

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from Delaware LP to Delaware corporation and change of name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ACCESS OIL TOOLS, LP		12/31/2008	LIMITED PARTNERSHIP: DELAWARE
RECEIVING PARTY DATA			
Name:	FORUM DRILLING PRODUCTS, INC.		
Street Address:	8807 W. Sam Houston Parkway North		
Internal Address:	Suite 200		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77040		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3000689	ACCESS BACKSAVER	
CORRESPONDENCE DATA			
Fax Number:	(713)623-4846		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	713-623-4844		
Email:	PSDocketing@pattersonsheridan.com		
Correspondent Name:	PATTERSON & SHERIDAN, L.L.P.		
Address Line 1:	3040 Post Oak Boulevard		
Address Line 2:	Suite 1500		
Address Line 4:	Houston, TEXAS 77056-6582		
ATTORNEY DOCKET NUMBER:	FETI/T004US 049118		
NAME OF SUBMITTER:	Kay Haggard, Paralegal		
Signature:	/Kay Haggard/		

OP \$40.00 3000689

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Date:

04/28/2011

Total Attachments: 8

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED PARTNERSHIP UNDER THE NAME OF "ACCESS OIL TOOLS, LP" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ACCESS OIL TOOLS, LP" TO "FORUM DRILLING PRODUCTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2008, AT 2:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3980069 8100V

081233285



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7051820

DATE: 12-30-08

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 004530 FRAME: 0391

Delaware

PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "FORUM DRILLING PRODUCTS, INC." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2008, AT 2:57 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3980069 8100V

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Harriet Smith Windsor

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CERTIFICATE OF CONVERSION

OF

**ACCESS OIL TOOLS, LP
(A Delaware Limited Partnership)**

Pursuant to the provisions of Section 265, Subsection IX of the Delaware General Corporation Law (the "DGCL"), the undersigned general partner of Access Oil Tools, LP ("AOT"), hereby certifies to and authorizes the filing with the Secretary of State of Delaware, the following Certificate of Conversion:

ARTICLE ONE

The name of the converting entity is Access Oil Tools, LP, a Delaware limited partnership formed in Delaware on June 3, 2005. The name of the corporation into which the above referenced entity is converting is Forum Drilling Products, Inc., a Delaware corporation.

ARTICLE TWO

This Certificate of Conversion shall be effective on December 31, 2008 (the "Effective Date") immediately after filing of the Articles of Incorporation for Forum Drilling Products, Inc. which are being filed concurrently herewith.

ARTICLE THREE

The Articles of Incorporation of Forum Drilling Products, Inc. will be filed with the Secretary of State of the State of Delaware on or before the Effective Date.

IN WITNESS WHEREOF, the undersigned general partner of AOT has caused this Certificate of Conversion to be executed on the 22nd day of December, 2008.

ACCESS OIL TOOLS, LP

By: NuWave Energy GP LLC, its General Partner

By /s/James W. Harris
James W. Harris, Vice President

CERTIFICATE OF INCORPORATION

OF

FORUM DRILLING PRODUCTS, INC.

ARTICLE I

The name of the corporation is Forum Drilling Products, Inc.

ARTICLE II

The address of the initial registered office of the corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, New Castle County, Wilmington, DE 19801. The name of the initial registered agent of the corporation at such address is The Corporation Trust Company.

ARTICLE III

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is 10,000 shares of common stock of the par value of \$.01 per share.

ARTICLE V

The Board of Directors of the corporation is expressly authorized and empowered to make, alter or repeal Bylaws, subject to the power of the stockholders to alter or repeal the Bylaws made by the Board of Directors.

ARTICLE VI

(a) Elimination of Certain Liability of Directors. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of duty as a director. Without limiting the foregoing in any respect, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General

Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(b) Indemnification and Insurance.

(i) Right to Indemnification. (A) Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, is or was a director or officer of the corporation, or serves at the request of the corporation, in any capacity, any corporation, partnership or other entity in which the corporation has a partnership or other interest, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators, and (B) the corporation shall indemnify and hold harmless in such manner any person designated by the Board of Directors, or any committee thereof, as a person subject to this indemnification provision, and who was or is made a party or is threatened to be made a party to a proceeding by reason of the fact that he, she or a person of whom he or she is the legal representative, is or was serving at the request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation or a partnership, joint venture, trust or other enterprise whether such request is made before or after the acts taken or allegedly taken or events occurring or allegedly occurring which give rise to such proceeding; *provided, however,* that except as provided in subsection (b)(ii) of this Section, the corporation shall indemnify any such person seeking indemnification pursuant to this subsection in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred herein shall be a contract right based upon an offer from the corporation which shall be deemed to have been made to a person subject to subsection (b)(i)(A) on the date hereof and to a person subject to subsection (b)(i)(B) on the date designated by the Board of Directors, shall be deemed to be accepted by such person's service or continued service as a director or officer of the corporation for any period after the offer is made and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; *provided, however,* that if the

Delaware General Corporation Law requires, the payment of such expenses incurred by a director or officer in his or her capacity as the director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The corporation may, by action of its Board of Directors, provide indemnification to employees or agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(ii) Right of Claimant to Bring Suit. If a claim under Section (b)(i) of this Article is not paid in full by the corporation within thirty days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Delaware General Corporation Law for the corporation to indemnify the claimant for the amount claimed. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(iii) Nonexclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

(iv) Insurance. The corporation may maintain insurance, at its expense, to protect itself and any director officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(v) Severability. If any subsection of this Section (b) shall be deemed to be invalid or ineffective in any proceedings, the remaining subsections hereof shall not be affected and shall remain in full force and effect.

ARTICLE VII

The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their respective successor or successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Mailing Address</u>
Charles E. Jones	8807 W. Sam Houston Parkway North, Suite 200, Houston, Texas 77040
James W. Harris	8807 W. Sam Houston Parkway North, Suite 200, Houston, Texas 77040

ARTICLE VIII

Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the corporation or any of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or stockholders or class of stockholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the corporation, as the case may be, and also on the corporation.

ARTICLE IX

The name of the incorporator is Mark Hughes and his mailing address is Hughes Arrell Kinchen, LLP, 2211 Norfolk, Suite 1110, Houston, Texas 77098.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this Certificate, hereby declaring and certifying that this is his act and deed and that the facts herein

stated are true, and accordingly has hereunto set his hand as of the 22nd day of December, 2008. The document shall become effective as of the 31st day of December, 2008.

/s/ Mark Hughes
Mark Hughes