

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Transfer by Unanimous Consent of Directors		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Natoil, Inc.		07/01/1998	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	National-Oilwell, L.P.		
<b>Composed Of:</b>	COMPOSED OF NOW Oilfield Services, Inc., a Delaware corporation		
<b>Street Address:</b>	10000 Richmond Avenue, Suite 400		
<b>City:</b>	Houston		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77042		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1372181	ROUGHNECK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(713)238-8008		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	713-238-8000		
<b>Email:</b>	TMHou@conleyrose.com		
<b>Correspondent Name:</b>	Jonathan Pierce		
<b>Address Line 1:</b>	P.O. Box 3267		
<b>Address Line 4:</b>	Houston, TEXAS 77253-3267		
<b>ATTORNEY DOCKET NUMBER:</b>	1020-11300		
<b>NAME OF SUBMITTER:</b>	Jonathan Pierce		
<b>Signature:</b>	/JMP/		
<b>Date:</b>	05/25/2006		

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**Total Attachments: 4**

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**NATOIL, INC.**  
**UNANIMOUS CONSENT OF DIRECTORS**

THE UNDERSIGNED, being all of the directors of Natoil, Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, as amended, that the following resolutions shall have the same force and effect as if duly adopted at a meeting of the Board of Directors duly called and held in accordance with law and the by-laws of the Corporation.

WHEREAS, effective as of 12:00 a.m. on July 1, 1998, Phoenix Energy Products Holdings, Inc., a Delaware corporation ("Holdings"), merged with and into the Company (the "Merger"); and

WHEREAS, the Company is the surviving corporation in the Merger, and shall continue its corporate existence under the General Corporation Law of the State of Delaware (the "DGCL"); and

WHEREAS, the Company, as the surviving corporation, possesses all rights and assets of Holdings and is subject to all the liabilities and obligations of Holdings in accordance with the provisions of the DGCL; and

WHEREAS, the Board of Directors of the Company believes it to be in the Company's best interest to take all appropriate steps to facilitate an internal corporate reorganization of National-Oilwell, Inc., of which the Company is a wholly-owned subsidiary, by contributing all of the assets and liabilities, other than the shares of Phoenix Energy Services, Ltd. and Russell Sub-Surface Systems, Ltd. owned by Holdings immediately prior to the Merger and now owned by the Company as the surviving corporation in the Merger (the "Shares"), to National-Oilwell, L.P., a Delaware Limited Partnership, and by distributing the Shares to National-Oilwell, Inc., a Delaware corporation;

NOW, THEREFORE, BE IT:

RESOLVED, that the Company contribute to National-Oilwell, L.P. in a transaction meeting the requirements of Section 721 of the Internal Revenue Code of 1986, as amended, the following: (i) all of the Company's right, title and interest, legal and equitable, to the assets of Holdings (including without limitation all rights to indemnity contained in agreements of Holdings or its predecessors, specifically including without limitation the indemnities in favor of Holdings or its predecessors under: (A) the Stock Purchase Agreement, by and between Phoenix Energy Services,

Inc. (whose name was changed to Phoenix Energy Products, Inc. on February 4, 1997) ("PEPI") and MascoTech, Inc., dated January 1, 1995 and (B) the Asset Purchase Agreement by and between PEPI and Enterra Petroleum Equipment Group, Inc., dated September 25, 1995), other than the Shares, and (ii) all related liabilities and obligations of every kind or nature, whether fixed or contingent, unliquidated, absolute or otherwise and whether arising or to be performed on or prior to the date hereof; and be it further


RESOLVED, that the Company distribute the Shares to National-Oilwell, Inc.

; further

RESOLVED, that the proper officers of the Company be and each of them is hereby authorized to take any and all other action, including the execution of any and all documents, agreements, and instruments, deemed by them necessary or desirable in order to carry out the purposes and intent of the foregoing resolutions; and further

RESOLVED, that all actions heretofore taken consistent with the purposes and intent of the foregoing resolutions and each of them be and they are hereby ratified, approved, and confirmed.

IN WITNESS WHEREOF, the undersigned, being all the directors of Natoil, Inc., hereby consent to and adopt the foregoing resolutions effective as of the 1st day of July, 1998.

  
James C. Comis III

  
Bruce M. Rothstein

  
Norman J. Shurman

Inc. (whose name was changed to Phoenix Energy Products, Inc. on February 4, 1997) ("PEPI") and MascoTech, Inc., dated January 1, 1995 and (B) the Asset Purchase Agreement by and between PEPI and Enterra Petroleum Equipment Group, Inc., dated September 25, 1995), other than the Shares, and (ii) all related liabilities and obligations of every kind or nature, whether fixed or contingent, unliquidated, absolute or otherwise and whether arising or to be performed on or prior to the date hereof; and be it further

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