

11-01-2002

Attorney Docket No. 1020-12200

10-29-02

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U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

102268477

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

1. Name and address of conveying party(ies)

Natoil, Inc.
3000 Delaware Avenue, Suite 1704
Wilmington, Delaware 19801

- Individual
- General Partnership
- Corporation-State of Delaware
- Other _____
- Association
- Limited Partnership

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

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

Name: National-Oilwell, L.P.
Internal Address:
Street Address: 10000 Richmond Avenue, Suite 400
City/State/Zip: Houston, Texas 77042

- Individual
- General Partnership
- Corporation
- Other _____
- Association
- Limited Partnership-Delaware

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) and address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: July 1, 1998

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

Mark if additional numbers attached

A. Trademark Application No.(s):

Trademark Registration No.(s):

2,010,072

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

JONATHAN PIERCE
Conley, Rose & Tayon, P.C.
P. O. Box 3267
Houston, Texas 77253-3267
Telephone: (713) 238-8000
Facsimile: (713) 238-8008

6. Total number of applications and trademarks involved: 1

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

- Enclosed
- Any deficiencies or overpayments are authorized to be charged to or credited to deposit account

8. Deposit Account Number: 03-2769

(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.

JONATHAN PIERCE
Name of Person Signing

Signature

October 22, 2002
Date

10/31/2002 LMUELLER 00000242 032769 2010072
01 FC:8521 40.00 CH

Total number of pages including cover sheet, attachments and document: 5

TRADEMARK
REEL: 002608 FRAME: 0637

FINANCE SECTION
RECORDED
INDEXED

NATOIL, INC.
UNANIMOUS CONSENT OF DIRECTORS

THE UNDERSIGNED, being all of the directors of Natoil, Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, as amended, that the following resolutions shall have the same force and effect as if duly adopted at a meeting of the Board of Directors duly called and held in accordance with law and the by-laws of the Corporation.

WHEREAS, effective as of 12:00 a.m. on July 1, 1998, Phoenix Energy Products Holdings, Inc., a Delaware corporation ("Holdings"), merged with and into the Company (the "Merger"); and

WHEREAS, the Company is the surviving corporation in the Merger, and shall continue its corporate existence under the General Corporation Law of the State of Delaware (the "DGCL"); and

WHEREAS, the Company, as the surviving corporation, possesses all rights and assets of Holdings and is subject to all the liabilities and obligations of Holdings in accordance with the provisions of the DGCL; and

WHEREAS, the Board of Directors of the Company believes it to be in the Company's best interest to take all appropriate steps to facilitate an internal corporate reorganization of National-Oilwell, Inc., of which the Company is a wholly-owned subsidiary, by contributing all of the assets and liabilities, other than the shares of Phoenix Energy Services, Ltd. and Russell Sub-Surface Systems, Ltd. owned by Holdings immediately prior to the Merger and now owned by the Company as the surviving corporation in the Merger (the "Shares"), to National-Oilwell, L.P., a Delaware Limited Partnership, and by distributing the Shares to National-Oilwell, Inc., a Delaware corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Company contribute to National-Oilwell, L.P. in a transaction meeting the requirements of Section 721 of the Internal Revenue Code of 1986, as amended, the following: (i) all of the Company's right, title and interest, legal and equitable, to the assets of Holdings (including without limitation all rights to indemnity contained in agreements of Holdings or its predecessors, specifically including without limitation the indemnities in favor of Holdings or its predecessors under: (A) the Stock Purchase Agreement, by and between Phoenix Energy Services,

Inc. (whose name was changed to Phoenix Energy Products, Inc. on February 4, 1997) ("PEPI") and MascoTech, Inc., dated January 1, 1995 and (B) the Asset Purchase Agreement by and between PEPI and Enterra Petroleum Equipment Group, Inc., dated September 25, 1995), other than the Shares, and (ii) all related liabilities and obligations of every kind or nature, whether fixed or contingent, unliquidated, absolute or otherwise and whether arising or to be performed on or prior to the date hereof, and be it further

RESOLVED, that the Company distribute the Shares to National-Oilwell, Inc.

; further

RESOLVED, that the proper officers of the Company be and each of them is hereby authorized to take any and all other action, including the execution of any and all documents, agreements, and instruments, deemed by them necessary or desirable in order to carry out the purposes and intent of the foregoing resolutions; and further

RESOLVED, that all actions heretofore taken consistent with the purposes and intent of the foregoing resolutions and each of them be and they are hereby ratified, approved, and confirmed.

IN WITNESS WHEREOF, the undersigned, being all the directors of Natoil, Inc., hereby consent to and adopt the foregoing resolutions effective as of the 1st day of July, 1998.


James C. Comis III


Bruce M. Rothstein


Norman J. Shuman

Inc. (whose name was changed to Phoenix Energy Products, Inc. on February 4, 1997) ("PEPI") and MascoTech, Inc., dated January 1, 1995 and (B) the Asset Purchase Agreement by and between PEPI and Enterra Petroleum Equipment Group, Inc., dated September 25, 1995), other than the Shares, and (ii) all related liabilities and obligations of every kind or nature, whether fixed or contingent, unliquidated, absolute or otherwise and whether arising or to be performed on or prior to the date hereof; and be it further

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WHEREAS, the Board of Directors of the Company believes it to be in the Company's best interest to take all appropriate steps to facilitate an internal corporate reorganization of National-Oilwell, Inc., of which the Company is a wholly-owned subsidiary, by contributing all of the assets and liabilities, other than the shares of Phoenix Energy Services, Ltd. and Russell Sub-Surface Systems, Ltd. owned by Holdings immediately prior to the Merger and now owned by the Company as the surviving corporation in the Merger (the "Shares"), to National-Oilwell, L.P., a Delaware Limited Partnership, and by distributing the Shares to National-Oilwell, Inc., a Delaware corporation;

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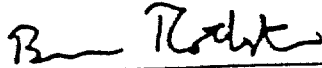
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