

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Merger and Certificate of Incorporation of Registrant Changing State of Incorporation from California to Delaware

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Western Oilfields Supply Company	FORMERLY California	04/25/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Western Oilfields Supply Company
Street Address:	3404 State Road
City:	BAKERSFIELD
State/Country:	CALIFORNIA
Postal Code:	93308
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	0895703	RAIN FOR RENT
Registration Number:	0886177	RAIN FOR RENT
Registration Number:	1173899	LAKE
Registration Number:	1196651	LAKE
Registration Number:	1278390	THE IRRIGATION STORE
Registration Number:	1788707	EZ KLEEN
Registration Number:	2072516	POWER PRIME
Registration Number:	2927422	WORKSAFE

CORRESPONDENCE DATA

Fax Number: (213)896-2450
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 213-896-2510
 Email: PTdocketing@hklaw.com
 Correspondent Name: Richard E. Lyon, Jr.

OP \$215.00 0895703

900164247

**TRADEMARK
 REEL: 004221 FRAME: 0816**

Address Line 1: Holland & Knight LLP
Address Line 2: 633 West Fifth Street, 21st Floor
Address Line 4: LOS ANGELES, CALIFORNIA 90071-2040

ATTORNEY DOCKET NUMBER:	086886.00001
NAME OF SUBMITTER:	Richard E. Lyon, Jr.
Signature:	/Richard E. Lyon, Jr./
Date:	06/09/2010

Total Attachments: 11

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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "WESTERN OILFIELDS SUPPLY COMPANY" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF MARCH, A.D. 2007, AT 4:07 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "WOSCO, INC." TO "WESTERN OILFIELDS SUPPLY COMPANY", FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 2007, AT 2:31 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "WESTERN OILFIELDS SUPPLY COMPANY".

4327126 8100H

070700161



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5750953

DATE: 06-12-07

TRADEMARK
REEL: 004221 FRAME: 0818

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
WESTERN OILFIELDS SUPPLY COMPANY
(a California corporation)
INTO
WOSCO, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
WOSCO, Inc.	Delaware
Western Oilfields Supply Company	California

SECOND: An Agreement and Plan of Merger between the constituent corporation has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Wosco, Inc., a Delaware corporation, which will continue its existence as said surviving corporation under the name Western Oilfields Supply Company, a Delaware corporation, in accordance with the Amended Certificate of Incorporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be amended to read in its entirety as set forth in Exhibit A hereto.

FIFTH: The authorized stock and par value of the non-Delaware corporation is 70,000 shares of common stock with no par value.

SIXTH: The merger is to become effective on April 25, 2007.

SEVENTH: The Agreement and Plan of Merger is on file at 3404 State Road, Bakersfield, CA 93308, an office of the surviving corporation.

EIGHTH: A copy of the Agreement and Plan 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 25th day of April, 2007.

WOSCO, INC.

By: 

Authorized Officer

Name: Robert Lake

Title: Chief Financial Officer and Treasurer

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]

Exhibit A

Amended Certificate of Incorporation

100197733_2 (WOSCO Merger - DE Certificate of Merger) (4).DOC

TRADEMARK
REEL: 004221 FRAME: 0821

**AMENDED CERTIFICATE OF INCORPORATION
OF
WESTERN OILFIELDS SUPPLY COMPANY**

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation (the "Corporation") is:

WESTERN OILFIELDS SUPPLY COMPANY

**ARTICLE II
REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover 19904, County of Kent, and the name of its registered agent at that address is National Registered Agents, Inc.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The Corporation shall be authorized to issue one class of stock to be designated Common Stock. The total number of shares which the Corporation shall have authority to issue is seventy thousand (70,000), and each such share shall have a par value of \$0.01.

**ARTICLE V
PREEMPTIVE RIGHTS**

Each holder of any of the shares of the Common Stock of the Corporation shall be entitled to a preemptive right to purchase or subscribe for such holder's proportional part of any unissued shares of Common Stock to be issued by the Corporation whether such unissued stock shall be issued for cash, property or any other lawful consideration.

**ARTICLE VI
BOARD POWER REGARDING BYLAWS**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind the bylaws of the Corporation.

**ARTICLE VII
ELECTION AND NUMBER OF DIRECTORS**

Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide. The number of directors of the Corporation shall be as provided in the bylaws of the corporation, as from time to time amended.

**ARTICLE VIII
LIABILITY AND INDEMNIFICATION**

To the fullest extent permitted by the DGCL, as the same exists or may be hereafter amended (which shall apply to all references to the DGCL in this Article), a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify, in the manner and to the fullest extent permitted by the DGCL, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may indemnify, in the manner and to the fullest extent permitted by the DGCL, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Expenses incurred by any such director, officer, employee or agent in defending any such action, suit or proceeding may be advanced by the Corporation prior to the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified as authorized by the DGCL and this Article VIII. The Corporation may, to the fullest extent permitted by the DGCL, purchase and maintain insurance on behalf of any such director, officer, employee or agent against any liability which may be asserted against such person. To the fullest extent permitted by the DGCL, the indemnification provided herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement and, in the manner provided by the DGCL, any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided

herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the fullest extent permitted by the DGCL, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

No repeal or modification of the foregoing paragraph shall adversely affect any right or protection of a director of the Corporation existing by virtue of the foregoing paragraph at the time of such repeal or modification.

ARTICLE IX CORPORATE POWER

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X CUMULATIVE VOTING

All rights to vote and all voting power shall be exclusively vested in the Common Stock and each holder thereof shall be entitled at all elections of directors to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) such holder would be entitled to in the case for the election of directors with respect to the holder's shares of stock multiplied by the number of directors to be elected, and such holder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as the holder may see fit, and to one vote for each share upon all other matters.

**CERTIFICATE OF INCORPORATION
OF
WOSCO, INC.**

**ARTICLE I
NAME OF CORPORATION**

The name of the Corporation (the "Corporation") is:

WOSCO, INC.

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Each holder of any of the shares of the common stock of the Corporation shall be entitled to a preemptive right to purchase or subscribe for such holder's proportional part of any unissued shares of common stock to be issued by the Corporation whether such unissued stock shall be issued for cash, property or any other lawful consideration.

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herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the fullest extent permitted by the DGCL, nor shall it be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under any agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

No repeal or modification of the foregoing paragraph shall adversely affect any right or protection of a director of the Corporation existing by virtue of the foregoing paragraph at the time of such repeal or modification.

ARTICLE IX CORPORATE POWER

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE X INCORPORATOR

The name and mailing address of the incorporator of the Corporation is:

Robert Lake

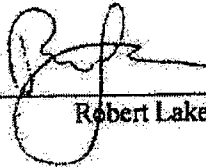
c/o Western Oilfields Supply Company

3404 State Road

Bakersfield, CA 93308

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, does make and file this Certificate of Incorporation.

Dated: March 30, 2007



Robert Lake, Incorporator