

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/05/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Newpark Drilling Fluids, LLC		05/31/2006	LIMITED LIABILITY COMPANY: TEXAS

**RECEIVING PARTY DATA**

Name:	Newpark Drilling Fluids, LP
Street Address:	1311 Broadfield Blvd.
City:	Houston
State/Country:	TEXAS
Postal Code:	77084
Entity Type:	LIMITED PARTNERSHIP: TEXAS

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Registration Number:	2551629	TORNADO DRYER
Registration Number:	2533378	TORNADO DRYER
Registration Number:	2309763	CYBERDRILL
Registration Number:	2419537	NEW 100 N
Registration Number:	2559140	DEEP DRILL
Registration Number:	2421755	DEEPDRILL
Registration Number:	2594534	CYBERDRILL
Registration Number:	2649746	MM
Registration Number:	2978391	NEWEASE

**CORRESPONDENCE DATA**

Fax Number: (310)887-6891

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

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Phone: 310-281-6385  
Email: acyrlin@ecjlaw.com  
Correspondent Name: Alan Cyrlin  
Address Line 1: 9401 Wilshire Blvd., 9th Floor  
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ATTORNEY DOCKET NUMBER:	NEWPARKDRILL. FILE MERGER
NAME OF SUBMITTER:	Alan I. Cyrlin
Signature:	/aic/
Date:	10/10/2006

Total Attachments: 4  
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## CERTIFICATE OF MERGER

OF

NEWPARK DRILLING FLUIDS, LLC  
(a Texas limited liability company)

**FILED**  
In the Office of the  
Secretary of State of Texas

JUN 05 2006

Corporations Section

WITH AND INTO

NEWPARK NEWCO, LP  
(a Texas limited partnership)

Pursuant to the provisions of Section 10.151 of the Texas Business Organizations Code (the "Code"), Newpark Drilling Fluids, LLC, a Texas limited liability company ("New Park Drilling"), and Newpark Newco, LP, a Texas limited partnership ("Newco"), acting through their duly authorized manager and general partner, respectively, hereby adopt the following Certificate of Merger:

1. The name, state of organization and type of entity of each of the constituent entities (collectively, the "Constituent Entities") to which this Certificate of Merger relates are as follows:

<u>Name</u>	<u>State of Organization and Type of Entity</u>
Newpark Drilling Fluids, LLC	Texas limited liability company
Newpark Newco, LP	Texas limited partnership

2. The principal place of business of each of the constituent entities is 1311 Broadfield Blvd., Suite 600, Houston, TX 77084.

3. A Plan of Merger providing for the merger of Newpark Drilling with and into Newco (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein by reference. Pursuant to the Plan of Merger, the separate existence of Newpark Drilling shall cease, and Newco will survive the merger and continue in existence as the surviving entity (the "Surviving Entity").

4. An executed copy of the Plan of Merger is on file at the principal place of business of the Surviving Entity. A copy of the Plan of Merger will be furnished upon written request without cost by the Surviving Entity to any member of Newpark Drilling.

5. The Plan of Merger has been approved as required by the Code by each of the Constituent Entities and as required by their respective governing documents.

6. This Certificate of Merger shall be effective when accepted and filed by the Secretary of State of the State of Texas.

7. The Surviving Entity will remain liable for all unpaid franchise taxes payable by Newpark Drilling.

8. The Certificate of Formation of Newco shall be the Certificate of Formation of the Surviving Entity, except that immediately following the effectiveness of the merger, paragraph (1) of the Certificate of Formation of the Surviving Entity shall be amended and restated in its entirety to read as follows:

"1. The name of the Partnership is:

**Newpark Drilling Fluids, LP"**

*[Signatures appear on the following page.]*

This Certificate of Merger is hereby executed by the parties hereto, on this 31<sup>st</sup> day of May, 2006.

**NEWPARK DRILLING FLUIDS, LLC**

By: *Eric Winkert*  
Name: ERIC WINKERT  
Title: VICE PRESIDENT

**NEWPARK NEWCO, LP**

By: Newpark Holdings, Inc.,  
its general partner

By: *Eric Winkert*  
Name: ERIC WINKERT  
Title: VICE PRESIDENT

**Exhibit A to Certificate of Merger**

**Plan of Merger  
of  
Newpark Drilling Fluids, LLC  
with and into  
Newpark Newco, LP**

1. The parties to the merger shall be:  
  
Newpark Drilling Fluids, LLC, a Texas limited liability company ("Newpark Drilling"); and  
  
Newpark Newco, LP, a Texas limited partnership ("Newco").
2. Upon effectiveness of the merger, the separate existence of Newpark Drilling shall cease, and Newco will survive the merger and continue in existence as the surviving entity (the "Surviving Entity").
3. Upon consummation of the merger, all issued and outstanding membership interests of Newpark Drilling shall automatically be cancelled, and the holders thereof shall not be entitled to receive any consideration with respect thereto.
4. The Certificate of Formation of Newco shall be the Certificate of Formation of the Surviving Entity, except that immediately following the effectiveness of the merger, paragraph 1 of the Certificate of Formation of the Surviving Entity shall be amended and restated in its entirety to read as follows:

- "1. The name of the Partnership is:  
  
Newpark Drilling Fluids, LP"