

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/31/2006
CONVEYING PARTY DATA	
Name	Execution Date
Newpark Drilling Fluids, LLC	05/31/2006
RECEIVING PARTY DATA	
Name:	Newpark Newco, LP
Street Address:	1311 Broadfield Blvd
Internal Address:	Suite 600
City:	Houston
State/Country:	TEXAS
Postal Code:	77084
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11263639
CORRESPONDENCE DATA	
Fax Number:	(504)582-1233
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	5045691639
Email:	lbrignac@klb-law.com
Correspondent Name:	Len Brignac
Address Line 1:	201 St. Charles Ave
Address Line 2:	45th floor
Address Line 4:	New Orleans, LOUISIANA 70170
ATTORNEY DOCKET NUMBER:	NEWPARK FINANCING
NAME OF SUBMITTER:	Len Brignac
Total Attachments: 6	

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PATENT
REEL: 018501 FRAME: 0694

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CERTIFICATE OF MERGER

OF

NEWPARK DRILLING FLUIDS, LLC
(a Texas limited liability company)

FILED
In the Office of the
Secretary of State of Texas

JUN 05 2006

Corporations Section

WITH AND INTO

NEWPARK NEWCO, LP
(a Texas limited partnership)

Pursuant to the provisions of Section 10.151 of the Texas Business Organizations Code (the "Code"), Newpark Drilling Fluids, LLC, a Texas limited liability company ("New Park Drilling"), and Newpark Newco, LP, a Texas limited partnership ("Newco"), acting through their duly authorized manager and general partner, respectively, hereby adopt the following Certificate of Merger:

1. The name, state of organization and type of entity of each of the constituent entities (collectively, the "Constituent Entities") to which this Certificate of Merger relates are as follows:

<u>Name</u>	<u>State of Organization and Type of Entity</u>
Newpark Drilling Fluids, LLC	Texas limited liability company
Newpark Newco, LP	Texas limited partnership

2. The principal place of business of each of the constituent entities is 1311 Broadfield Blvd., Suite 600, Houston, TX 77084.

3. A Plan of Merger providing for the merger of Newpark Drilling with and into Newco (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein by reference. Pursuant to the Plan of Merger, the separate existence of Newpark Drilling shall cease, and Newco will survive the merger and continue in existence as the surviving entity (the "Surviving Entity").

4. An executed copy of the Plan of Merger is on file at the principal place of business of the Surviving Entity. A copy of the Plan of Merger will be furnished upon written request without cost by the Surviving Entity to any member of Newpark Drilling.

5. The Plan of Merger has been approved as required by the Code by each of the Constituent Entities and as required by their respective governing documents.

(N1507169.1)

6. This Certificate of Merger shall be effective when accepted and filed by the Secretary of State of the State of Texas.

7. The Surviving Entity will remain liable for all unpaid franchise taxes payable by Newpark Drilling.

8. The Certificate of Formation of Newco shall be the Certificate of Formation of the Surviving Entity, except that immediately following the effectiveness of the merger, paragraph (1) of the Certificate of Formation of the Surviving Entity shall be amended and restated in its entirety to read as follows:

"1. The name of the Partnership is:

Newpark Drilling Fluids, LP"

[Signatures appear on the following page.]

This Certificate of Merger is hereby executed by the parties hereto, on this 31st day of May, 2006.

NEWPARK DRILLING FLUIDS, LLC

By: Erie Winkert
Name: ERIE WINKERT
Title: VICE PRESIDENT

NEWPARK NEWCO, LP

By: Newpark Holdings, Inc.,
its general partner

By: Erie Winkert
Name: ERIE WINKERT
Title: VICE PRESIDENT

Exhibit A to Certificate of Merger

**Plan of Merger
of
Newpark Drilling Fluids, LLC
with and into
Newpark Newco, LP**

1. The parties to the merger shall be:

Newpark Drilling Fluids, LLC, a Texas limited liability company ("Newpark Drilling"); and

Newpark Newco, LP, a Texas limited partnership ("Newco").

2. Upon effectiveness of the merger, the separate existence of Newpark Drilling shall cease, and Newco will survive the merger and continue in existence as the surviving entity (the "Surviving Entity").

3. Upon consummation of the merger, all issued and outstanding membership interests of Newpark Drilling shall automatically be cancelled, and the holders thereof shall not be entitled to receive any consideration with respect thereto.

4. The Certificate of Formation of Newco shall be the Certificate of Formation of the Surviving Entity, except that immediately following the effectiveness of the merger, paragraph 1 of the Certificate of Formation of the Surviving Entity shall be amended and restated in its entirety to read as follows:

- "1. The name of the Partnership is:

Newpark Drilling Fluids, LP"

CERTIFICATE OF CORRECTION
TO
CERTIFICATE OF MERGER
OF
NEWPARK DRILLING FLUIDS, LLC
(a Texas limited liability company)

FILED
In the Office of the
Secretary of State of Texas

JUL 14 2006

Corporations Section

WITH AND INTO

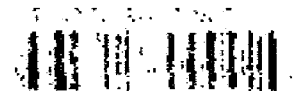
NEWPARK DRILLING FLUIDS, LP
(a Texas limited partnership f/k/a Newpark Newco, LP)

Pursuant to the provisions of Section 4.101 of the Texas Business Organizations Code (the "Code"), Newpark Drilling Fluids, LP, a Texas limited partnership f/k/a Newpark Newco, LP ("Newco"), acting through its duly authorized general partner, hereby executes the following Certificate of Correction to Certificate of Merger:

1. On June 5, 2006, a certificate of Newpark Drilling Fluids, LLC, a Texas limited liability company ("Oldco"), merged with and into Newco (the "Merger") pursuant to a Certificate of Merger filed with the Secretary of State of Texas on that date (the "Certificate").
2. Paragraph 3 of Exhibit A to the Certificate of Merger contained an error in that it incorrectly stated that no consideration would be received by the member of Oldco as a result of the Merger; however, Paragraph 3 of Exhibit A to the Certificate of Merger should have stated that the holders of the outstanding membership interests of Oldco would be entitled to receive 998 shares of partnership interest in Newco.
3. The Merger Certificate is hereby corrected as follows: Paragraph 3 of Exhibit A to the Certificate of Merger is hereby corrected such that it shall read in its entirety as set forth below:

"3. Upon consummation of the merger, all issued and outstanding membership interests of Newpark Drilling shall automatically be cancelled, and the holders thereof shall be entitled to receive 998 shares of partnership interest in the Surviving Entity."
4. This Certificate of Merger shall be effective as set forth in Section 4.105 of the Code.

[Signatures appear on the following page.]



This Certificate of Correction to Certificate of Merger is hereby executed on this 10th day of July, 2006.

NEWPARK DRILLING FLUIDS, LP

By: Newpark Holdings, Inc.,
its general partner

By: W. J. Ballantine
Name: W. J. BALLANTINE
Title: PRES. AND CEO