

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Phoenix Energy Services, Inc.		12/29/1995	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Phoenix Energy Products, Inc.		
<b>Street Address:</b>	12000 West Little York Road, Box 2108		
<b>City:</b>	Houston		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	77252		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1540144	WALKER MCDONALD WM BITS	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(214)999-3623		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	214-999-4487		
Email:	jfulmer@gardere.com		
Correspondent Name:	Gardere Wynne Sewell LLP/Jason R. Fulmer		
Address Line 1:	1601 Elm Street, Suite 3000		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	368614-3294		
NAME OF SUBMITTER:	Jason R. Fulmer		
Signature:	/Jason R. Fulmer/		
Date:	05/03/2010		

OP \$40.00 1540144

**Total Attachments: 8**

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**CERTIFICATE OF OWNERSHIP AND MERGER,**

merging

**HARRISBURG/WOOLLEY, INC.,**  
a Delaware corporation,

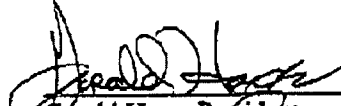
with and into its sole shareholder,


**PHOENIX ENERGY SERVICES, INC.,**  
a Delaware corporation

The undersigned, being the President and Secretary of Phoenix Energy Services, Inc., do hereby certify, swear and affirm the following with respect to the merger (the "Merger") of Harrisburg/Woolley, Inc., a Delaware corporation ("Harrisburg"), with and into its sole shareholder, Phoenix Energy Services, Inc., a Delaware corporation ("Phoenix"):

1. Attached hereto as Exhibit A is a true and correct copy of the resolutions of the Board of Directors of Phoenix approving and the Merger, adopted as of December 29, 1995.
2. The Effective Date of the Merger shall be December 31, 1995.
3. Phoenix shall be the surviving corporation, and the Certificate of Incorporation and Bylaws of Phoenix shall be the Certificate of Incorporation and Bylaws of the surviving corporation.
4. The name of Phoenix shall be changed to "Phoenix Energy Products, Inc." on the Effective Date.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of December 29, 1995.

  
\_\_\_\_\_  
Gerald Hage, President

ATTEST:  
  
\_\_\_\_\_  
Ronald Smith, Secretary

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**ACTION BY UNANIMOUS WRITTEN  
CONSENT OF THE BOARD OF DIRECTORS AND  
SHAREHOLDERS OF  
PHOENIX ENERGY SERVICES, INC.**

The undersigned, being all the members of the Board of Directors (the "Board"), and all of the shareholders ("Shareholders"), of Phoenix Energy Services, Inc. (the "Company"), and desiring to take action in lieu of a meeting pursuant to Sections 141(f) and 228 of the Delaware General Corporation Law ("DGCL"), hereby approve, ratify and agree to the following:

WHEREAS, the Organizational Consent of the Company, dated October 26, 1994, erroneously set forth the amount of shares of Common Stock to be issued to the Shareholders, the Company issued stock certificates to the Shareholders representing the number of shares set forth in the Organizational Consent, the Company and Shareholders desire that the Company issue replacement stock certificates to the Shareholders to reflect the correct share ownership; and

WHEREAS, the Shareholders and the Board have determined it in the best interests of the Company that the Company and its various subsidiaries enter into a reorganization (the "Reorganization") whereby (i) the Company shall become the wholly owned subsidiary of Phoenix Energy Services, L.L.C., a Delaware limited liability company; (ii) the Company shall then be merged with its wholly owned subsidiary, Harrisburg/Woolley, Inc., and the surviving corporation shall be Phoenix Energy Products, Inc. (formerly known as Phoenix Energy Services, Inc.); (iii) SlimDril International, Inc. and Phoenix Energy Acquisition Corporation II, each a wholly owned subsidiary of the Company, shall merge, and the surviving corporation shall be Phoenix Drilling Services, Inc. (formerly known as Phoenix Energy Acquisition Corporation II), and (iv) Phoenix Energy Products, Inc. shall declare a dividend on its common stock in the form of all the outstanding stock of Phoenix Energy Services Inc., S.A., Phoenix Energy Services, Ltd., and Phoenix Drilling Services, Inc.; be it

**I. Share Reissuance**

RESOLVED, that the Company cancel the existing certificates held by the Shareholders other than Gerald Hage, and issue in their place certificates representing the actual and intended ownership of the common stock of the Company, par value \$.01 per share (the "Replacement Certificates"), in the following denominations:

Shareholder	Shares
First Reserve Fund V, Limited Partnership	198
First Reserve Fund V-2, Limited Partnership	198
First Reserve Fund VI, Limited Partnership	4,554

The Shareholders other than Gerald Hage hereby consent to the issuance of the Replacement Certificates and disclaim any beneficial ownership in any shares held prior to the date hereof, except as set forth in the table above.

## II. Upstream and Sister Company Mergers

RESOLVED, that Harrisburg/Woolley, Inc., a Delaware corporation and the wholly owned subsidiary of the Company, merge with and into the Company pursuant to § 253 of the DGCL (the "Upstream Merger");

FURTHER RESOLVED, that the Company be the surviving corporation in the Upstream Merger, and that the Certificate of Incorporation, Bylaws, officers and directors of the Company continue to be the Certificate of Incorporation, Bylaws, officers and directors of the surviving corporation in the Upstream Merger;

FURTHER RESOLVED, that the name of the surviving corporation in the Upstream Merger be "Phoenix Energy Products, Inc."

FURTHER RESOLVED, that the Company cause SlimDril International, Inc., a Texas corporation and its wholly owned subsidiary, to merge with and into Phoenix Energy Acquisition Corporation II, a Delaware corporation, and wholly owned subsidiary of the Company (the "Sister Company Merger", and together with the Upstream Merger, the "Mergers");

FURTHER RESOLVED, that Phoenix Energy Acquisition Corporation II shall be the surviving corporation in the Sister Company Merger, and shall continue to be governed by the laws of Delaware;

FURTHER RESOLVED, that the name of the surviving corporation in the Sister Company Merger shall be "Phoenix Drilling Services, Inc."

FURTHER RESOLVED, that the officers of the Company are, and each of them hereby is authorized, empowered and directed to take all actions necessary or advisable and in the best interests of the Company to consummate the Mergers, including the execution of such agreements, certificates or instruments with respect to the same;

### III. Reorganization and Dividend of Subsidiary Stock

RESOLVED, that as a result of the Reorganization, the corporate structure of the Company and its various subsidiaries shall be as set forth in the organizational chart attached hereto as Exhibit A;

FURTHER RESOLVED, that effective upon the formation of Phoenix Energy Services, L.L.C., the Company shall declare a dividend with respect to its common stock consisting of all the outstanding common stock of the following subsidiaries of the Company: Phoenix Energy Services Inc., S.A., Phoenix Energy Services, Ltd., and Phoenix Drilling Services, Inc.

### IV. Bylaws, Officers and Directors

RESOLVED, that the Bylaws of the Company shall be repealed in their entirety and replaced by the Bylaws attached hereto as Exhibit B;

FURTHER RESOLVED, that following individuals be appointed to the offices set forth opposite their names below, to serve in such capacity until their successors are duly appointed and qualified:

Chief Executive Officer	Gerald Hage
President	Ronald Smith
Secretary	Ronald Smith
Assistant Secretary	Russell Romero
Treasurer	Ronald Smith

FURTHER RESOLVED, the number of directors of the Company shall be one (1), and the director shall be Gerald Hage;

FURTHER RESOLVED, the current directors of the Company shall and hereby resign (it being understood that such directors will become managers of Phoenix Energy Services, L.L.C.);

**V. General**

FURTHER RESOLVED, that the officers of the Company are, and each of the hereby is authorized to all things and take any action necessary or advisable and in the best interests of the Company to carry out the above resolutions, and to execute such agreements, certificates or instruments as may be necessary or advisable with respect to the same;

FURTHER RESOLVED, that all actions heretofore taken by any officer of the Company in connection with any of the foregoing are hereby approved, ratified and confirmed in all respects.

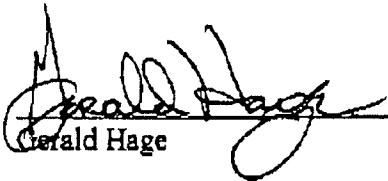
**[INTENTIONALLY BLANK]**

IN WITNESS WHEREOF, the undersigned have caused this consent to be executed this 27<sup>th</sup> day of December, 1995.

**BOARD**

\_\_\_\_\_  
William E. Macaulay

\_\_\_\_\_  
David H. Kennedy

  
Gerald Hage

**SHAREHOLDERS**

First Reserve Fund V, Limited Partnership,  
a Delaware limited partnership,

By: First Reserve Corporation,  
managing partner

By: \_\_\_\_\_  
David H. Kennedy,  
managing director

First Reserve Fund V-2, Limited  
Partnership, a Delaware limited partnership,

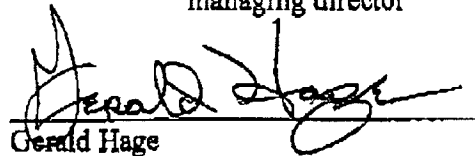
By: First Reserve Corporation,  
managing partner

By: \_\_\_\_\_  
David H. Kennedy,  
managing director

First Reserve Fund VI, Limited Partnership,  
a Delaware limited partnership,

By: First Reserve Corporation,  
managing partner

By: \_\_\_\_\_  
David H. Kennedy,  
managing director

  
Gerald Hage

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IN WITNESS WHEREOF, the undersigned have caused this consent to be executed this 21<sup>st</sup> day of December, 1995.

**BOARD**

  
William E. Macaulay

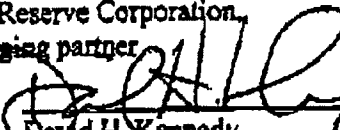
  
David H. Kennedy

\_\_\_\_\_  
Gerald Hage

**SHAREHOLDERS**

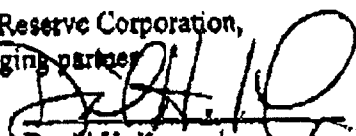
First Reserve Fund V, Limited Partnership,  
a Delaware limited partnership,

By: First Reserve Corporation,  
managing partner

By:   
David H. Kennedy,  
managing director

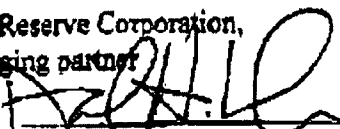
First Reserve Fund V-2, Limited  
Partnership, a Delaware limited partnership,

By: First Reserve Corporation,  
managing partner

By:   
David H. Kennedy,  
managing director

First Reserve Fund VI, Limited Partnership,  
a Delaware limited partnership,

By: First Reserve Corporation,  
managing partner

By:   
David H. Kennedy,  
managing director

\_\_\_\_\_  
Gerald Hage

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