

Docket No.: 065119.0101

**U.S. DEPARTMENT OF COMMERCE  
RECORDATION FORM COVER SHEET Patent and Trademark Office  
TRADEMARKS ONLY**

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

1. Name of Party(ies) conveying an interest:

Varel International, Inc.

2. Name and Address of Party(ies) receiving an interest:

Varel Acquisition, Ltd.  
1434 Patton  
Suite 106  
Carrollton, TX 75007☐ Individual(s)☐ General Partnership☐ Association☐ Limited Partnership☐ Individual☐ General Partnership☐ Association☒ Limited Partnership

Texas

☒ Corporation - Delaware☐ Other☐ Corporation -☐ Other☐ Citizenship

3. Interest Conveyed:

☐ Assignment☐ Security Agreement☐ Other☐ Change of Name☒ MergerIf not domiciled in the United States, a domestic  
representative designation is attached:☐ Yes☐ No

Effective Date: December 29, 2000

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

A. Trademark Application No.(s) 76/297,328

Yes

X

No

B. Trademark Registration No.(s) 1,511,551; 2,716,371;

5. Name and address of party to whom correspondence  
concerning document should be mailed:Name Valerie Verret, Esq.  
Baker Botts L.L.P.  
Street Address: 2001 Ross Avenue, Suite 600City: Dallas  
State: Texas

Zip: 75201-2980

6. Number of applications and registrations involved: 3

7. Amount of fee enclosed or authorized to be charged  
\$90.008. Deposit account number (Attach duplicate copy of  
this form if paying by deposit account):

502147/65119.0101

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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.Valerie Verret  
Name of Person Signing

Signature

3/16/04

Date

Total number of pages including cover sheet

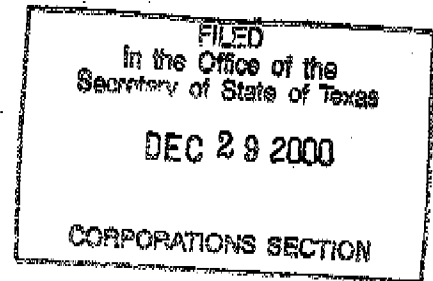
OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks  
Box Assignments  
Washington, D.C. 20231Public 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.

ARTICLES OF MERGER  
OF  
VAREL INTERNATIONAL, INC.  
INTO  
VAREL ACQUISITION, LTD.



Pursuant to the provisions of Section 2.11 of the Texas Revised Limited Partnership Act, the undersigned corporation and limited partnership adopt the following articles of merger for the purpose of effecting a merger in accordance with the provisions of Section 2.11 of the Texas Revised Limited Partnership Act (the "TRLPA").

1. A plan of merger that has been approved and adopted in accordance with the provisions of the TRLPA providing for the combination of Varel International, Inc., and Varel Acquisition, Ltd. and resulting in Varel Acquisition, Ltd. being the surviving entity in the merger is attached hereto as Exhibit A and is hereby incorporated herein by reference.
2. The name of each of the undersigned entities, the type of entity and the laws under which such entities were organized are:

<u>Name of the Entity</u>	<u>Type of Entity</u>	<u>State</u>
Varel International, Inc.	corporation	Delaware
Varel Acquisition, Ltd.	limited partnership	Texas

3. The certificate of limited partnership of Varel Acquisition, Ltd. will be amended to change the name of the surviving entity to Varel International, Ltd. and in that regard Section 1 of the certificate of limited partnership shall be amended to read as follows:

"1. The name of the limited partnership is Varel International, Ltd. (the "Limited Partnership")."

4. The executed plan of merger is on file at the principal place of business of the surviving limited partnership, which address is 1434 Patton, Suite 106, Carrollton, Texas 75007.
5. The domestic limited partnership has complied with the provisions of its partnership agreement regarding furnishing partners copies or summaries of the plan of merger or notices regarding the merger.
6. A copy of the plan of merger will be furnished by the surviving limited partnership, on written request and without cost, to any creditor or obligee of the partners to the merger at the time of the merger if the obligation is then outstanding.

7. The plan of merger and the performance of its terms were duly authorized by all action required by the laws under which each entity is incorporated and by its constituent documents.

8. The merger herein shall be effective at 11:59 p.m. Eastern standard time on December 31, 2000.

Dated on December 28, 2000.

VAREL INTERNATIONAL, INC.

By: 

Neil Bishkin  
Vice President

VAREL ACQUISITION, LTD.

By: Varel GP LLC,  
its general partner

By: 

Neil Bishkin  
Manager

TRADEMARK

REEL: 002820 FRAME: 0422

**EXHIBIT A**

THIS AGREEMENT AND PLAN OF MERGER is by and among Varel International, Inc., a Delaware corporation (the "Corporation"), and Varel Acquisition, Ltd., a Texas limited partnership (the "Partnership").

1. The Corporation shall, pursuant to the provisions of the statutes of the States of Delaware and Texas, be merged with and into the Partnership. The Partnership shall be the surviving entity upon the effective date and time hereof, and shall continue to exist as the surviving entity under the name, "Varel International, Ltd." The separate existence of the Corporation shall cease upon the effective date and time hereof.
2. The certificate of limited partnership of the Partnership upon the effective date of the merger shall be the certificate of limited partnership of the surviving entity, amended only to provide that the name of the Partnership shall henceforth be "Varel International, Ltd.", and shall continue in full force and effect until amended.
3. The officers of the Corporation shall be the officers of the surviving entity, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Agreement of Limited Partnership of the surviving entity.
4. As of the effective date hereof, all shares of the Corporation shall be canceled, and the existing partnership interests in the Partnership prior to the effective date and time hereof shall remain in effect. Since the sole stockholder of the Corporation is also the sole limited partner of the Partnership and the sole owner of the sole general partner of the Partnership, such sole stockholder will receive no cash, property or other consideration for its shares in the Corporation canceled in connection with the merger.
5. This Plan of Merger shall be submitted to the stockholder of the Corporation for its approval or rejection.
6. Upon approval of the stockholder of the Corporation, the Board of Directors and the proper officers of the Corporation and the managers of the limited liability company that is the sole general partner of the Partnership are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
7. The effective time and date of the merger herein provided for herein shall be 11:59 p.m. Eastern standard time on December 31, 2000.

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IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger this December 28, 2000.

VAREL INTERNATIONAL, INC.,  
a Delaware corporation

By: 

Neil Bishkin  
Vice President

VAREL ACQUISITION, LTD.,  
a Texas limited partnership

By Varel GP LLC,  
a Texas limited liability company

By: 

Neil Bishkin  
Manager

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TRADEMARK  
REEL: 002820 FRAME: 0424

## EXHIBIT A

## U.S. Registered Trademarks

Mark	Registration No.	Issue Date
VAREL	1,511,551	08 November 1988
CHALLENGER	2,716,371	13 May 2003

## U.S. Pending Trademark Applications

Mark	Application No.	Filing Date
RIDGEBACK	76/297,328	07 August 2001

## Foreign Trademark Registrations

Country	Mark	Registration No.	Issue Date
France	VAREL	1480288	27 July 1988
Italy	VAREL	844259	24 April 2001
Mexico	VAREL	364265	07 July 1993
Venezuela	VAREL	F-169729	07 October 1994