

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Westbay Instruments, Inc.		12/22/2008	CORPORATION: CANADA

**RECEIVING PARTY DATA**

<b>Name:</b>	Schlumberger Canada Limited
<b>Street Address:</b>	Eau Claire Place 1
<b>Internal Address:</b>	525-3rd Avenue SW-7th Floor
<b>City:</b>	Calgary, Alberta
<b>State/Country:</b>	CANADA
<b>Postal Code:</b>	T2P 034
<b>Entity Type:</b>	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2460342	MAGI
Registration Number:	1674026	MOSDAX
Registration Number:	1674838	MP SYSTEM
Registration Number:	2469971	WELL DESIGNER
Registration Number:	1645856	WESTBAY

**CORRESPONDENCE DATA**

Fax Number: (713)650-6458  
 Phone: 8323697852  
 Email: mboulware@boulwarevaloir.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Correspondent Name: Margaret A. Boulware  
 Address Line 1: Three Riverway  
 Address Line 2: Suite 950  
 Address Line 4: Houston, TEXAS 77056

**OP \$140.00 2460342**

ATTORNEY DOCKET NUMBER:

STC-WATER MARKS ASSIGNMEN

DOMESTIC REPRESENTATIVE

Name: Margaret A. Boulware  
Address Line 1: Three Riverway  
Address Line 2: Suite 950  
Address Line 4: Houston, TEXAS 77056

NAME OF SUBMITTER:

Margaret A. Boulware

Signature:

/Margaret A. Boulware/

Date:

10/14/2011

Total Attachments: 20

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**Ministère des**  
**Services gouvernementaux**

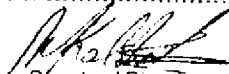
Ontario Corporation Number  
*Numéro de la société en Ontario*

**1787216**

**CERTIFICATE**  
 This is to certify that these articles  
 are effective on

**CERTIFICAT**  
 Ceci certifie que les présents statuts  
 entrent en vigueur le

**JANUARY 01 JANVIER, 2009**



Director / Directrice  
 Business Corporations Act / Loi sur les sociétés par actions

Form 4  
 Business  
 Corporations  
 Act

Formule 4  
 Loi sur les  
 sociétés par  
 actions

**ARTICLES OF AMALGAMATION**  
**STATUTS DE FUSION**

1. The name of the amalgamated corporation is: (Set out in BLOCK CAPITAL LETTERS)  
*Dénomination sociale de la société issue de la fusion: (Écrire en LETTRES MAJUSCULES SEULEMENT):*

S	C	H	L	U	M	B	E	R	G	E	R	C	A	N	A	D	A	L	I	M	I	T	E	D	/	S	C
H	L	U	M	B	E	R	G	E	R	C	A	N	A	D	A	L	I	M	I	T	E	E					

2. The address of the registered office is:  
*Adresse du siège social:*

**41st Floor, 1 First Canadian Place, 100 King Street West**

*Street & Number or R.R. Number & if Multi-Office Building give Room No. /  
 Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau*

**Toronto**

**ONTARIO**

**M 5 X 1 B 2**

*Name of Municipality or Post Office /  
 Nom de la municipalité ou du bureau de poste*

*Postal Code/Code postal*

3. Number of directors is: Fixed number  OR minimum and maximum  1  10  
*Nombre d'administrateurs: Nombre fixe OU minimum et maximum*

4. The director(s) is/are: / Administrateur(s):

<i>First name, middle names and surname Prénom, autres prénoms et nom de famille</i>	<i>Address for service, giving Street &amp; No. or R.R. No., Municipality, Province, Country and Postal Code Domicile élu, y compris la rue et le numéro ou le numéro de la R.R., le nom de la municipalité, la province, le pays et le code postal</i>	<i>Resident Canadian State 'Yes' or 'No' Résident canadien Oui/Non</i>
Derek Normore	525-3rd Avenue S.W., 7th Floor Calgary, Alberta T2P 0G4	Yes
John M. Langs	128 Old Orchard Grove Toronto, Ontario M5M 2E3	Yes
Shekhar Patel	525-3rd Avenue S.W., 7th Floor Calgary, Alberta T2P 0G4	No

5. Method of amalgamation, check A or B  
*Méthode choisie pour la fusion – Cocher A ou B :*

**A - Amalgamation Agreement / Convention de fusion :**



The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176 (4) of the *Business Corporations Act* on the date set out below.  
*Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

or  
ou

**B - Amalgamation of a holding corporation and one or more of its subsidiaries or amalgamation of subsidiaries / Fusion d'une société mère avec une ou plusieurs de ses filiales ou fusion de filiales :**



The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the *Business Corporations Act* on the date set out below.  
*Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.*

The articles of amalgamation in substance contain the provisions of the articles of incorporation of  
*Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de*

**SCHLUMBERGER CANADA LIMITED/SCHLUMBERGER CANADA LIMITEE**

and are more particularly set out in these articles.  
*et sont énoncés textuellement aux présents statuts.*

Names of amalgamating corporations <i>Dénomination sociale des sociétés qui fusionnent</i>	Ontario Corporation Number <i>Numéro de la société en Ontario</i>	Date of Adoption/Approval <i>Date d'adoption ou d'approbation</i>		
		Year <i>année</i>	Month <i>mois</i>	Day <i>jour</i>
GEOSYSTEM CANADA INC.	1349893	2008	12	22
SCHLUMBERGER CANADA LIMITED/ SCHLUMBERGER CANADA LIMITEE	1058887	2008	12	22
WATERLOO HYDROGEOLOGIC INC.	1054590	2008	12	22
WESTBAY INSTRUMENTS INC.	1732723	2008	12	22

6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise.  
*Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société.*

None.

7. The classes and any maximum number of shares that the corporation is authorized to issue:  
*Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :*

The Corporation is authorized to issue an unlimited number of Class A shares and an unlimited number of Class B shares.

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series.

*Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :*

Subject to the requirements of the Business Corporations Act as now enacted or as the same may from time to time be amended, re-enacted or replaced (the "Act"), the rights, privileges, restrictions and conditions attaching to the Class A shares and to the Class B shares of the Corporation are as follows:

#### 1. Dividends

(a) The holders of the Class A shares, in priority to the Class B shares and all other shares ranking junior to the Class A shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, non-cumulative cash dividends at the rate of \$60.00 per share, per annum. Cheques of the Corporation payable at par at any branch of the Corporation's bankers in Canada shall be issued in respect of such dividends and payment thereof shall satisfy such dividends. The board of directors shall be entitled from time to time to declare part of the said dividends for any financial year notwithstanding that such dividends for such financial year shall not be declared in full. If within four months after the expiration of any financial year of the Corporation the board of directors in its discretion shall not have declared the said dividends or any part thereof on the Class A shares for such financial year, then the rights of the holders of the Class A shares to such dividends or to any undeclared part thereof for such financial year shall be forever extinguished. The holders of the Class A shares shall not be entitled to any dividends other than or in excess of the dividends hereinbefore provided for;

(b) Except with the consent in writing of the holders of all of the Class A shares outstanding, no dividend shall at any time be declared and paid on or declared and set apart for payment on the Class B shares or on any other shares of the Corporation ranking junior to the Class A shares for any financial year unless the non-cumulative cash dividends on the Class A shares then issued and outstanding in respect of such financial year shall have been declared and paid or set apart for payment at the date of such declaration and payment or setting apart of dividends on the Class B shares or on any other shares ranking junior to the Class A shares; and

(c) Subject to the prior rights of the holders of the Class A shares as set forth in sub-clauses (a) and (b) above and not otherwise, the board of directors may declare and cause to be paid dividends to the holders of the Class B shares from any assets at the time properly applicable to the payment of dividends.

## 2. Liquidation, Dissolution or Winding-Up

In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among shareholders for the purpose of winding-up its affairs:

(a) the holders of the Class A shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all the Class A shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any Class B shares or shares of any other class ranking junior to the Class A shares. After payment to the holders of the Class A shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation; and

(b) the holders of the Class B shares shall be entitled to receive the remaining assets of the Corporation.

## 3. Redemption

(a) The Corporation may, subject to the requirements of the Act, upon giving notice as hereinafter provided, redeem at any time the whole, or from time to time any part, of the then outstanding Class A shares on payment of a redemption price of \$1,000.00 per share plus all declared and unpaid non-cumulative cash dividends thereon, the whole constituting and being herein referred to as the "Redemption Amount"; and

(b) In the case of redemption of Class A shares under the provisions of sub-clause 3(a) hereof, the Corporation shall, unless waived in writing by the holders of all of the Class A shares to be redeemed, at least 5 days before the date specified for redemption deliver or mail to each person who at the date of mailing is a registered holder of Class A shares to be redeemed a notice in writing of the intention of the Corporation to redeem such Class A shares. Such notice shall be delivered or mailed by letter, postage prepaid, addressed to each such shareholder at his address as it appears on the records of the Corporation or in the event of the address of any such shareholder not so appearing then to the last known address of such shareholder or if delivered, delivered to each such shareholder at such address; provided, however, that accidental failure to give any such notice to one or more of such shareholders shall not affect the validity of such redemption. Such notice shall set out Redemption Amount and the date on which redemption is to take place and if part only of the shares held by the person to whom it is addressed is to be redeemed the number thereof to be so redeemed; provided, however, that if a part only of the Class A shares for the time being outstanding is to be redeemed, the shares so to be redeemed shall be selected by lot in such manner as the directors in their discretion shall decide or if the directors so determine may be redeemed pro rata (disregarding fractions) unless otherwise agreed in writing by the holders of all of the Class A shares. On or after the date so specified for redemption, the Corporation shall pay or cause to be paid to or to the order of the registered holders of the Class A shares to be redeemed the Redemption Amount thereof on presentation and surrender at the registered office of the Corporation or any other place designated in such notice of the certificates representing the Class A shares called for redemption. Such payment shall be made by cheque payable at par at any branch of the Corporation's bankers in Canada. If

less than all of the Class A shares represented by any certificate are redeemed the holder shall be entitled to receive a new certificate for that number of Class A shares represented by the original certificate which are not redeemed. From and after the date specified for redemption in any such notice the holders of the Class A shares called for redemption shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of shareholders in respect thereof unless payment of the Redemption Amount shall not be made upon presentation of certificates in accordance with the foregoing provisions, in which case the rights of shareholders shall remain unaffected. The Corporation shall have the right at any time after the mailing of notice of its intention to redeem any Class A shares to deposit the Redemption Amount of the shares so called for redemption or of such of the said shares represented by certificates as have not at the date of such deposit been surrendered by the holders thereof in connection with such redemption to a special account in any chartered bank or in any trust company in Canada, named in such notice, to be paid without interest to or to the order of the respective holders of such Class A shares called for redemption upon presentation and surrender to such bank or trust company of the certificates representing the same. Upon such deposit being made or upon the date specified for redemption in such notice, whichever is the later, the Class A shares in respect whereof such deposit shall have been made shall be redeemed and the rights of the holders thereof after such deposit or such redemption date, as the case may be, shall be limited to receiving without interest their proportionate part of the total Redemption Amount so deposited against presentation and surrender of the said certificates held by them respectively and any interest on the amount so deposited shall be for the account of the Corporation. If any part of the total Redemption Amount so deposited has not been paid to or to the order of the respective holders of the Class A shares which were called for redemption within two years after the date upon which such deposit was made or the date specified for redemption in the said notice, whichever is the later, such balance remaining in the said special account shall be returned to the Corporation without prejudice to the rights of the holders of the shares being redeemed to claim the Redemption Amount without interest from the Corporation.

#### 4. Retraction

Any holder of Class A shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Act, at any time or times all or any of the Class A shares registered in the name of such holder on the books of the Corporation by tendering to the Corporation at the registered office of the Corporation a share certificate or certificates representing the Class A shares which the registered holder desires to have the Corporation redeem together with a notice in writing specifying (i) that the registered holder desires to have the Class A shares represented by such certificate or certificates redeemed by the Corporation and (ii) the business day ("Retraction Date") on which the holder desires to have the Corporation redeem such Class A shares. The Retraction Date shall not be less than 30 days after the day on which the notice in writing is given to the Corporation without the consent of the Corporation. Upon receipt of a share certificate or certificates representing the Class A which the registered holder desires to have the Corporation redeem together with such notice, the Corporation shall on the Retraction Date redeem such Class A shares by paying to such registered holder the Redemption Amount for each such Class A shares being redeemed. Such payment shall be made by a cheque payable at par at any branch of the Corporation's bankers for the time being in Canada. If less than all of the Class A shares represented by any certificate are redeemed, the holder shall be entitled to receive a new certificate for that number of Class A shares represented



by the original certificate or certificates which are not redeemed. The said Class A shares shall be redeemed on the Retraction Date and from and after the Retraction Date the holder of such shares shall cease to be entitled to dividends and shall not be entitled to exercise any of the rights of holders of Class A shares in respect thereof unless payment of the Redemption Amount is not made on the Retraction Date, in which event the rights of the holder of the said Class A shares shall remain unaffected.

5. Voting Rights

(a) Except as otherwise provided by law, the holders of the Class A shares as such shall not be entitled to receive notice of or to attend any meeting of the shareholders of the Corporation, unless the meeting is called to consider any matter in respect of which the holders of the Class A shares would be entitled to vote separately as a class or for the purpose of authorizing the dissolution of the Corporation or the sale, lease or exchange of all or substantially all the property of the Corporation other than in the ordinary course of business of the Corporation under subsection 184(3) of the Act, in which case the holders of the Class A shares shall be entitled to receive notice of and to attend such meeting. The holders of the Class A shares as such shall not be entitled either to vote at any meeting of the shareholders of the Corporation or to sign a resolution in writing, except, subject as hereinafter provided, at a meeting called to consider, or a resolution in writing in respect of, any matter in respect of which the holders of the Class A shares would be entitled to vote separately as a class pursuant to the Act; and

(b) The holders of the Class B shares shall be entitled to receive notice of and to attend any meeting of the shareholders of the Corporation and shall be entitled to one vote in respect of each Class B share held at such meetings, except a meeting of holders of a particular class of shares other than the Class B shares who are entitled to vote separately as a class at such meeting.

9. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:  
*L'émission, le transfert ou la propriété d'actions est/n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :*

The right to transfer shares of the Corporation shall be restricted in that no shareholder shall be entitled to transfer any share or shares without either:

(a) the approval of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or

(b) the approval of the holders of at least a majority of the shares of the Corporation entitling the holders thereof to vote in all circumstances (other than a separate class vote of the holders of another class of shares of the Corporation) for the time being outstanding expressed by a resolution passed at a meeting of the holders of such shares or by an instrument or instruments in writing signed by the holders of a majority of such shares.

10. Other provisions, (if any):  
*Autres dispositions, s'il y a lieu :*

1. (a) The number of shareholders of the Corporation, exclusive of persons who are in the employment of the Corporation and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are joint registered owners of one or more shares being counted as one shareholder; and

(b) any invitation to the public to subscribe for securities of the Corporation is prohibited.

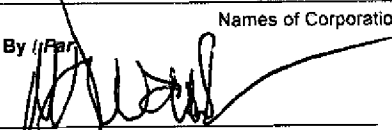
2. In addition to and without limiting such other powers which the Corporation may by law possess, the directors of the Corporation may, without authorization of the shareholders, by authentic deed, in particular but without limitation, for the purpose of securing any bonds, debentures or debenture stock which it is by law entitled to issue, hypothecate, mortgage, pledge, cede or transfer any property, moveable or immoveable, present or future which it may own.

11. The statements required by subsection 178(2) of the *Business Corporations Act* are attached as Schedule "A".  
*Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe A.*
12. A copy of the amalgamation agreement or directors' resolutions (as the case may be) is/are attached as Schedule "B".  
*Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe B.*

These articles are signed in duplicate.  
 Les présents statuts sont signés en double exemplaire.

Name and original signature of a director or authorized signing officer of each of the amalgamating corporations. Include the name of each corporation, the signatories name and description of office (e.g. president, secretary). Only a director or authorized signing officer can sign on behalf of the corporation. / Nom et signature originale d'un administrateur ou d'un signataire autorisé de chaque société qui fusionne. Indiquer la dénomination sociale de chaque société, le nom du signataire et sa fonction (p. ex. : président, secrétaire). Seul un administrateur ou un dirigeant habilité peut signer au nom de la société.

**GEOSYSTEM CANADA INC.**

Names of Corporations / Dénomination sociale des sociétés  
 By / Par  Michael Donald Watts President  
 Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

**SCHLUMBERGER CANADA LIMITED/  
 SCHLUMBERGER CANADA LIMITEE**

Names of Corporations / Dénomination sociale des sociétés  
 By / Par Derek Normore President  
 Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

**WATERLOO HYDROGEOLOGIC INC.**

Names of Corporations / Dénomination sociale des sociétés  
 By / Par Didier Largeau President  
 Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

**WESTBAY INSTRUMENTS INC.**

Names of Corporations / Dénomination sociale des sociétés  
 By / Par Bryan Robinson President  
 Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

Names of Corporations / Dénomination sociale des sociétés  
 By / Par  
 Signature / Signature Print name of signatory / Nom du signataire en lettres moulées Description of Office / Fonction

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**GEOSYSTEM CANADA INC.**


Names of Corporations / Dénomination sociale des sociétés

By / Par **Michael Donald Watts** **President**

Signature / Signature \_\_\_\_\_ Print name of signatory / Description of Office / Fonction  
 Nom du signataire en lettres mouées

**SCHLUMBERGER CANADA LIMITED/  
 SCHLUMBERGER CANADA LIMITEE**

Names of Corporations / Dénomination sociale des sociétés

By / Par  **Derek Normore** **President**

Signature / Signature \_\_\_\_\_ Print name of signatory / Description of Office / Fonction  
 Nom du signataire en lettres mouées

**WATERLOO HYDROGEOLOGIC INC.**

Names of Corporations / Dénomination sociale des sociétés

By / Par **Didier Largeau** **President**

Signature / Signature \_\_\_\_\_ Print name of signatory / Description of Office / Fonction  
 Nom du signataire en lettres mouées

**WESTBAY INSTRUMENTS INC.**

Names of Corporations / Dénomination sociale des sociétés

By / Par **Bryan Robinson** **President**

Signature / Signature \_\_\_\_\_ Print name of signatory / Description of Office / Fonction  
 Nom du signataire en lettres mouées

Names of Corporations / Dénomination sociale des sociétés

By / Par \_\_\_\_\_

Signature / Signature \_\_\_\_\_ Print name of signatory / Description of Office / Fonction  
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### GEOSYSTEM CANADA INC.

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<i>By / Par</i>	Michael Donald Watts	President
<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

### SCHLUMBERGER CANADA LIMITED/ SCHLUMBERGER CANADA LIMITEE

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<i>By / Par</i>	Derek Normore	President
<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

### WATERLOO HYDROGEOLOGIC INC.

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<i>By / Par</i>	Didier Largeau	President
 <i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

### WESTBAY INSTRUMENTS INC.

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<i>By / Par</i>	Bryan Robinson	President
<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<i>By / Par</i>		
<i>Signature / Signature</i>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

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### GEOSYSTEM CANADA INC.

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<b>By / Par</b>	<b>Michael Donald Watts</b>	<b>President</b>
<b>Signature / Signature</b>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

### SCHLUMBERGER CANADA LIMITED/ SCHLUMBERGER CANADA LIMITEE

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<b>By / Par</b>	<b>Derek Normore</b>	<b>President</b>
<b>Signature / Signature</b>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

### WATERLOO HYDROGEOLOGIC INC.

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<b>By / Par</b>	<b>Didier Largeau</b>	<b>President</b>
<b>Signature / Signature</b>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

### WESTBAY INSTRUMENTS INC.

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<b>By / Par</b>	<b>Bryan Robinson</b>	<b>President</b>
<b>Signature / Signature</b>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

<i>Names of Corporations / Dénomination sociale des sociétés</i>		
<b>By / Par</b>		
<b>Signature / Signature</b>	<i>Print name of signatory / Nom du signataire en lettres moulées</i>	<i>Description of Office / Fonction</i>

**Schedule A**

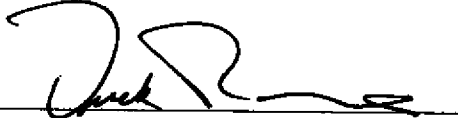
**IN THE MATTER OF THE BUSINESS CORPORATIONS ACT (ONTARIO)**

**AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF  
SCHLUMBERGER CANADA LIMITED ("SCL"),  
GEOSYSTEM CANADA INC. ("GEOSYSTEM"),  
WATERLOO HYDROGEOLOGIC INC. ("WATERLOO") AND  
WESTBAY INSTRUMENTS INC. ("WESTBAY")**

I, Derek Normore, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act"):

1. I am the President of SCL and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that SCL is and the amalgamated corporation resulting from the amalgamation of SCL, Geosystem, Waterloo and Westbay will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. No creditors have notified SCL that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. Since SCL has not received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED this 22<sup>nd</sup> day of December, 2008.

  
Derek Normore, President

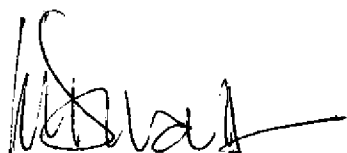
**IN THE MATTER OF THE BUSINESS CORPORATIONS ACT (ONTARIO)**

**AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF  
SCHLUMBERGER CANADA LIMITED ("SCL"),  
GEOSYSTEM CANADA INC. ("GEOSYSTEM"),  
WATERLOO HYDROGEOLOGIC INC. ("WATERLOO") AND  
WESTBAY INSTRUMENTS INC. ("WESTBAY")**

I, Michael Donald Watts, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act"):

1. I am the President of Geosystem and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that Geosystem is and the amalgamated corporation resulting from the amalgamation of SCL, Geosystem, Waterloo and Westbay will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. No creditors have notified Geosystem that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. Since Geosystem has not received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED this 22<sup>nd</sup> day of December, 2008.

  
\_\_\_\_\_  
Michael Donald Watts, President



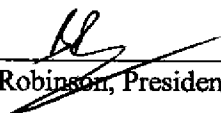
**IN THE MATTER OF THE BUSINESS CORPORATIONS ACT (ONTARIO)**

**AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF  
SCHLUMBERGER CANADA LIMITED ("SCL"),  
GEOSYSTEM CANADA INC. ("GEOSYSTEM"),  
WATERLOO HYDROGEOLOGIC INC. ("WATERLOO") AND  
WESTBAY INSTRUMENTS INC. ("WESTBAY")**

I, Bryan Robinson, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act"):

1. I am the President of Westbay and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that Westbay is and the amalgamated corporation resulting from the amalgamation of SCL, Geosystem, Westbay and Waterloo will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. No creditors have notified Westbay that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. Since Westbay has not received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED this 22<sup>nd</sup> day of December, 2008.

  
\_\_\_\_\_  
Bryan Robinson, President

**IN THE MATTER OF THE BUSINESS CORPORATIONS ACT (ONTARIO)**

**AND IN THE MATTER OF THE PROPOSED AMALGAMATION OF  
SCHLUMBERGER CANADA LIMITED ("SCL"),  
GEOSYSTEM CANADA INC. ("GEOSYSTEM"),  
WATERLOO HYDROGEOLOGIC INC. ("WATERLOO") AND  
WESTBAY INSTRUMENTS INC. ("WESTBAY")**

I, Didier Largeau, hereby make the following statement in support of the above-mentioned amalgamation pursuant to subsection 178(2) of the Business Corporations Act (Ontario) (the "Act"):

1. I am the President of Waterloo and as such have personal knowledge of the following matters;
2. There are reasonable grounds for believing that Waterloo is and the amalgamated corporation resulting from the amalgamation of SCL, Geosystem, Westbay and Waterloo will be able to pay their respective liabilities as they become due and that the realizable value of the said amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes;
3. There are reasonable grounds for believing that no creditor will be prejudiced by the amalgamation;
4. No creditors have notified Waterloo that they object to the amalgamation and accordingly clause (c) of subsection 178(2) of the Act has no application; and
5. Since Waterloo has not received any notices pursuant to clause (c) of subsection 178(2) of the Act, clause (d) of subsection 178(2) of the Act has no application in the present circumstances.

DATED this 22<sup>nd</sup> day of December, 2008.

  
\_\_\_\_\_  
Didier Largeau, President

**SCHLUMBERGER CANADA LIMITED**  
(the "Corporation")

**CERTIFIED COPY OF A  
RESOLUTION OF THE BOARD OF DIRECTORS**

**AMALGAMATION**

"WHEREAS the Corporation is the registered and beneficial owner of all of the issued and outstanding shares of each of Geosystem Canada Inc. ("Geosystem"), Waterloo Hydrogeologic Inc. ("Waterloo") and Westbay Instruments Inc. ("Westbay");

AND WHEREAS it is proposed that the Corporation, Geosystem, Waterloo and Westbay will amalgamate pursuant to subsection 177(1) of the Business Corporations Act (Ontario) (the "Act");

**NOW THEREFORE BE IT RESOLVED THAT:**

**Amalgamation**

1. the amalgamation of the Corporation, Geosystem, Waterloo and Westbay pursuant to subsection 177(1) of the Act is hereby approved;
2. all of the shares of each of Geosystem, Waterloo and Westbay shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
3. the articles of amalgamation shall be the same as the articles of the Corporation;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of the Corporation;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
6. any one officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the Act; and

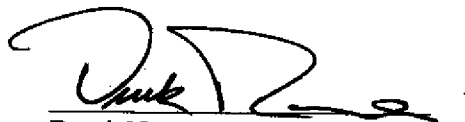
**General**

7. any one officer of the Corporation is hereby authorized and directed to execute all other documents on behalf of the Corporation and to do all other acts and things as may be necessary or advisable in connection with the foregoing."

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Certified to be a true copy of an extract of a resolution passed by the directors of SCHLUMBERGER CANADA LIMITED, which resolution is in full force and effect and unamended as of the date hereof.

DATED this 22<sup>nd</sup> day of December, 2008.

  
Derek Normore, President

**GEOSYSTEM CANADA INC.  
(the "Corporation")**

**CERTIFIED COPY OF A  
RESOLUTION OF THE BOARD OF DIRECTORS**

**AMALGAMATION**

“WHEREAS Schlumberger Canada Limited (“SCL”) is the registered and beneficial owner of all of the issued and outstanding shares of each of Waterloo Hydrogeologic Inc. (“Waterloo”), Westbay Instruments Inc. (“Westbay”) and the Corporation;

AND WHEREAS it is proposed that SCL, Waterloo, Westbay and the Corporation will amalgamate pursuant to subsection 177(1) of the Business Corporations Act (Ontario) (the “Act”);

**NOW THEREFORE BE IT RESOLVED THAT:**

**Amalgamation**

1. the amalgamation of SCL, Waterloo, Westbay and the Corporation pursuant to subsection 177(1) of the Act is hereby approved;
2. all of the shares of each of Waterloo, Westbay and the Corporation shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
3. the articles of amalgamation shall be the same as the articles of SCL;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of SCL;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
6. any one officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the Act; and

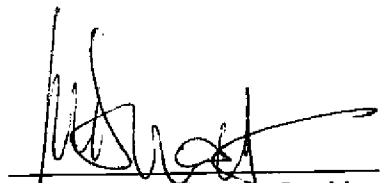
**General**

7. any one officer of the Corporation is hereby authorized and directed to execute all other documents on behalf of the Corporation and to do all other acts and things as may be necessary or advisable in connection with the foregoing.”

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Certified to be a true copy of an extract of a resolution passed by the directors of GEOSYSTEM CANADA INC., which resolution is in full force and effect and unamended as of the date hereof.

DATED this 22<sup>nd</sup> day of December, 2008.

  
\_\_\_\_\_  
Michael Donald Waits, President

**WESTBAY INSTRUMENTS INC.  
(the "Corporation")**

**CERTIFIED COPY OF A  
RESOLUTION OF THE BOARD OF DIRECTORS**

**AMALGAMATION**

“WHEREAS Schlumberger Canada Limited (“SCL”) is the registered and beneficial owner of all of the issued and outstanding shares of each of Geosystem Canada Inc. (“Geosystem”), Waterloo Hydrogeologic Inc. (“Waterloo”) and the Corporation;

AND WHEREAS it is proposed that SCL, Geosystem, Waterloo and the Corporation will amalgamate pursuant to subsection 177(1) of the Business Corporations Act (Ontario) (the "Act");

**NOW THEREFORE BE IT RESOLVED THAT:**

**Amalgamation**

1. the amalgamation of SCL, Geosystem, Waterloo and the Corporation pursuant to subsection 177(1) of the Act is hereby approved;
2. all of the shares of each of Geosystem, Waterloo and the Corporation shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
3. the articles of amalgamation shall be the same as the articles of SCL;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of SCL;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
6. any one officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the Act; and

**General**

7. any one officer of the Corporation is hereby authorized and directed to execute all other documents on behalf of the Corporation and to do all other acts and things as may be necessary or advisable in connection with the foregoing.”

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Certified to be a true copy of an extract of a resolution passed by the directors of WESTBAY INSTRUMENTS INC., which resolution is in full force and effect and unamended as of the date hereof.

DATED this 22nd day of December, 2008.

  
\_\_\_\_\_  
Bryan Robinson, President

**WATERLOO HYDROGEOLOGIC INC.**  
(the "Corporation")

**CERTIFIED COPY OF A  
RESOLUTION OF THE BOARD OF DIRECTORS**

**AMALGAMATION**

"WHEREAS Schlumberger Canada Limited ("SCL") is the registered and beneficial owner of all of the issued and outstanding shares of each of Geosystem Canada Inc. ("Geosystem"), Westbay Instruments Inc. ("Westbay") and the Corporation;

AND WHEREAS it is proposed that SCL, Geosystem, Westbay and the Corporation will amalgamate pursuant to subsection 177(1) of the Business Corporations Act (Ontario) (the "Act");

**NOW THEREFORE BE IT RESOLVED THAT:**

**Amalgamation**

1. the amalgamation of SCL, Geosystem, Westbay and the Corporation pursuant to subsection 177(1) of the Act is hereby approved;
2. all of the shares of each of Geosystem, Westbay and the Corporation shall be cancelled without any repayment of capital in respect thereof upon the articles of amalgamation hereinafter referred to becoming effective;
3. the articles of amalgamation shall be the same as the articles of SCL;
4. the by-laws of the amalgamated corporation shall be the same as the by-laws of SCL;
5. no securities shall be issued and no assets shall be distributed by the amalgamated corporation in connection with the amalgamation;
6. any one officer of the Corporation is hereby authorized and directed to execute articles of amalgamation on behalf of the Corporation and deliver same to the Director under the Act; and

**General**

7. any one officer of the Corporation is hereby authorized and directed to execute all other documents on behalf of the Corporation and to do all other acts and things as may be necessary or advisable in connection with the foregoing."

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Certified to be a true copy of an extract of a resolution passed by the directors of WATERLOO HYDROGEOLOGIC INC., which resolution is in full force and effect and unamended as of the date hereof.

DATED this 22<sup>nd</sup> day of December, 2008.

  
\_\_\_\_\_  
Didier Largeau, President