

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

01-10-2003

DOCUMENT ID NO.: 102232973



Resulm

To the Honorable Commissioner of

102333488

attached original document or copy thereof.

1. Name of conveying party(ies):

BENTONITE CORPORATION
1999 Broadway, Suite 4300
Denver, Colorado 80202

1-9-03

and address of receiving party(ies):

HALLIBURTON ENERGY SERVICES, INC.
2601 Beltline Road
Carrollton, Texas 75006

- 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 Certificate of Dissolution, Contribution of Assets
- Change of Name
- Merger

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

- Yes
- No

Execution Date: October 30, 1997

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

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

630222, 832784, 1555382, 2112595, 1525068, 639871, 652222

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:

7

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
Name of Person Signing

Carolyn S. Waldo
Signature

11/3/03
Date

Total number of pages including cover sheet: 23

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

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

09 25 2002



102282973

DEC 20 2002

To the Honorable Commissioner of

attached original document or copy thereof.

1. Name of conveying party(ies):

BENTONITE CORPORATION
1999 Broadway, Suite 4300
Denver, Colorado 80202

9-9-02

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

HALLIBURTON ENERGY SERVICES, INC.
2601 Beltline Road
Carrollton, Texas 75006

SEP 9 2002

- 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 Certificate of Dissolution, Contribution of Assets
- Change of Name
- Merger

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

- Yes
- No

Execution Date:

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

Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

630222, 832784, 1555382, 2112595, 1525068, 639871, 652222

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:

7

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

09/24/2002 DBYRNE 00000027 080300 630222

01 FC:481 40.00 CH
02 FC:482 150.00 CH

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
Signature

9/5/02
Date

Name of Person Signing

Total number of pages including cover sheet: 23

OMB No. 0651-0011 (exp.4/94)

Do not detach this portion

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**CERTIFICATE OF DISSOLUTION
OF BENTONITE CORPORATION
BY WRITTEN CONSENT
OF ALL STOCKHOLDERS ENTITLED TO VOTE**

BENTONITE CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name of the corporation is BENTONITE CORPORATION.

SECOND: That dissolution was authorized on October 30, 1997.

THIRD: That dissolution has been duly authorized by the sole stockholder of the corporation entitled to vote on a dissolution in accordance with subsection (c) of Section 275 of the General Corporation Law of the State of Delaware, and that this Certificate of Dissolution shall be effective on October 30, 1997.

FOURTH: That the names and addresses of the directors and officers of BENTONITE CORPORATION are as follows:

DIRECTORS

<u>Name</u>	<u>Address</u>
Clint E. Ables	5112 Summit Hill Dallas, Texas 75287
David R. Smith	5703 Plumtree Dallas, Texas 75252
Rebecca R. Morris	1718 Fourteenth Place Plano, Texas 75074

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert J. Menerey	President	367 Tealwood Drive Houston, Texas 77024
Clint E. Ables	Vice President	5112 Summit Hill Dallas, Texas 75287
George H. Juetten	Vice President and Treasurer	5435 Preston Fairways Circle Dallas, TX 75252
Rebecca R. Morris	Vice President and Secretary	1718 Fourteenth Place Plano, Texas 75074
Albert O. Cornelison	Vice President - Litigation	5400 Kinross Drive Plano, TX 75093
David R. Smith	Vice President - Tax	5703 Plumtree Dallas, Texas 75252
Eugene A. Fisher	Vice President - Tax Administration	514 North Collins Road Sunnyvale, TX 75182
Alice (Ande) Hinds	Assistant Secretary	3617 Granada Dallas, TX 75205
Patricia K. Suttles	Assistant Secretary	2206 East Fieldcircle Missouri City, Texas 77459
Donald H. Newman	Assistant Treasurer	2216 Canyon Creek Pl. Richardson, Texas 75080
Richard T. Kernan	Assistant Treasurer	5913 Loch Lomond Drive Plano, TX 75093

IN WITNESS WHEREOF, said BENTONITE CORPORATION, has caused this certificate to be signed by Rebecca R. Morris, its Vice President, and attested by Alice (Ande) Hinds, its Assistant Secretary, this 30th day of October, 1997.

BENTONITE CORPORATION

By: Rebecca Morris
Rebecca Morris
Vice President

GENERAL ASSIGNMENT AND BILL OF SALE FROM
BENTONITE CORPORATION
TO BAROID INDUSTRIAL MINERALS, INC.

KNOW ALL MEN BY THESE PRESENTS: That Bentonite Corporation, a Delaware corporation (hereinafter called "Grantor"), for good and valuable consideration received from Baroid Industrial Minerals, Inc., a Delaware corporation and the sole shareholder of Grantor (hereinafter called "Grantee"), the receipt of which is hereby acknowledged, does, effective on October 30, 1997, hereby grant, convey, transfer, assign and deliver to said Grantee, its successors and assigns, all of the assets and property of the Grantor, wherever situated, both tangible and intangible, of every kind and description.

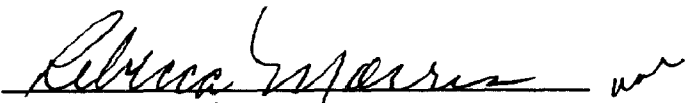
TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns forever.

IN WITNESS WHEREOF, the undersigned, pursuant to its agreement with Baroid Industrial Minerals, Inc. entitled "Plan of Complete Liquidation of Bentonite Corporation", executed on October 30, 1997, has hereunto caused its corporate name to be signed and its corporate seal to be affixed at Dallas, Texas, this 30th day of October, 1997.

BENTONITE CORPORATION

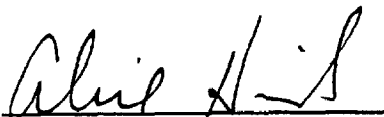
Seal

By:


Rebecca R. Morris
Vice President

ATTEST:

By:


Alice (Ande) Hinds
Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "BAROID INDUSTRIAL MINERALS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1997, AT 9:08 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

**CERTIFICATE OF DISSOLUTION
OF BAROID INDUSTRIAL MINERALS, INC.
BY WRITTEN CONSENT
OF ALL STOCKHOLDERS ENTITLED TO VOTE**

BAROID INDUSTRIAL MINERALS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name of the corporation is BAROID INDUSTRIAL MINERALS, INC.

SECOND: That dissolution was authorized on October 30, 1997.

THIRD: That dissolution has been duly authorized by the sole stockholder of the corporation entitled to vote on a dissolution in accordance with subsection (c) of Section 275 of the General Corporation Law of the State of Delaware, and that this Certificate of Dissolution shall be effective on October 30, 1997.

FOURTH: That the names and addresses of the directors and officers of BAROID INDUSTRIAL MINERALS, INC. are as follows:

DIRECTORS

<u>Name</u>	<u>Address</u>
Clint E. Ables	5112 Summit Hill Dallas, Texas 75287
George H. Juetten	5435 Preston Fairways Circle Dallas, Texas 75252
Rebecca R. Morris	1718 Fourteenth Place Plano, Texas 75074

OFFICERS

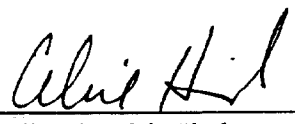
<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert J. Menercy	President	367 Tealwood Drive Houston, Texas 77024
Clint E. Ables	Vice President	5112 Summit Hill Dallas, Texas 75287
George H. Juetten	Vice President and Treasurer	5435 Preston Fairways Circle Dallas, TX 75252
Rebecca R. Morris	Vice President and Secretary	1718 Fourteenth Place Plano, Texas 75074
Albert O. Cornelison	Vice President - Litigation	5400 Kinross Drive Plano, TX 75093
David R. Smith	Vice President - Tax	5703 Plumtree Dallas, Texas 75252
Eugene A. Fisher	Vice President - Tax Administration	514 North Collins Road Sunnyvale, TX 75182
Alice (Ande) Hinds	Assistant Secretary	3617 Granada Dallas, TX 75205
Patricia K. Suttles	Assistant Secretary	2206 East Fieldcircle Missouri City, Texas 77459
Donald H. Newman	Assistant Treasurer	2216 Canyon Creek Pl. Richardson, Texas 75080
Richard T. Kernan	Assistant Treasurer	5913 Loch Lomond Drive Plano, TX 75093

IN WITNESS WHEREOF, said BAROID INDUSTRIAL MINERALS, INC., has caused this certificate to be signed by Rebecca R. Morris, its Vice President, and attested by Alice (Ande) Hinds, its Assistant Secretary, this 30th day of October, 1997.

BAROID INDUSTRIAL MINERALS, INC.

By: 
Rebecca R. Morris
Vice President

ATTEST:

By: 
Alice (Ande) Hinds
Assistant Secretary

A:\LIQ\S\CERT-DIS.DE

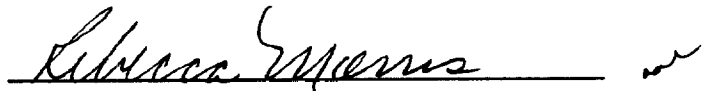
GENERAL ASSIGNMENT AND BILL OF SALE FROM
BAROID INDUSTRIAL MINERALS, INC.
TO BAROID DRILLING FLUIDS, INC.

KNOW ALL MEN BY THESE PRESENTS: That Baroid Industrial Minerals, Inc., a Delaware corporation (hereinafter called "Grantor"), for good and valuable consideration received from Baroid Drilling Fluids, Inc., a Delaware corporation and the sole shareholder of Grantor (hereinafter called "Grantee"), the receipt of which is hereby acknowledged, does, effective on October 30, 1997, hereby grant, convey, transfer, assign and deliver to said Grantee, its successors and assigns, all of the assets and property of the Grantor, wherever situated, both tangible and intangible, of every kind and description.


TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns forever.

IN WITNESS WHEREOF, the undersigned, pursuant to its agreement with Baroid Drilling Fluids, Inc. entitled "Plan of Complete Liquidation of Baroid Industrial Minerals, Inc.", executed on October 30, 1997, has hereunto caused its corporate name to be signed at Dallas, Texas, this 30th day of October, 1997.

BAROID INDUSTRIAL MINERALS, INC.

By: 
Rebecca R. Morris
Vice President

ATTEST:

By: 
Alice (Ande) Hinds
Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "BAROID DRILLING FLUIDS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1997, AT 9:09 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2095416 8100

971368589

AUTHENTICATION:

DATE:

8732314

10-30-97

TRADEMARK
REEL: 002646 FRAME: 0452

**CERTIFICATE OF DISSOLUTION
OF BAROID DRILLING FLUIDS, INC.
BY WRITTEN CONSENT
OF ALL STOCKHOLDERS ENTITLED TO VOTE**

BAROID DRILLING FLUIDS, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name of the corporation is BAROID DRILLING FLUIDS, INC.

SECOND: That dissolution was authorized on October 27, 1997.

THIRD: That dissolution has been duly authorized by the sole stockholder of the corporation entitled to vote on a dissolution in accordance with subsection (c) of Section 275 of the General Corporation Law of the State of Delaware, and that this Certificate of Dissolution shall be effective on October 30, 1997.

FOURTH: That the names and addresses of the directors and officers of BAROID DRILLING FLUIDS, INC. are as follows:

DIRECTORS

<u>Name</u>	<u>Address</u>
Clint E. Ables	5112 Summit Hill Dallas, Texas 75287
David R. Smith	5703 Plumtree Dallas, Texas 75252
Rebecca R. Morris	1718 Fourteenth Place Plano, Texas 75074

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert J. Menerey	Chairman and President	367 Tealwood Drive Houston, Texas 77024
Clint E. Ables	Vice President	5112 Summit Hill Dallas, Texas 75287
George H. Juetten	Vice President and Treasurer	5435 Preston Fairways Circle Dallas, TX 75252
Rebecca R. Morris	Vice President and Secretary	1718 Fourteenth Place Plano, Texas 75074
Albert O. Cornelison	Vice President - Litigation	5400 Kinross Drive Plano, TX 75093
David R. Smith	Vice President - Tax	5703 Plumtree Dallas, Texas 75252
Eugene A. Fisher	Vice President - Tax Administration	514 North Collins Road Sunnyvale, TX 75182
Alice (Ande) Hinds	Assistant Secretary	3617 Granada Dallas, TX 75205
Patricia K. Suttles	Assistant Secretary	2206 East Fieldcircle Missouri City, Texas 77459
Donald H. Newman	Assistant Treasurer	2216 Canyon Creek Pl. Richardson, Texas 75080
Richard T. Kernan	Assistant Treasurer	5913 Loch Lomond Drive Plano, TX 75093

IN WITNESS WHEREOF, said BAROID DRILLING FLUIDS, INC., has caused this certificate to be signed by Rebecca R. Morris, its Vice President, and attested by Alice (Ande) Hinds, its Assistant Secretary, this 30th day of October, 1997.

BAROID DRILLING FLUIDS, INC.

By: Rebecca Morris
Rebecca Morris
Vice President

GENERAL ASSIGNMENT AND BILL OF SALE FROM
BAROID DRILLING FLUIDS, INC.
TO BAROID CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That Baroid Drilling Fluids, Inc., a Delaware corporation (hereinafter called "Grantor"), for good and valuable consideration received from Baroid Corporation, a Delaware corporation and the sole shareholder of Grantor (hereinafter called "Grantee"), the receipt of which is hereby acknowledged, does, effective on October 30, 1997, hereby grant, convey, transfer, assign and deliver to said Grantee, its successors and assigns, all of the assets and property of the Grantor, wherever situated, both tangible and intangible, of every kind and description.

TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns forever.

IN WITNESS WHEREOF, the undersigned, pursuant to its agreement with Baroid Corporation entitled "Plan of Complete Liquidation of Baroid Drilling Fluids, Inc.", executed on October 30, 1997, has hereunto caused its corporate name to be signed and its corporate seal to be affixed at Dallas, Texas, this 30th day of October, 1997.

BAROID DRILLING FLUIDS, INC.

Seal

By: Rebecca R. Morris
Rebecca R. Morris
Vice President

ATTEST:

By: Alice Hinds
Alice (Ande) Hinds
Assistant Secretary

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "BAROID CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1997, AT 9:13 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2238814 8100

DATE: 8731846

971368631

TRADEMARK 10-30-97

REEL: 002646 FRAME: 0457

**CERTIFICATE OF DISSOLUTION
OF BAROID CORPORATION
BY WRITTEN CONSENT
OF ALL STOCKHOLDERS ENTITLED TO VOTE**

BAROID CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY AS FOLLOWS:

FIRST: The name of the corporation is BAROID CORPORATION.

SECOND: That dissolution was authorized on October 30, 1997.

THIRD: That dissolution has been duly authorized by the sole stockholder of the corporation entitled to vote on a dissolution in accordance with subsection (c) of Section 275 of the General Corporation Law of the State of Delaware, and that this Certificate of Dissolution shall be effective on October 30, 1997.

FOURTH: That the names and addresses of the directors and officers of BAROID CORPORATION are as follows:

DIRECTORS

<u>Name</u>	<u>Address</u>
Clint E. Ables	5112 Summit Hill Dallas, Texas 75287
David R. Smith	5703 Plumtree Dallas, Texas 75252
Rebecca R. Morris	1718 Fourteenth Place Plano, Texas 75074

OFFICERS

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert J. Menerey	President	367 Tealwood Drive Houston, Texas 77024
Clint E. Ables	Vice President	5112 Summit Hill Dallas, Texas 75287
Paul M. Bryant	Vice President	5700 Stonegate Road Dallas, Texas 75221
George H. Juetten	Vice President and Treasurer	5435 Preston Fairways Circle Dallas, TX 75252
Rebecca R. Morris	Vice President and Secretary	1718 Fourteenth Place Plano, Texas 75074
Albert O. Cornelison	Vice President - Litigation	5400 Kinross Drive Plano, TX 75093
David R. Smith	Vice President - Tax	5703 Plumtree Dallas, Texas 75252
Eugene A. Fisher	Vice President - Tax Administration	514 North Collins Road Sunnyvale, TX 75182
Alice (Ande) Hinds	Assistant Secretary	3617 Granada Dallas, TX 75205
Donald H. Newman	Assistant Treasurer	2216 Canyon Creek Pl. Richardson, Texas 75080
Richard T. Kernan	Assistant Treasurer	5913 Loch Lomond Drive Plano, TX 75093

IN WITNESS WHEREOF, said BAROID CORPORATION, has caused this certificate to be signed by Rebecca R. Morris, its Vice President, and attested by Alice (Ande) Hinds, its Assistant Secretary, this 30th day of October, 1997.

BAROID CORPORATION

By: Rebecca Morris
Rebecca R. Morris
Vice President

ATTEST:

By: Alice Hinds
Alice (Ande) Hinds
Assistant Secretary

A:LIQS\CERT-DIS.DE

GENERAL ASSIGNMENT AND BILL OF SALE FROM
BAROID CORPORATION
TO DRESSER INDUSTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS: That Baroid Corporation, a Delaware corporation (hereinafter called "Grantor"), for good and valuable consideration received from Dresser Industries, Inc., a Delaware corporation and the sole shareholder of Grantor (hereinafter called "Grantee"), the receipt of which is hereby acknowledged, does, effective on October 30, 1997, hereby grant, convey, transfer, assign and deliver to said Grantee, its successors and assigns, all of the assets and property of the Grantor, wherever situated, both tangible and intangible, of every kind and description.

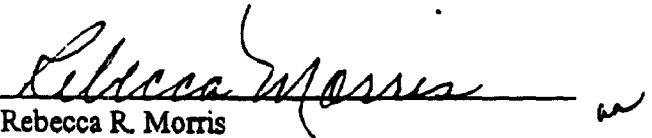
TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns forever.

IN WITNESS WHEREOF, the undersigned, pursuant to its agreement with Dresser Industries, Inc. entitled "Plan of Complete Liquidation of Baroid Corporation", executed on October 30, 1997, has hereunto caused its corporate name to be signed and its corporate seal to be affixed at Dallas, Texas, this 30th day of October, 1997.

BAROID CORPORATION


Seal

By:


Rebecca R. Morris
Vice President

ATTEST:

By:


Alice (Ande) Hinds
Assistant Secretary

TO: Halliburton Energy Services, Inc.
FROM: David J. Lesar
Executive Vice President
Dresser Industries, Inc.
SUBJECT: Contribution of Assets
DATE: January 31, 1999

Please accept this memo as further evidence that effective at 5:30 p.m. CST on January 31, 1999, Dresser Industries, Inc. ("DII") contributed the capital stock of Dresser Corporation and all of the assets of DII that are (i) general corporate assets not related to a group or Division and (ii) that are assets of the Energy Group including Baroid Drilling Fluids Division, Dresser Oil Tools Division, Security DBS Division, Dresser Wheatley Division, Metals Division and Sperry-Sun Division to Halliburton Energy Services, Inc. in consideration of the sum of ten dollars (\$10.00) and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged and further the assumption by Halliburton Energy Services, Inc. of (x) the DII debt payable to Dresser Corporation and (y) the liabilities and obligations of DII that relate to the Energy Group, together with all other non-Dresser Equipment Group liabilities and obligations.

DII specifically excludes all other assets from this contribution including (i) the capital stock of DII's subsidiaries other than the capital stock Dresser Corporation contributed above, (ii) the assets of the Dresser Equipment Group (such assets having been previously contributed to Dresser Equipment Group, Inc.), including the DMD Division, Roots Division, Waukesha Engine Division, Valve Division, Instrument Division and Wayne Division and (iii) DII's interest in the Dresser-Rand Company and Ingersoll-Dresser Pump Company Partnerships pending the written amendment of such partnership agreements consistent with the previous oral agreement to so amend.



David J. Lesar
Executive Vice President



jrndiv3 docyr-wd

HALLIBURTON ENERGY SERVICES, INC.

Certificate of Assistant Secretary

I, the undersigned, being the duly elected and qualified Assistant Secretary of Halliburton Energy Services, Inc., a Delaware corporation ("HESI"), do hereby certify the following:

- (1) that on October 30, 1997, at 9:07 a.m., Bentonite Corporation was dissolved and liquidated, and its assets were transferred to Baroid Industrial Minerals, Inc. pursuant to the Certificate of Dissolution and the General Assignment and Bill of Sale ("Attachment I");
- (2) that on October 30, 1997, at 9:08 a.m., Baroid Industrial Minerals, Inc. was dissolved and liquidated and its assets were transferred to Baroid Drilling Fluids, Inc. pursuant to the Certificate of Dissolution and the General Assignment and Bill of Sale ("Attachment II");
- (3) that on October 30, 1997, at 9:09 a.m., Baroid Drilling Fluids, Inc. was dissolved and liquidated and its assets were transferred to Baroid Corporation pursuant to the Certificate of Dissolution and the General Assignment and Bill of Sale ("Attachment III");
- (4) that on October 30, 1997, at 9:13 a.m., Baroid Corporation was liquidated and its assets were transferred to Dresser Industries, Inc. pursuant to the Certificate of Dissolution and the General Assignment and Bill of Sale, and all the assets and operations of Baroid Corporation, including the Bentonite Performance Minerals product line, became part of the Baroid Division of Dresser Industries, Inc. ("Attachment IV"); and
- (5) that effective January 31, 1999, Dresser Industries, Inc. contributed all of its assets of its Baroid Division to Halliburton Energy Services, Inc.

WITNESS MY HAND AND SEAL of office this 29th day of August, 2002.

Halliburton Energy Services, Inc.

By: *W. Dan Myers*
W. Dan Myers
Assistant Secretary

Approved
Law Department
BY: <u><i>W. Dan Myers</i></u>
DATE: <u>8/29/02</u>

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 Halliburton Energy Services, Inc., and who acknowledged to me that he had executed the foregoing instrument for and on behalf of said Company on his free accord, in his official capacity and as the act and deed of said Company this 29th day of August, 2002.



Sarah J. Keith
Notary Public, State of Texas, U.S.A.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DISSOLUTION OF "BENTONITE CORPORATION", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1997, AT 9:07 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

8732304

10-30-97

TRADEMARK

REEL: 002646 FRAME: 0464

2340681 8100

971368572

RECORDED: 09/09/2002