

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM352191

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lufkin Industries, Inc.		08/26/2013	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Lufkin Industries, LLC		
Street Address:	601 S Raguet Street		
City:	Lufkin		
State/Country:	TEXAS		
Postal Code:	75904-3951		
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Serial Number:	76492985	BY-PASS COOLING	
Serial Number:	73355353	CHURCHILL	
Serial Number:	77705345	ILS	
Serial Number:	77705370	ILS	
Serial Number:	85066827	LIFTMANAGER	
Serial Number:	74517277	LUFKIN	
Serial Number:	75737526	LUFKIN AUTOMATION	
Serial Number:	75737527	NABLA	
Serial Number:	85077500	REGEN	
Serial Number:	85077513	REGEN WELL MANAGER	
Serial Number:	76492984	SPRAY-BAR BLOCKER	
Serial Number:	77826537	THE ENERGY FLOWS THROUGH US	
Serial Number:	76492986	ULTRA-BEARING	
CORRESPONDENCE DATA			
Fax Number:	2033733827		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	203-373-3060		
Email:	trademark@corporate.ge.com		

CH \$340.00 76492985

Correspondent Name: Michael Maoz
Address Line 1: 3135 Easton Turnpike
Address Line 2: General Electric Company - CTO
Address Line 4: Fairfield, CONNECTICUT 06828

ATTORNEY DOCKET NUMBER: LUFKIN

NAME OF SUBMITTER: Michael Maoz

SIGNATURE: /Michael Maoz/

DATE SIGNED: 08/21/2015

Total Attachments: 9

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Office of the Secretary of State

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Lufkin Industries, LLC
Filing Number: 801840255

Certificate of Conversion

August 26, 2013

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 13, 2014.



NANDITA BERRY

Nandita Berry
Secretary of State

Form 632
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See instructions



Certificate of Conversion
of a
Corporation Converting
to a
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

AUG 26 2013
Corporations Section

Converting Entity Information

The name of the converting corporation is:

Lufkin Industries, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: March 4, 1902

The file number, if any, issued to the corporation by the secretary of state, is: 1121700

Plan of Conversion - Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Lufkin Industries, LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

RECEIVED
AUG 26 2013
Secretary of State

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
 - B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
 - C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:
- _____
- _____

Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.
- In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 8.26.2013

Victoria Lee
General Counsel

Signature and title of authorized person on behalf of the converting entity

**PLAN OF CONVERSION
OF
LUFKIN INDUSTRIES, INC.
(a Texas corporation)
INTO
LUFKIN INDUSTRIES, LLC
(a Texas limited liability company)**

August 26, 2013

Pursuant to the provisions of Section 10.101 and Section 10.103 of the Texas Business Organizations Code (the "TBOC"), Lufkin Industries, Inc., a Texas corporation (the "Corporation"), hereby adopts the following Plan of Conversion:

1. The name of the converting entity is "Lufkin Industries, Inc.", a Texas corporation, and the name of the converted entity is "Lufkin Industries, LLC", a Texas limited liability company (the "Company").
2. The Corporation is continuing its existence in the organizational form of a Texas limited liability company.
3. The Company is to be a limited liability company formed under the laws of the State of Texas.
4. The issued and outstanding common stock of the Corporation shall be converted into a 100% membership interest in the Company.
5. Attached hereto as Exhibit A is the Certificate of Formation of the Company.
6. The conversion shall become effective upon acceptance and filing of a Certificate of Conversion with the Secretary of State of the State of Texas.
7. The Company will be responsible for the payment of any required franchise taxes of the Corporation.
8. This Plan of Conversion has been approved as required by the TBOC and the governing documents of the Corporation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion as of the date first above written.

LUFKIN INDUSTRIES, INC.

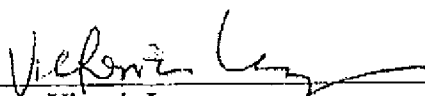
By: 
Name: Victoria Lazar
Title: General Counsel and Secretary

Exhibit A

Certificate of Formation of Lufkin Industries, LLC

See attached.

CERTIFICATE OF FORMATION
OF
LUFKIN INDUSTRIES, LLC

FILED
In the Office of the
Secretary of State of Texas
AUG 26 2013
Corporations Section

The undersigned, acting as the sole organizer of a limited liability company under the Texas Business Organizations Code (the "Code"), does hereby adopt the following Certificate of Formation for Lufkin Industries, LLC (the "Company"):

ARTICLE ONE

Entity Name and Type

The name of the Company is Lufkin Industries, LLC. The Company is being formed as a limited liability company.

ARTICLE TWO

Registered Agent and Registered Office

The street address of the initial registered office of the Company is 350 North St. Paul Street, Suite 2900, Dallas, Texas 75201, and the name of the initial registered agent of the Company at that address is CT Corporation System.

ARTICLE THREE

Member Managed

The Company will not have managers. The name and address of the sole member of the Company are as follows:

<u>Name</u>	<u>Address</u>
Red Oil & Gas Inc.	135 Easton Turnpike Fairfield, CT 06828

ARTICLE FOUR

Purpose

The purpose for which the company is formed is for the transaction of any and all lawful business for which a limited liability company may be organized under the TBOC.

ARTICLE FIVE

Plan of Conversion

The Company is being formed pursuant to a plan of conversion. The name of the converting entity is Lufkin Industries, Inc., with its principal place of business at 601 South Raguet, Lufkin, TX, 75904. The converting entity is a Texas corporation, formed on March 4, 1902.

[SIGNATURE PAGE FOLLOWS]

The undersigned signs this Certificate of Formation subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: August 26, 2013.


George Flemma

[SIGNATURE PAGE TO CERTIFICATE OF FORMATION]