

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Production Control Services, Inc.		06/02/2004	CORPORATION: COLORADO

RECEIVING PARTY DATA	
Name:	Production Control Services Group, Inc.
Street Address:	1762 Denver Avenue
Internal Address:	Att: Robert Wilczek
City:	Ft. Lupton
State/Country:	COLORADO
Postal Code:	80621
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Registration Number:	2281379	WELL TENDER
Registration Number:	2281376	WELL TENDER II
Registration Number:	2231529	PCS PLUNGER LIFT EQUIPMENT
Registration Number:	2212471	PCS 1000 CONTROLLER
Registration Number:	2205214	PCS 2000 CONTROLLER
Registration Number:	2205213	PCS 3000 CONTROLLER
Registration Number:	2212470	PCS AUTO 5000 T CONTROLLER

CORRESPONDENCE DATA	
Fax Number:	(617)523-1231
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>
Phone:	617.570.1292
Email:	mrovner@goodwinprocter.com
Correspondent Name:	Miriam J. Rovner, Senior Paralegal
Address Line 1:	Exchange Place, 53 State Street
Address Line 2:	Goodwin Procter LLP

CH \$190.00 2281379

Address Line 4: Boston, MASSACHUSETTS 02109-2881

ATTORNEY DOCKET NUMBER: 031049-145065-294

NAME OF SUBMITTER: Miriam J. Rovner, Senior Paralegal

**Total Attachments: 12**

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# Delaware

PAGE 1

*The First State*

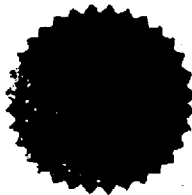
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PRODUCTION CONTROL SERVICES, INC.", A COLORADO CORPORATION, WITH AND INTO "PRODUCTION CONTROL SERVICES GROUP, INC." UNDER THE NAME OF "PRODUCTION CONTROL SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 2004, AT 10:48 O'CLOCK A.M.

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

3280055 8100M

040408918



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3146164

DATE: 06-02-04

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:10 AM 06/02/2004  
FILED 10:48 AM 06/02/2004  
SRV 040408918 - 3280055 FILE

CERTIFICATE OF MERGER

MERGING

PRODUCTION CONTROL SERVICES, INC.,  
a Colorado corporation

WITH AND INTO

PRODUCTION CONTROL SERVICES GROUP, INC.,  
a Delaware corporation

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation hereby certifies as follows:

FIRST: That Production Control Services Group, Inc. ("PCSG") was incorporated on the 25<sup>th</sup> day of September, 2000 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That PCSG owns all of the outstanding shares of Common stock of Production Control Services, Inc. ("PCS"), a corporation incorporated on the 2<sup>nd</sup> day of October, 1985 pursuant to the Colorado Corporate Code.

THIRD: That an Agreement and Plan of Merger by and between Production Control Services, Inc., a Colorado corporation ("PCS") and Production Control Services Group, Inc., a Delaware corporation ("PCSG"), dated as of June 2, 2004 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL. PCSG shall be the corporation surviving the merger. That the name of the surviving corporation of the merger will be "Production Control Services, Inc."

FOURTH: That the Certificate of Incorporation attached hereto as Exhibit A shall be the Certificate of Incorporation, as amended, of the surviving corporation.

FIFTH: That the executed Merger Agreement is on file at c/o FMR Corp., 82 Devonshire Street, Boston, Massachusetts 02109, an office of the surviving corporation.

SIXTH: That a copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of PCS consists of 50,000 shares of common stock without par value.

EIGHTH: That this Certificate of Merger shall be effective upon filing with the Secretary of State of the State of Delaware.

FROM CT WILMINGTON - 302.655.4236 GROUP 6 (WED) 6. 2' 04 12:11/ST. 12:10/NO. 4260103290 P. 4  
FROM CT WILMINGTON - 302.655.4236 GROUP 6 (WED) 6. 2' 04 11:12/ST. 10:59/NO. 4260103283 P. 3

IN WITNESS WHEREOF, Production Control Services Group, Inc., a Delaware corporation, has caused this Certificate to be signed by an authorized officer as of the 2<sup>nd</sup> day of June, 2004.

PRODUCTION CONTROL SERVICES  
GROUP, INC.

By: /s/ David B. Wilson  
Name: David B. Wilson  
Title: President

LIBC/194337.2

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REEL: 002873 FRAME: 0967

Exhibit A

**CERTIFICATE OF INCORPORATION**

of

**Production Control Services, Inc.**

FIRST. The name of the Corporation is Production Control Services, Inc.

SECOND. The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The name of nature of the business and purposes to be conducted or promoted by the Corporation are to engage in any lawful business or activity for which corporations may be organized under General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of capital stock which the Corporation shall have authority to issue is 1,000 shares of common stock with \$1.00 par value per share.

FIFTH. The Board of Directors of the corporation is authorized to make, alter, or repeal the by-laws of the Corporation. Elections of directors need not be by ballot.

SIXTH. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that a director of the Corporation shall be liable (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code relating to the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

SEVENTH. The Corporation shall, to the extent required, and may, to the extent permitted, by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto. Notwithstanding the foregoing, all indemnification provided for in this article shall not be deemed exclusive of any other rights to which those entitled to receive indemnification or reimbursement hereunder may be entitled under any by-law of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.

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FROM CT WILMINGTON - 302\_655\_4236 GROUP 6 (WED) 6. 2'04 11:13/ST. 10:59/NO. 4260103283 P 5

EIGHTH. The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by applicable law, and all rights conferred upon stockholders herein are granted subject to this reservation.

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# STATE OF COLORADO

DEPARTMENT OF  
STATE

## CERTIFICATE

I, DONETTA DAVIDSON, SECRETARY OF STATE OF THE STATE OF  
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

PRODUCTION CONTROL SERVICES GROUP, INC.  
(DELAWARE CORPORATION)

FILE # 20041182901 WAS FILED IN THIS OFFICE ON May 19, 2004  
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE  
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD  
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS  
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: June 02, 2004

*Donetta Davidson*

SECRETARY OF STATE



ARTICLES OF MERGER

MERGING

PRODUCTION CONTROL SERVICES, INC.,  
a Colorado corporation

WITH AND INTO

PRODUCTION CONTROL SERVICES GROUP, INC.,  
a Delaware corporation

FILED - CUSTOMER COPY  
DONETTA DAVIDSON  
COLORADO SECRETARY OF STATE

20041198958 C  
\$ 110.00  
SECRETARY OF STATE  
06-02-2004 14:34:29

Pursuant to Sections 7-111-105 and 107 of the Colorado Business Corporations Act governing the merger of a domestic corporation into a foreign corporation, the undersigned corporations hereby adopt the following Articles of Merger:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Production Control Services, Inc.	Colorado
Production Control Services Group, Inc.	Delaware

SECOND: An Agreement and Plan of Merger has been duly adopted providing for the merger of Production Control Services, Inc., a Colorado corporation ("PCS") with and into Production Control Services Group, Inc., a Delaware Corporation ("PCSG") resulting in PCSG being the surviving corporation; provided however, that immediately following the merger, PCSG's name will be changed to "Production Control Services, Inc." per the Agreement and Plan of Merger, a correct and complete copy of which is attached hereto as Exhibit A.

THIRD: The principal office of PCSG is 1762 North Denver Ave., Fort Lupton, Colorado 80621.

FOURTH: All of the shareholders of PCS and PCSG approved the Agreement and Plan of Merger.

FIVE: The effective date of the merger shall be June 2, 2004.

Robert Wilczek, Chief Financial Officer of Production Control Services, Inc., has caused these Articles of Merger to be filed with the Secretary of State of the State of Colorado on behalf of Production Control Services, Inc. The address of Mr. Wilczek is 1762 North Denver Ave., Ft. Lupton, Colorado 80621.

David B. Wilson, President of Production Control Services Group, Inc., has caused these Articles of Merger to be filed with the Secretary of State of the State of Colorado on behalf of Production Control Services Group, Inc. The address of Mr. Wilson is c/o Fidelity Capital Investors, Inc., 82 Devonshire Street, Boston, Massachusetts 02109.

Exhibit A  
AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

PRODUCTION CONTROL SERVICES GROUP, INC.

AND

PRODUCTION CONTROL SERVICES, INC.

THIS AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") is made and entered into as of June 2, 2004 by and between Production Control Services, Inc, a Colorado corporation (the "Merging Company"), and Production Control Services Group, Inc., a Delaware corporation (the "Surviving Company").

WITNESSETH:

WHEREAS, the Merging Company is a corporation existing under the laws of the State of Colorado with authorized capital stock consisting of 50,000 shares of common stock, without par value, of which 100 shares are issued and outstanding, all shares of which are owned by the Surviving Company;

WHEREAS, the Surviving Company is a corporation existing under the laws of the State of Delaware with authorized capital stock consisting of 1,000 shares of common stock, par value \$.01 per share, of which 100 shares are issued and outstanding, all shares of which are owned by Production Control Services Holdings, Inc.;

WHEREAS, the board of directors of the Merging Company has determined that it is advisable and in the best interest of the Merging Company to merge upon the terms and conditions herein provided, in accordance with Section 7-111-107 of the Colorado Business Corporation Act (the "Colorado Act");

WHEREAS, the board of directors of the Surviving Company has determined that it is advisable and in the best interest of the Surviving Company to merge upon the terms and conditions herein provided, in accordance with Section 252 of the Delaware General Corporation Law (the "Delaware Act");

WHEREAS, all of the shareholders of the Merging Company and the Surviving Company have approved and adopted this Merger Agreement; and

WHEREAS, the Surviving Company has complied, or will comply, with all applicable laws of the State of Delaware with respect to the merger contemplated herein.

NOW THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Merging Company and the Surviving Company agree as follows:

## SECTION 1: THE MERGER

Section 1.01 The Merger. In accordance with the provisions of this Merger Agreement and the Delaware Act and the Colorado Act, the Merging Company will be merged with and into the Surviving Company (the "Merger") at the Effective Time (as hereinafter defined). Following the Effective Time, the identity and separate existence of the Merging Company shall cease and all of the rights, titles, privileges, powers, franchises, properties, and assets of the Merging Company shall be vested in the Surviving Company, and all debts and liabilities, or duties of the Merging Company shall attach to the Surviving Company, and, following the Effective Time, the Surviving Company shall continue its existence as a Delaware corporation, and the identity, rights, titles, privileges, powers, franchises, properties and assets of the Surviving Company shall continue unaffected and unimpaired by the Merger.

Section 1.02 Effective Time. The Merger shall be effected by the filing of the Certificate of Merger, together with any other documents required to be filed to consummate the Merger, with the Secretary of State of the State of Delaware and the filing of the Articles of Merger, together with any other documents required to be filed to consummate the Merger, with the Secretary of State of the State of Colorado (the "Effective Time").

## SECTION 2: THE SURVIVING COMPANY

### Section 2.01 Certificate of Incorporation.

(a) Continued Effect. The Certificate of Incorporation of the Surviving Company as in effect immediately prior to the Effective Time (the "Certificate of Incorporation") shall be the Certificate of Incorporation of the Surviving Company following the Merger, until thereafter changed or amended as provided therein or by applicable law.

(b) Name Change. Immediately following the Effective Time, the Surviving Company shall file with the Delaware Secretary of State the appropriate amendment to its Certificate of Incorporation changing its name to "Production Control Services, Inc."

Section 2.02 Bylaws. The Bylaws of the Surviving Company as in effect immediately prior to the Effective Time (the "Bylaws") shall be the Bylaws of the Surviving Company following the Merger, until thereafter changed or amended as provided therein, by the Certificate of Incorporation or by applicable law.

Section 2.03 Purpose. The purpose of the Surviving Company shall be as set forth in the Certificate of Incorporation, until such time as such purposes may be changed or amended as provided in the Certificate of Incorporation or by applicable law.

Section 2.04 Board of Directors. The board of directors of the Surviving Company immediately prior to the Effective Time shall be the board of directors of the Surviving Company following the Merger, until the earlier of the death, resignation or removal of such manager or until the successors of such directors are duly appointed and qualified.

Section 2.05 Capital Stock. As of the Effective Time, all of the issued and outstanding shares of capital stock of the Merging Company shall be cancelled and all of the issued and

outstanding shares of capital stock of the Surviving Company shall remain issued and outstanding. Following the Merger, all of the issued and outstanding shares of capital stock of the Surviving Company shall be owned by Production Control Services Holdings, Inc., a Delaware corporation.

Section 2.6 Further Assurances. If, at any time on and after the Effective Time, the Surviving Company or its successors and assigns shall consider or be advised that any further assignments or assurances in law or any organizational or other acts are necessary or desirable (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Company title to and possession of any property or right of the Merging Company acquired or to be acquired by reason of, or as a result of, the Merger, or (b) otherwise to carry out the purposes of the Merger Agreement, the Merging Company and its board of directors and shareholders shall be deemed to have granted to the Surviving Company an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such property or rights in the Surviving Company and otherwise to carry out the purposes of the Merger Agreement; and the directors of the Surviving Company are fully authorized in the name of the Merging Company or otherwise to take any and all such action.

### SECTION 3: MISCELLANEOUS

#### Section 3.01 Amendments; No Waivers.

(a) Subject to applicable law, any amendment to this Agreement shall require the written consent of the board of directors and shareholders of the Merging Company and the board of directors and stockholders of the Surviving Company.

(b) No failure or delay by any party hereto in exercising any right, power or privilege hereunder shall operate as a waiver thereof nor shall any single or partial exercise thereof preclude any other or further exercise thereof or the exercise of any other right, power or privilege. The rights and remedies herein provided shall be cumulative and not exclusive of any rights or remedies provided by law.

Section 3.02 Governing Law. This Agreement shall be governed by the internal laws of the State of Delaware without regard to its conflicts of laws provisions.

Section 3.03 Counterparts. The Merger Agreement may be executed in any number of counterparts, each of which shall constitute an original, but all of which shall be one and the same document

[Signatures page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their duly authorized officers as of the day and year first above written.

PRODUCTION CONTROL SERVICES  
GROUP, INC.

By: /s/ David B. Wilson  
Name: David B. Wilson  
Title: President

PRODUCTION CONTROL SERVICES,  
INC.

By: /s/ Robert Wilczek  
Name: Robert Wilczek  
Title: Chief Financial Officer

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