

01-17-2003

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



DOCUMENT ID NO.: 102232974

Resubm

To the Honorable Commissioner of

102340747

record me attached original document or copy thereof.

2003 JAN 13 AM 11:01

FINANCE SECTION

1-13-03

1. Name of conveying party(ies):
DRESSER INDUSTRIES, INC.
(now known as DII Industries, LLC)
2001 Ross Avenue
Dallas, Texas 75201

2. Name 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
- Change of Name
- Merger

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

- Yes
- No

Execution Date: September 4, 2002

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
628540

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

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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

1/6/03

Name of Person Signing

Signature

Date

Total number of pages including cover sheet: 14

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.

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

09-25-2002



To the Honorable Commissioner of Patent and Trademark

102232974

Send original document or copy thereof.

1. Name of conveying party(ies):
AXELSON, INC.
DRESSER INDUSTRIES, INC.
(now known as DII Industries, LLC)
2001 Ross Avenue
Dallas, Texas 75201

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) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other

Individual Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other

Citizenship

3. Nature of Conveyance:
 Assignment Change of Name
 Security Agreement Merger
 Other

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 X No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
628540

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

09/24/2002 BYRNE 00000025 080300 628540 DO NOT USE THIS SPACE
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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* 9-5-02
Name of Person Signing Signature Date

Total number of pages including cover sheet: 14

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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TRADEMARK ASSIGNMENT

WHEREAS, DRESSER INDUSTRIES, INC., (now known as DII Industries, LLC) a corporation of the State of Delaware, domiciled at Dallas, Texas USA (hereinafter called "ASSIGNOR") is the owner, by assignment or agreement, of all right, title and interest in and to the United States Registration listed on Exhibit A (hereinafter referred to as "TRADEMARK").

WHEREAS, HALLIBURTON ENERGY SERVICES, INC., a corporation of the State of Delaware, having a place of business at 2601 Beltline Road, Carrollton, Texas 75006 (hereinafter called "ASSIGNEE"), is desirous of acquiring the ASSIGNOR's entire right, title and interest in and to said TRADEMARK and the goodwill connected therewith.

NOW, THEREFORE, for and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, ASSIGNOR does hereby Sell, Assign, and Transfer to ASSIGNEE, its successors and assigns ASSIGNOR's entire worldwide right, title and interest in and to said TRADEMARK together with the goodwill connected therewith, and the right to recover for past infringements of TRADEMARK, the same to be held and enjoyed by the ASSIGNEE for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives;

ASSIGNOR hereby covenants that it has the full right to convey the interest in said TRADEMARK herein assigned, and that it has not executed, and will not execute, any agreement in conflict herewith;

ASSIGNOR further agrees to execute and deliver, from time to time, all further instruments of conveyance, assignment and further assurances and perform all such other acts as may reasonably be required to transfer and assign all of ASSIGNOR's right, title and interest in and to and under said TRADEMARK.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this assignment to be executed by its duly authorized officer as of this 4th day of September, 2002.

By: William Peoples
William Peoples
Intellectual Property Transfer Officer of
DII Industries, LLC (formerly known as
Dresser Industries, Inc.)

THE STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared William Peoples, Intellectual Property Transfer Officer of DII Industries, LLC (formerly known as Dresser Industries, Inc.), known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this the 4th day of September, 2002.

Sue Waldo
Notary Public

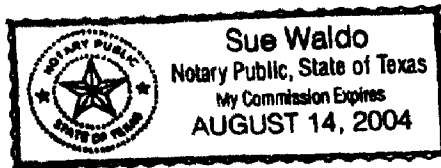


EXHIBIT A

<u>MARK</u>	<u>Registration No.</u>	<u>Registration Date</u>
SAFOMATIC (Script)	628540	June 12, 1996

DII INDUSTRIES, LLC


Certificate of Assistant Secretary

I, the undersigned, being the duly elected and qualified Assistant Secretary of DII Industries, LLC, a Delaware, U.S.A. limited liability company, do hereby certify that attached hereto is a true and correct copy of the originals of the following documents as filed with the Secretary of State of Delaware on June 5, 2002, which documents have not subsequently been rescinded or modified:

- (1) Certificate of Conversion to Limited Liability Company of Dresser Industries, Inc.; and
- (2) Certificate of Formation of DII Industries, LLC.


WITNESS MY HAND AND SEAL of office this 23rd day of August, 2002.

DII Industries, LLC

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 DII Industries, LLC, 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 23rd day of August, 2002.


Notary Public, State of TEXAS

VINSON & ELKINS

Jun 5 2002

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 03:00 PM 06/05/2002
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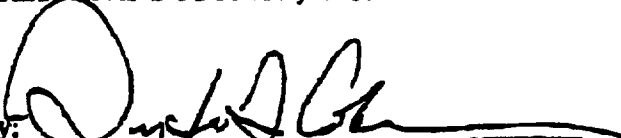
**CERTIFICATE OF CONVERSION
TO
LIMITED LIABILITY COMPANY
OF
DRESSER INDUSTRIES, INC.**

Pursuant to the provisions of Section 266 of the Delaware General Corporation Law (the "DGCL") and Section 18-214 of the Delaware Limited Liability Company Act (the "LLC Act"), Dresser Industries, Inc., a Delaware corporation (the "Corporation"), hereby executes this Certificate of Conversion to Limited Liability Company ("Certificate") for the purpose of converting (the "Conversion") the Corporation to a limited liability company (the "Limited Liability Company") and, in connection therewith, certifies as follows:

1. The Corporation's name immediately prior to the filing of this Certificate is Dresser Industries, Inc. and its current state of incorporation is Delaware.
2. The Corporation was formed on April 23, 1956 under the DGCL.
3. The name of the Limited Liability Company into which the Corporation shall be converted is DII Industries, LLC and the Limited Liability Company shall be formed under the LLC Act.
4. The Conversion of the Corporation to the Limited Liability Company has been duly approved and authorized in accordance with the provisions of Section 266 of the DGCL and Section 18-214 of the LLC Act.
5. At the Effective Time (as defined below), by virtue of the Conversion and without any other action on the part of the Corporation or Halliburton Company, the issued and outstanding common stock of the Corporation shall be converted into membership interests of the Limited Liability Company on the basis of one common share of membership interests for each one hundred (100) shares of common stock of the Corporation.
6. This Certificate shall be effective as of the time of filing of this Certificate and the certificate of formation of the Limited Liability Company in the Office of the Secretary of State of Delaware ("Effective Time").

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of June 4, 2002.

DRESSER INDUSTRIES, INC.



By: Lester L. Coleman
Name: Lester L. Coleman
Title: Senior Vice President

**CERTIFICATE OF FORMATION
OF
DII INDUSTRIES, LLC**

This Certificate of Formation ("Certificate") is filed pursuant to Section 18-201 of the Delaware Limited Liability Company Act (the "Act") to form a limited liability company under the Act.

1. **Name:** The name of the limited liability company is DII Industries, LLC.
2. **Registered Address and Agent:** The address of the registered office of DII Industries, LLC (the "Company") in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. **Effective Date:** This Certificate shall be effective as of the time of filing of this Certificate and the related certificate of conversion to limited liability company of Dresser Industries, Inc. in the Office of the Secretary of State of Delaware ("Effective Time").

IN WITNESS WHEREOF, the undersigned executed this Certificate of DII Industries, LLC as of the 4th day of June, 2002.

HALLIBURTON COMPANY
Sole Member

By: 

Name: Lester L. Coleman

Title: Executive Vice President



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PLAN OF COMPLETE LIQUIDATION
OF
AXELSON, INC.

DRESSER INDUSTRIES, INC., a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "DII"), owns all the issued and outstanding capital stock of Axelson, Inc. (hereinafter called "AXEL"), a corporation duly organized and existing under the laws of the State of Delaware. After due consideration and pursuant to the Written Consent of the Sole Shareholder to Dissolution of AXEL, executed on December 11, 1997, the conclusion has been reached that the interest of said corporation can best be served by executing and carrying out this Plan of Complete Liquidation of AXEL, as follows:

1. AXEL shall, on December 11, cease all active business and thereupon distribute, in complete liquidation, all of its assets to DII. AXEL shall deliver to DII appropriate documents necessary or expedient to evidence the transfer of said assets.

2. DII shall accept said assets, and in return therefor shall, on December 11, 1997:
 - (a) Assume all liabilities and obligations of AXEL as limited by Delaware General Corporation Law §282(c) and execute an appropriate instrument or instruments evidencing this assumption;

 - (b) Deliver to AXEL all of the outstanding stock of AXEL for complete cancellation and redemption.

3. AXEL shall take all appropriate action necessary to terminate its corporate existence and dissolve on December 11, 1997, or as soon thereafter as is practicable.

FILE

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

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KNOW ALL MEN BY THESE PRESENTS: That Axelson, Inc., 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 December 11, 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.

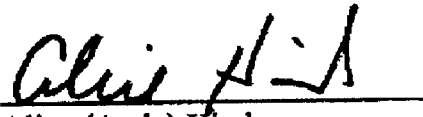
TO HAVE AND TO HOLD the same unto the said Grantee, its successors and assigns forever.

IN WITNESS WHEREOF, the undersigned, pursuant to its agreement with Dresser Industries, Inc. entitled "Plan of Complete Liquidation of Axelson, Inc.", executed on December 11, 1997, has hereunto caused its corporate name to be signed and its corporate seal to be affixed at Dallas, Texas, this 11th day of December, 1997.

AXELSON, INC.

By: 
Clint E. Ables
Vice President

ATTEST:

By: 
Alice (Ande) Hinds
Assistant Secretary

AGREEMENT OF ASSUMPTION OF LIABILITIES

OF
AXELSON, INC.

BY
DRESSER INDUSTRIES, INC.



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KNOW ALL MEN BY THESE PRESENTS: That, pursuant to an agreement entitled "Plan of Complete Liquidation of Axelson, Inc.", executed December 11, 1997, Dresser Industries, Inc., a Delaware corporation (the "Company"), does hereby assume all legal liabilities, contracts, commitments, engagements and obligations, both absolute and contingent, of Axelson, Inc., a Delaware corporation, on December 11, 1997, and agree to pay all just debts and liabilities of said corporation when they shall properly become due. Notwithstanding the preceding, the aggregate liability assumed by the Company shall not exceed the amount distributed to the Company in dissolution as provided in Delaware General Corporation Law §282(c).

IN WITNESS WHEREOF, Dresser Industries, Inc. has hereunto caused its corporate name to be signed and its corporate seal to be affixed this 11th day of December, 1997.

DRESSER INDUSTRIES, INC.

Seal

By:

Clint E. Ables
Vice President & General Counsel

ATTEST:

By:

Alice (Ande) Hinds
Assistant Secretary

FILE

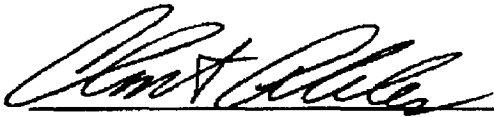
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AXELSON, INC.
WRITTEN CONSENT OF THE SOLE SHAREHOLDER
TO DISSOLUTION


The undersigned, being the sole shareholder of AXELSON, INC., a corporation created and existing under and by virtue of the laws of the State of Delaware, hereby voluntarily consents that the said corporation be dissolved and that the President and or any Vice President together with the Secretary or Assistant Secretary of said corporation be, and each hereby is authorized and directed severally to do, or cause to be done, all acts, and to execute all documents and the Secretary or Assistant Secretary is specifically authorized and directed to attest the same, as may be necessary or desirable to effect the voluntarily dissolution of the said corporation.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be duly executed this 11th day of December, 1997.

DRESSER INDUSTRIES, INC.

By: 
Clint E. Ables
Vice President & General Counsel

ATTEST:

By: 
Alice (Ande) Hinds
Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

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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 "AXELSON, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 1997, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0763529 8100

971425199

AUTHENTICATION: 8806577
DATE: 12-11-97

**CERTIFICATE OF DISSOLUTION
OF AXELSON, INC.
BY WRITTEN CONSENT
OF ALL STOCKHOLDERS ENTITLED TO VOTE**

AXELSON, 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 AXELSON, INC.

SECOND: That dissolution was authorized on December 11, 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 December 11, 1997.

FOURTH: That the names and addresses of the directors and officers of AXELSON, 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>
Paul T. Butzberger	President	4955 Wedgewood Dallas, Texas 75220
Clint E. Ables	Vice President	5112 Summit Hill Dallas, Texas 75287
Patrick M. Murray	Vice President	The Madison, Apt. No. 1516 4606 Cedar Springs Dallas, Texas 75219
George H. Juetten	Vice President and Treasurer	5435 Preston Fairways Circle Dallas, TX 75252
Jim Chiles	Vice President and Controller	4600 Valley Ranch Road Longview, TX 75602
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
C. Lance Poulsen	Vice President - Sales and Marketing	109 Sweetwater Trail Longview, Texas 75601
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