

08-23-2002

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



MENT ID NO.: 101412089

To the Honorable Commission

102200262

Send original document or copy thereof.

1. Name of conveying party(ies).

PGS Data Management, A.S.
Suite 575, 16010 Barkers Point Lane
Houston, TX 77079

7-22-02

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

Landmark Graphics Corporation
2101 CityWest Blvd.
Houston, TX 77042-2827

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

- Individual
 - General Partnership
 - Corporation-State Delaware
 - Other
 - Citizenship
- Association
 - Limited Partnership

3. Nature of Conveyance:

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

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

- Yes
- No

Execution Date: August 31, 2001

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

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
2,187,081

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

6. Number of applications and registrations involved:

1

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

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

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 Sue Waldo

Carolyn S. Waldo 7-19-02

Name of Person Signing

Signature

Date

Total number of pages including cover sheet: 10

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, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

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TRADEMARK

REEL: 002568 FRAME: 0589

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
PGS DATA MANAGEMENT, INC.

FILED
In the Office of the
Secretary of State of Texas
JUL 19 2001
Corporations Section

PGS DATA MANAGEMENT, INC., (the "Corporation"), a corporation organized under the laws of the State of Texas, by its President and Vice President and Secretary does hereby certify:

- 1. Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act (the "Act"), and by Unanimous Consent of the Board of Directors dated May 24th 2001, a resolution was passed declaring that the following change and amendment in the Articles of Incorporation is advisable:

WHEREAS, Article One of the Articles of Incorporation states "The name of the Corporation is PGS DATA MANAGEMENT, INC. "

IT IS THEREFORE RESOLVED, that said Article One of the Articles of Incorporation be amended to read: "The name of this Corporation is GrandBasin Inc." and further

RESOLVED, that said amendment is advisable and the consent of the stockholder of this Corporation was called to take action on the foregoing resolution.

- 2. That pursuant thereto, by written consent dated May 24th 2001, the Corporation's stockholder, being the sole holder of all of the Corporation's 1,000 shares of issued stock, representing 100% of the voting power and entitled to vote on the adoption of said amendment, voted to amend the Articles of Incorporation so that the same shall read as follows and so that the following amended article shall in all respects take the place of the original Article One of the Articles of Incorporation of this Corporation and any and all amendments thereto:

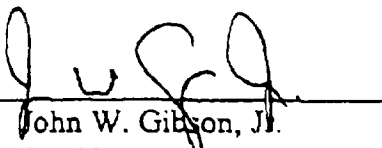
ARTICLE ONE

The name of this corporation is GrandBasin Inc.

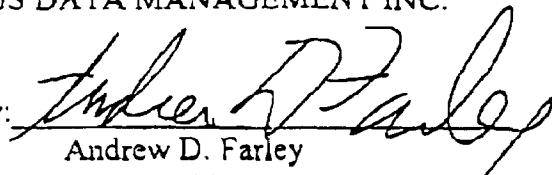
Attest:

PGS DATA MANAGEMENT INC.

By:


John W. Gibson, Jr.
President

By:


Andrew D. Farley
Vice President and Secretary

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:

"GRANDBASIN INC.", A TEXAS CORPORATION,

WITH AND INTO "LANDMARK GRAPHICS CORPORATION" UNDER THE NAME OF "LANDMARK GRAPHICS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF AUGUST, A.D. 2001, AT 1:45 O'CLOCK P.M.

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

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2639412 8100M

010432248

AUTHENTICATION: 1324353

DATE: 08-31-01

TRADEMARK

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CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

GRANDBASIN INC.

INTO

LANDMARK GRAPHICS CORPORATION

Landmark Graphics Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 28th day of June, 1996, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of common stock of GrandBasin Inc., a corporation incorporated on the 23rd day of June 1993, pursuant to the Texas Business Corporation Act.

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members, filed with the minutes of the Board, dated August 14, 2001, determined to merge into itself said GrandBasin Inc.:

WHEREAS, GrandBasin Inc., a wholly-owned subsidiary corporation of the Company, is organized and existing under the laws of the State of Texas, having been incorporated on June 23, 1993; and

WHEREAS, the Board of Directors of the Company has determined that it is desirable and in the Company's best interest to merge GrandBasin Inc. (the "Merged Corporation") into the Company (such merger being hereinafter referred to as the "Merger");

IT IS THEREFORE RESOLVED, that the form, terms and provisions of the Agreement and Plan of Merger (the "Agreement"), attached hereto as Exhibit A, to be entered into between the Merged Corporation and the Company, together with all exhibits to the Agreement, be and they hereby are approved; and further

RESOLVED, that in accordance with Section 368(a)(1)(A) and Section 332 of the Internal Revenue Code of 1986, as amended, the Merger will be characterized as the complete liquidation of the Merged Corporation into the Company; and further

RESOLVED, that the President or any Vice President of the Company (the "Authorized Officers"), be, and each of them hereby is, authorized to execute and deliver, for, in the name and on behalf of the Company, the Agreement and each Instrument required to consummate the transactions contemplated thereby, and that each of such Authorized Officers be, and hereby is, authorized to make such changes or amendments in the Agreement or any such Instruments as the Authorized Officer executing the same may deem appropriate; and further

RESOLVED, that, upon due execution by the other parties thereto, each of the Authorized Officers of the Company be, and hereby is, authorized to cause the Company to perform its obligations pursuant to the Agreement; and further

RESOLVED, that the Merger shall become effective as of the effective date set forth in the Agreement (the "Effective Date"); and further

RESOLVED, that one or more of the Authorized Officers of the Company be, and they hereby are, directed to make and execute Articles of Merger, and to cause the same to be filed with the Secretary of State of Texas; and to cause certified copies thereof to be filed in such other counties, states and countries as may be required; and to do all acts and things whatsoever, whether within or without the State of Texas which may be in any way necessary or proper to effect said merger; and further

RESOLVED, that following the filing of the Articles of Merger in accordance with the Texas Business Corporation Act, the Merged Corporation shall be merged with and into the Company on the Effective Date, the separate corporate existence of the Merged Corporation shall cease, the Company shall continue as the Surviving Corporation, and all rights, franchises and interests of the Merged Corporation and the Company, respectively, in and to every type of property, whether real, personal or mixed, shall be transferred to and vested in the Surviving Corporation by virtue of the Merger without any deed or other transfer (the Company as the surviving corporation after the Merger is sometimes referred to herein as the "Surviving Corporation"); and further

RESOLVED, that at the Effective Date, by virtue of the Merger and without any action on the part of the Company, each outstanding share of the common stock of the Merged Corporation shall be cancelled and retired without conversion thereof; and further

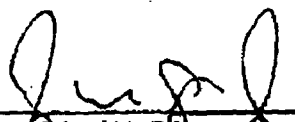
RESOLVED, that the Secretary or any Assistant Secretary of the Company is hereby authorized, on behalf of the Company, to certify and attest any documents which he may deem necessary or appropriate to consummate the transactions contemplated by these resolutions, provided that such attestation shall not be required for the validity of any such documents; and further

RESOLVED, that any and all actions taken by any of the officers or representatives of the Company in connection with the transactions

of these resolutions, are hereby ratified, confirmed, and approved in all respects for all purposes.

IN WITNESS WHEREOF, said Landmark Graphics Corporation has caused this Certificate to be signed by John W. Gibson, Jr., its CEO and President this 14th day of August, 2001.

Landmark Graphics Corporation

By: 
John W. Gibson, Jr.
CEO and President

Approved
Law Department
BY: 14 Aug 2001
DATE: KRC

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 14th day of August, 2001, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Landmark Graphics Corporation, a Delaware corporation and GrandBasin Inc., a Texas corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Landmark Graphics Corporation, hereby merges into itself GrandBasin Inc. and said GrandBasin Inc. shall be and hereby is merged into Landmark Graphics Corporation, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Landmark Graphics Corporation, as heretofore amended and is in effect on the date of the merger provided in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

FOURTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes the effective date of the merger shall be as of the close of business on August 31, 2001.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested

respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the time that this Agreement filed with the Secretary of State becomes effective. This Agreement may be amended by the Board of Directors of its constituent corporations at any time prior to the time that this Agreement filed with the Secretary of State becomes effective, provided that an amendment made subsequent to the adoption of the Agreement by the stockholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof, (2) alter or change any term of the Certificates of Incorporation of the surviving corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Board of Directors have caused these presents to be executed by the CEO and President of Landmark Graphics Corporation and the President of GrandBasin Inc. as the respective act, deed and agreement of said corporations on this 14th day of August, 2001.

Landmark Graphics Corporation

By: [Signature]
John W. Gibson, Jr.
CEO and President

GrandBasin Inc.

By: [Signature]
John W. Gibson, Jr.
President

Approved
Law Department
BY: RAC
DATE: 19 Aug 2001

LANDMARK GRAPHICS CORPORATION

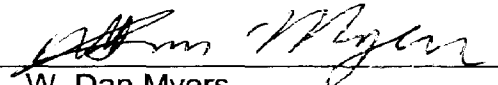
Certificate of Assistant Secretary

I, the undersigned, being a duly elected, qualified and acting Assistant Secretary of Landmark Graphics Corporation, a Delaware corporation (the "Company"), do hereby certify the following facts and that attached hereto are copies of documents as evidence of the stated facts:

- (1) on July 19, 2001, the name PGS Data Management Inc. was changed to GrandBasin Inc.; and
- (2) on August 31, 2001, GrandBasin Inc. was merged into the Company.

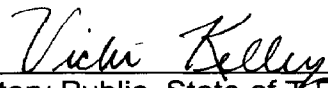
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Company this 15th day of July, 2002.

Landmark Graphics Corporation

By: 
W. Dan Myers
Assistant Secretary

UNITED STATES OF AMERICA §
STATE OF TEXAS §
COUNTY OF HARRIS §

SUBSCRIBED AND SWORN TO before me, the undersigned Notary Public by W. Dan Myers, known to me to be the Assistant Secretary of Landmark Graphics Corporation, and who certified that he executed the foregoing instrument for and on behalf of said corporation, this 15th day of July, 2002.


Notary Public, State of TEXAS



The State of Texas
SECRETARY OF STATE

**CERTIFICATE OF AMENDMENT
OF**

**GRANDBASIN INC.
FORMERLY:
PGS DATA MANAGEMENT, INC.**

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: July 19, 2001

Effective: July 19, 2001



Henry Cuellar tea
Secretary of State
TRADEMARK

RECORDED: 07/22/2002

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