of Merger is on file at an office of Varco, the surviving entity, at 2835 Holmes Road, Houston, Texas 77051.

SIXTH: That a copy of the Agreement and Plan of Merger will be furnished by Varco, on request and without cost, to any partner of Tuboscope or any partner of Varco.

SEVENTH: That the effective date of the Merger shall be January 1, 2001.

[Signature Page Follows]

IN WITNESS WHEREOF, Varco has caused this certificate to be executed on the 20th day of December, 2000.

VARCO SYSTEMS, L.P.,
a Delaware limited partnership

By: Turbo-FGS, LLC, a Delaware limited liability company, its General Partner

By:



James F. Maroney III, Manager

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