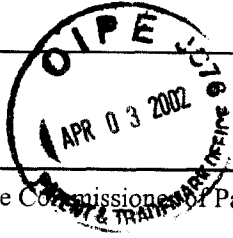


04-09-2002



To the Honorable Commissioner of Patents and Trademarks
Box Assignment, Washington, DC 20231

102048478

original documents or copy thereof.

1. Name of conveying party(ies):

Vetco Gray Inc.

4.3.02

- Individual(s)
 - General Partnership
 - Corporation-Delaware
 - Other _____
- Additional name(s) of conveying party(ies) attached? Yes No

- Association
- Limited Partnership

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

Name: ABB Vetco Gray Inc.

Internal Address: _____

Street Address: 3010 Briarpark Drive, Suite 300

City Houston State Texas ZIP 77042

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-Delaware _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: May 2, 1991

4. Application number(s) or registration number(s): No

A. Trademark Application No.(s) None

B. Trademark registration No.(s) 1,176,839.

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1667 K Street, N.W.
Washington, D.C. 20006
Attn.: Nancy H. Lutz
File No.: 7020-008-999

6. Total number of applications and registrations involved: One

7. Total fee (37 CFR 3.41):.....\$ 40.00.

Please charge to the deposit account listed in Section 8, as well as any other fees which may be due.

8. Deposit account number:
16-1150

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.

Nancy H. Lutz

Name of Person Signing

Nancy H Lutz

Signature

4/3/02

Date

Total number of pages comprising cover sheet: 3

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

04/08/2002 6TOM11 00000165 161150 1176839

01 FC:481 40.00 CH

TRADEMARK
REEL: 002477 FRAME: 0783

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

VETCO GRAY INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the corporation, by the unanimous written consent of its members, filed with the minutes of the Board, adopted a resolution proposing and declaring advisable the following amendment to the Restated Certificate of Incorporation of the corporation:

RESOLVED, that the Restated Certificate of Incorporation of Vetco Gray Inc. be amended by changing the First Article thereof so that, as amended, the Article shall be and read as follows:

"FIRST: NAME - The name of the corporation is ABB Vetco Gray Inc."

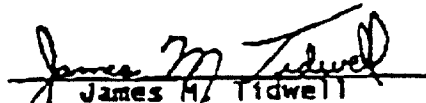
SECOND: That in lieu of a meeting and vote of stockholders, the stockholders have given "unanimous" written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Vetco Gray Inc. has caused this certificate to be signed by James M. Tidwell, its Senior Vice President, and attested by Janice Breese, its Assistant Secretary, this 2nd day of May, 1991.

VETCO GRAY INC.

By:


James M. Tidwell
Senior Vice President

ATTEST:

By:


Janice Breese, Assistant Secretary

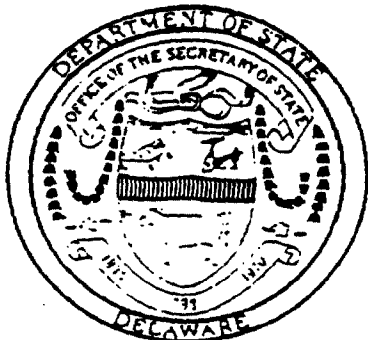
WHM1210

State of Delaware




Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE
DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE
CERTIFICATE OF AMENDMENT OF VETCO GRAY INC. FILED IN THIS OFFICE ON
THE THIRD DAY OF MAY, A.D. 1991, AT 4 O'CLOCK P.M.



731123021



Michael Harkins, Secretary of State

AUTHENTICATION: 3039094

DATE: 05/06/1991