

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Concho Equity Holdings LLC		12/18/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	COG Operating LLC
Street Address:	550 West Texas Avenue
Internal Address:	Suite 1300
City:	Midland
State/Country:	TEXAS
Postal Code:	79701
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	3264579	CONCHO
Registration Number:	3201595	CONCHO
Serial Number:	78837144	CONCHO
Serial Number:	78837175	CONCHO
Serial Number:	78837183	CONCHO
Serial Number:	78837219	CONCHO
Serial Number:	78837256	CONCHO
Serial Number:	78837156	CONCHO
Serial Number:	78837163	CONCHO
Serial Number:	78837191	CONCHO
Serial Number:	78838062	CONCHO RESOURCES

CH \$390.00 3264579

Serial Number:	78838029	CONCHO RESOURCES
Serial Number:	78837268	CONCHO RESOURCES
Serial Number:	78837274	CONCHO RESOURCES
Serial Number:	78837275	CONCHO RESOURCES

**CORRESPONDENCE DATA**

Fax Number: (214)969-1750

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: remy.davis@tklaw.com

Correspondent Name: Remy M. Davis

Address Line 1: 1722 Routh Street

Address Line 2: Suite 1500

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	501428.4
NAME OF SUBMITTER:	Remy M. Davis
Signature:	/Remy M. Davis/
Date:	01/16/2009

**Total Attachments: 4**

source=Merger CEH LLC into COG Operating LLC#page1.tif

source=Merger CEH LLC into COG Operating LLC#page2.tif

source=Merger CEH LLC into COG Operating LLC#page3.tif

source=Merger CEH LLC into COG Operating LLC#page4.tif

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONCHO EQUITY HOLDINGS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "COG OPERATING LLC" UNDER THE NAME OF "COG OPERATING LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF DECEMBER, A.D. 2008, AT 7:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2009, AT 10 O'CLOCK A.M.

3793530 8100M

081211883

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7044188

DATE: 12-23-08

TRADEMARK  
REEL: 003920 FRAME: 0836

**CERTIFICATE OF MERGER  
OF  
CONCHO EQUITY HOLDINGS LLC  
(a Delaware limited liability company)  
INTO  
COG OPERATING LLC  
(a Delaware limited liability company)**

In accordance with the provisions of 18-209 of the Delaware Limited Liability Company Act ("*DLLCA*"), the undersigned constituent entities submit the following Certificate of Merger adopted for filing and hereby certify that:

1. The name and jurisdiction of formation or organization of each of the limited liability companies which are to merge are:

<u>Name of Entity</u>	<u>Type of Entity</u>	<u>State of Organization or Formation</u>
Concho Equity Holdings LLC	Limited Liability Company	Delaware
COG Operating LLC	Limited Liability Company	Delaware

2. An Agreement and Plan of Merger (the "*Plan of Merger*") providing for the merger (the "*Merger*") of Concho Equity Holdings LLC, a Delaware limited liability company ("*CEH*"), with and into COG Operating LLC, a Delaware limited liability company ("*COG*"); together with CEH, the "*Entities*"), has been adopted, approved and executed in accordance with the provisions of 18-209 of the *DLLCA*.

3. The Plan of Merger has been duly authorized by all action required by the laws under which the Entities are formed or organized and by the constituent documents of each Entity.

4. The Merger of CEH with and into COG will be effective at 10:00 a.m. EST, on January 1, 2009.

5. The executed Plan of Merger is on file at the principal place of business of COG. The address of the principal office of COG is 550 West Texas Avenue, Suite 100, Midland, Texas 79701.

6. A copy of the Plan of Merger will be furnished by COG, on request and without cost, to any member of CEH or COG.

7. The Merger shall not result in any amendments to the Certificate of Formation of COG, which shall be the Certificate of Formation of COG as the surviving entity after the Merger.

8. The Merger shall not result in a member of CEH or COG becoming personally liable for the liabilities or obligations of any other person.

9. COG will be responsible for the payment of all fees and annual taxes assessed upon

---

the Entities, and COG will be obligated to pay such fees and annual taxes if the same are not timely paid.

*[Signature page follows]*

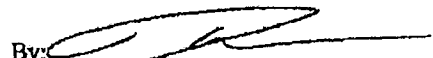
IN WITNESS WHEREOF, the undersigned have duly executed this Certificate of Merger as of December 18, 2008.

**CONCHO EQUITY HOLDINGS LLC**

By: Concho Resources Inc.,  
its sole member

By:   
Name: David W. Copland  
Title: Vice President

**COG OPERATING LLC**

By:   
Name: David W. Copland  
Title: Vice President

*[Signature Page to Certificate of Merger]*