

01-23-2002



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): 11/15/02
Petrolon, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **of Texas**
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **Petrolon Management, Inc.**
Internal
Address: _____
Street Address: **1187 Brittonmoore Road**
City: **Houston** State: **TX** Zip: **77043**
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **of Delaware**
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: **December 26, 1991**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
891067
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Margaret A. Boulware**
Internal Address: _____
Street Address: **Jenkins & Gilchrist P.C.**
1100 Louisiana, Suite 1800
City: **Houston** State: **TX** Zip: **77002**

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ **40.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

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.
Margaret A. Boulware Margaret A. Boulware Oct. 25, 2001
Name of Person Signing Signature Date
6

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

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

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SENT BY: SEWELL & RIGGS

12-28-91 18:05

SEWELL & RIGGS

DIVISION OF CORPORATIONS 3

FILED 09:00 AM 12/27/1991

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CERTIFICATE OF OWNERSHIP AND MERGER OF FOREIGN PARENT INTO DOMESTIC SUBSIDIARY

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

PETROLON, INC.

(a Texas corporation)

INTO

PETROLON MANAGEMENT, INC.

(a Delaware corporation)

Pursuant to Section 253 of the Delaware General Corporation Law, PETROLON, INC. (the "Corporation"), a corporation organized and existing under the laws of the State of Texas, for the purpose of merging itself with and into Petrolon Management, Inc., a Delaware corporation,

DOES HEREBY CERTIFY:

FIRST: That this Corporation was organized pursuant to the Texas Business Corporation Act on the 24th day of July, 1981.

SECOND: That this Corporation owns one hundred percent (100%) of the outstanding shares of the Common Stock, \$0.01 par value per share, of Petrolon Management, Inc., a corporation incorporated pursuant to the provisions of the General Corporation Law of the State of Delaware, which has no class of stock outstanding other than said Common Stock.

THIRD: By the following resolutions of the Board of Directors of this Corporation, duly adopted by the unanimous written consent of the members thereof, and adopted by the Board of Directors on December 26, 1991,

SENT BY: SEWELL & RIGGS

: 12-28-91 : 16:05 :

SEWELL & RIGGS+

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determined to and, effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and the filing of the Articles of Merger with the Secretary of State of the State of Texas, does merge itself with and into Petrolon Management, Inc., a Delaware corporation:

WHEREAS, there has been presented to and discussed a proposed Plan of Merger, in the form of Exhibit A attached hereto and incorporated by reference herein (the "Plan"), providing for the merger of the Corporation with Petrolon Management, Inc., a Delaware corporation ("Petrolon Management"), a wholly owned subsidiary of the Corporation, pursuant to Section 253 of the Delaware General Corporation Law and Article 5.16 of the Texas Business Corporation Act;

WHEREAS, the Board of Directors deems it to be in the best interests of the Corporation that the Corporation merge with and into Petrolon Management;

RESOLVED, that the Plan be and it hereby is approved, with such changes therein as the President of the Company may deem necessary or advisable;

RESOLVED, that, subject to shareholder approval and effective upon the filing of a Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of Delaware and the filing of Articles of Merger with the Secretary of State of Texas, the Corporation merge itself with and it hereby does merge with Petrolon Management, and Petrolon Management shall be the surviving corporation and shall assume all of the obligations of the Corporation;

RESOLVED, that the proposed merger be submitted to the sole shareholder of the Corporation and that upon receiving the consent of such shareholder the proposed merger shall be approved;

RESOLVED, that any officer of the Corporation be and each hereby is authorized to make, execute, and file a Certificate of Ownership and Merger (the "Certificate") with the Secretary of State of Delaware, to make, execute

and file Articles of Merger with the Secretary of State of Texas and to file a certified copy of the Certificate in the office of the Recorder of Deeds of New Castle County, Delaware and to do all acts and things, whatsoever, whether within or without the States of Delaware and Texas, which may be in any way necessary or appropriate to effect said merger;


RESOLVED, that any and all actions taken in good faith by the officers and directors of the Corporation prior to the date hereof on behalf of the Corporation and in furtherance of the transactions contemplated by the foregoing resolutions are in all respects ratified, confirmed, and approved by the Corporation as its own act and deed, and shall be conclusively deemed to be such corporate act and deed for all purposes; and

RESOLVED, that the officers of the Corporation be and they are hereby authorized and directed to execute any and all further instruments and to do and perform any and all such other acts and things that may be necessary or advisable to carry out the purposes and intent of the foregoing resolutions.

FOURTH: That the proposed merger has been adopted, approved, certified, executed and acknowledged by this Corporation in accordance with the Texas Business Corporation Act.

IN WITNESS WHEREOF, said PETROLON, INC., a Texas corporation, has caused this Certificate to be signed by Ronald D. Fash, Jr., its President, and attested by William M. Jeter, its Secretary, this 26th day of December, 1991.

PETROLON, INC.

By: 
Ronald D. Fash, Jr.,
President

ATTEST:



William M. Jeter, Secretary

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12/24/91

EXHIBIT A
PLAN OF MERGER

**PETROLON, INC., A TEXAS CORPORATION, INTO
PETROLON MANAGEMENT, INC., A DELAWARE CORPORATION**

PETROLON MANAGEMENT, INC., a Delaware corporation ("Petrolon Management") and PETROLON, INC., a Texas corporation ("Petrolon Texas"), propose to merge. The surviving corporation shall be Petrolon Management, which shall be governed under the laws of the State of Delaware.

Pursuant to the Texas Business Corporation Act and the General Corporation Law of Delaware, all property, real, personal, and mixed, and all rights, privileges, amenities, and franchises of Petrolon Texas shall hereafter be owned by and possessed by Petrolon Management. All debts of Petrolon Texas shall thereafter be the debts of Petrolon Management.

The terms and conditions of the merger are as follows: Upon the merger becoming effective, each outstanding share of common stock of Petrolon Management, owned of record by Petrolon Texas, shall cease to be outstanding, without any payment being made in respect thereof; each share of common stock of Petrolon Texas outstanding, par value \$.01 per share, shall be converted into one share of common stock of Petrolon Management automatically and without the need for replacing the certificates or other evidence of such common stock; provided, however, that new certificates for common stock will be issued on request to the stockholders of Petrolon Texas upon surrender to Petrolon Management of any of such stockholder's certificates formerly representing such common stock of Petrolon Texas.

The directors and officers of Petrolon Texas shall be the directors and officers of the surviving corporation.

The Bylaws of Petrolon Management shall be the Bylaws of the surviving corporation.

No changes in the Certificate of Incorporation of the surviving corporation shall be necessary.

The registered office of the surviving corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, the City of Wilmington, County of New Castle, Delaware 19801.

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