

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/01/2003

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hydralift Holding, Inc.		10/20/2003	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	National-Oilwell, Inc.
Street Address:	1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	0809229	CLYDE
Registration Number:	1316591	LUCKER
Registration Number:	1176876	UNIT
Registration Number:	1183497	UNIT MARINER CRANES

CORRESPONDENCE DATA

Fax Number: (612)340-8856
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 612 340 2734
 Email: ip.docket@dorsey.com
 Correspondent Name: Dorsey & Whitney LLP
 Address Line 1: 50 S. 6th Street
 Address Line 2: Suite 1500
 Address Line 4: Minneapolis, MINNESOTA 55402-1498

NAME OF SUBMITTER: Stuart R. Hemphill

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REEL: 003126 FRAME: 0157

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Signature:	/Stuart R. Hemphill/
Date:	07/22/2005
Total Attachments: 3 source=merger doc#page1.tif source=merger doc#page2.tif source=merger doc#page3.tif	

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HYDRALIFT HOLDING, INC.
(a Delaware Corporation)

and

HYDRALIFT, INC.
(a Delaware Corporation)

WITH AND INTO

NATIONAL-OILWELL, INC.
(a Delaware Corporation)

Pursuant to Section 253 of the Delaware General Corporation Law

National-Oilwell, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 14th day of July, 1995 pursuant to the General Law of the State of Delaware (the "DGCL").

SECOND: That the Company owns 100% of the outstanding capital stock of each of the following corporations—**Hydralift Holding, Inc.**, a corporation incorporated on the 8th day of April, 2002 pursuant to the laws of the State of Delaware, and **Hydralift, Inc.**, a corporation incorporated on the 31st day of January, 1995 pursuant to the laws of the State of Delaware (together the "Subsidiary Corporations").

THIRD: That the Company, by resolution of the board of directors by unanimous consent duly adopted on October 20, 2003, as set forth on Exhibit A hereto, determined to merge into itself the Subsidiary Corporations (the "Merger").

FOURTH: That the registered address of the Company in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the registered agent of the Company at such address is The Corporation Trust Company.

FIFTH: That this Certificate of Ownership and Merger shall become effective at 12:02 a.m. on November 1, 2003, Wilmington, Delaware time.

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be duly executed in its corporate name on the 20th day of October, 2003, in accordance with Sections 103 and 253 of the DGCL.

NATIONAL-OILWELL, INC.


By: Steven W. Krablin
Its: Senior Vice President

**National-Oilwell, Inc.
Resolutions Adopted by the Board of Directors by Unanimous Consent
October 20, 2003**

Merger of Hydralift Holding, Inc. and Hydralift, Inc. into National-Oilwell, Inc.

WHEREAS, the Company owns 100 percent of the outstanding shares of each of the following Delaware Corporations: Hydralift Holding, Inc., and Hydralift, Inc. (together the "Subsidiary Corporations"), and

WHEREAS, the Company desires to merge the Subsidiary Corporations with and into the Company, and deems such a merger to be in the best interests of the Company, and

WHEREAS, the merger of the Subsidiary Corporations with and into the Company (the "Merger") is intended to be a tax-free transaction that qualifies as a statutory merger within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended;

Now, therefore, be it

RESOLVED, that the Merger, pursuant to Section 253 of the Delaware General Corporation Law ("DGCL") and Section 368(a) of the Internal Revenue Code of 1986, as amended, be approved; and that the Merger shall become effective and the corporate existence of the Subsidiary Corporations shall cease upon the time and date specified in the Certificate of Ownership and Merger filed with the Secretary of State of the State of Delaware pursuant to the applicable provisions of the DGCL with respect to the Merger, and be it further

RESOLVED, that the Company shall be the surviving corporation in the Merger, which shall continue its corporate existence under the DGCL, including the provisions of Section 259 thereof, and shall possess all right and assets of each of the Company and the Subsidiary Corporations (the "Constituent Corporations") in the Merger and be subject to all the liabilities and obligations of each of the Constituent Corporations in accordance with the provisions of the DGCL; and be it further

RESOLVED, that the Certificate of Incorporation of the Company shall continue in full force and effect as the Certificate of Incorporation of the Company; and be it further

RESOLVED, that the officers of the Company be, and they hereby are, authorized, empowered and directed to determine the date of filing the Certificate of Ownership and Merger under the DGCL and to do and perform all such further acts and things as they shall determine to be necessary or advisable in order to effectuate the purpose of the foregoing resolutions; and be it further

RESOLVED, that any acts of any officer or officers of the Company, and any person or persons designated and authorized to act by any officer of the Company, on behalf of the Company, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, are hereby severally ratified, confirmed, approved and adopted as acts of the Company.