

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VARCO PRUDEN TECHNOLOGIES, INC.		08/31/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	VP CONSOLIDATED HOLDINGS, INC.
Street Address:	3200 Players Club Circle
City:	Memphis
State/Country:	TENNESSEE
Postal Code:	38125
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3153650	ENGINEERED SOLUTIONS IN METAL
Registration Number:	3153649	SOLUTIONS IN METAL ROOFING

CORRESPONDENCE DATA

Fax Number: (713)223-4873
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 713-224-8080
 Email: mail@egbertlawoffices.com
 Correspondent Name: John S. Egbert
 Address Line 1: 412 Main St., 7th Floor
 Address Line 4: Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER:	/1818-48/49/
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NAME OF SUBMITTER:	John S. Egbert
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OP \$65.00 3153650

Signature:

/1818-48/

Date:

01/25/2008

Total Attachments: 2

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Delaware

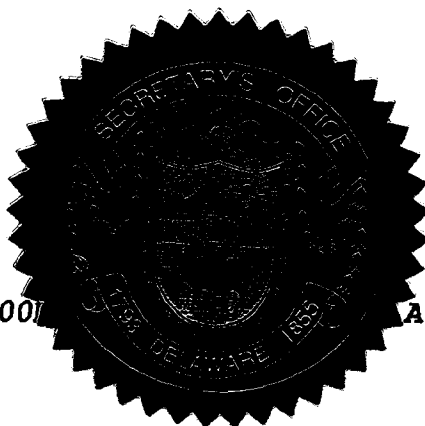
PAGE 1

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:

"VARCO PRUDEN TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "VP CONSOLIDATED HOLDINGS, INC." UNDER THE NAME OF "VP CONSOLIDATED HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF AUGUST, A.D. 2006, AT 12:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF AUGUST, A.D. 2006.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3435132 8100

AUTHENTICATION: 5733918

070474059

DATE: 06-06-07

TRADEMARK

REEL: 003704 FRAME: 0319

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:51 PM 08/29/2006
FILED 12:50 PM 08/29/2006
SRV 060803539 - 3435132 FILE

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, VP Consolidated Holdings, Inc. executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is VP Consolidated Holdings, Inc., and the name of the corporation being merged into this surviving corporation is Varco Pruden Technologies, Inc.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving VP Consolidated Holdings, Inc., a Delaware corporation.

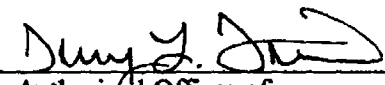
FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on August 31, 2006.

SIXTH: The Agreement of Merger is on file at 3200 Players Club Circle, Memphis, Tennessee 38125, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 23rd day of August, A.D., 2006.

By: 
Authorized Officer of
VP Consolidated Holdings, Inc.

Name: Terry L. Fish

Title: CFO