

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT7378990

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	AFFIRMATION OF ASSIGNMENT OF INTELLECTUAL PROPERTY
CONVEYING PARTY DATA	
Name	Execution Date
INNOVEX DOWNHOLE SOLUTIONS, INC.	06/10/2022
RECEIVING PARTY DATA	
Name:	PNC BANK, NATIONAL ASSOCIATION
Street Address:	500 FIRST AVENUE, COMMERCIAL LOAN SERVICE CENTER/DCC
City:	PITTSBURGH
State/Country:	PENNSYLVANIA
Postal Code:	15219
PROPERTY NUMBERS Total: 16	
Property Type	Number
Patent Number:	9941612
Patent Number:	7405358
Patent Number:	7980873
Patent Number:	8246371
Patent Number:	8297345
Patent Number:	8367931
Patent Number:	8502075
Patent Number:	9316062
Patent Number:	10280701
Patent Number:	6463654
Patent Number:	7232347
Patent Number:	10033174
Patent Number:	10781645
Application Number:	16085519
Application Number:	14891253
Application Number:	16364770
CORRESPONDENCE DATA	
Fax Number:	(202)887-4288
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.	

Phone: 2028874000
Email: mbeyene@akingump.com, DC_IPDocketing@AKINGUMP.com
Correspondent Name: MUSSIE B BEYENE
Address Line 1: 2001 K STREET N.W.
Address Line 4: WASHINGTON DC, D.C. 20006

ATTORNEY DOCKET NUMBER:	101410.0020
NAME OF SUBMITTER:	MUSSIE B BEYENE
SIGNATURE:	/Mussie B Beyene/
DATE SIGNED:	06/13/2022

Total Attachments: 12

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AFFIRMATION OF ASSIGNMENT OF INTELLECTUAL PROPERTY

This AFFIRMATION OF ASSIGNMENT OF INTELLECTUAL PROPERTY (this “**Affirmation**”), is executed as of June 10, 2022, by INNOVEX DOWNHOLE SOLUTIONS, INC., a Delaware corporation (“**Innovex**”). Capitalized terms used herein and not otherwise defined herein shall have the meaning assigned to such terms in the Security Instrument (defined below).

A. Effective as of January 31, 2022 (the “**Merger Date**”), Quick Connectors, Inc. (“**QCI**”), a corporation formed under the laws of the State of Texas and successor by merger to Innovex QCI Acqsub, LLC, a limited liability company formed under the laws of the state of Delaware, was merged into Innovex, with Innovex as the surviving corporation, by the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware on January 26, 2022 and the filing of a Certificate of Merger with the Secretary of State of the State of Texas on January 27, 2022 (the “**Merger**”). Such instruments are attached hereto as Exhibit A.

B. As of the Merger Date, QCI owned certain intellectual property as set forth in Exhibit B hereto (the “**Subject IP**”) that is subject to that certain Amended and Restated Trademark and Patent Security Agreement, dated as of June 10, 2019, among Innovex, QCI, and the other grantors party thereto in favor of PNC Bank, National Association (the “**Agent**”), and recorded as Reel 049454, Frame 0374 with the United States Patent and Trademark Office (as amended, the “**Security Instrument**”).

C. As a result of the Merger, Innovex has (x) acquired all of the right, title and interest of QCI in, among other things, the Subject IP and (y) assumed all obligations of QCI, including without limitation all obligations of QCI as “Grantor” under the Security Instrument.

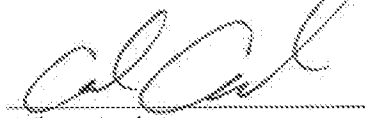
D. In conjunction with the foregoing, Innovex confirms and reaffirms the grants of security interests in the Subject IP made by QCI as “Grantor” under the Security Instrument, and that the Subject IP continues to be subject to the Security Instrument as a result of Innovex’s grant of security interests as a “Grantor” under the Security Instrument.

E. This Affirmation may be filed by the Agent with the United States Patent and Trademark Office to evidence Innovex’s ownership of the Subject IP as of the Merger Date.

[Remainder of page intentionally blank; signature page follows.]

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

INNOVEX DOWNHOLE SOLUTIONS, INC.

By: 
Name: Adam Anderson
Title: Chief Executive Officer

[Signature Page to Intellectual Property Affirmation]

PATENT
REEL: 060377 FRAME: 0588

EXHIBIT A
CERTIFICATE OF OWNERSHIP AND MERGER
AND
CERTIFICATE OF MERGER
(See attached.)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"QUICK CONNECTORS, INC.", A TEXAS CORPORATION,
WITH AND INTO "INNOVEX DOWNHOLE SOLUTIONS, INC." UNDER THE NAME OF "INNOVEX DOWNHOLE SOLUTIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2022, AT 6:29 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF JANUARY, A.D. 2022 AT 11:59 O'CLOCK P.M.



6152494 8100M
SR# 20220266905

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202505265
Date: 01-27-22

PATENT
REEL: 060377 FRAME: 0590

CERTIFICATE OF OWNERSHIP AND MERGER

merging

QUICK CONNECTORS, INC.
(a Texas corporation)

with and into

INNOVEX DOWNHOLE SOLUTIONS, INC.
(a Delaware corporation)

January 24, 2022

Pursuant to the provisions of Title 8, Section 253 of the Delaware General Corporation Law (the "**DGCL**"), Innovex Downhole Solutions, Inc., a Delaware corporation (the "**Parent**"), does hereby certify as follows:

FIRST: The name and jurisdiction of incorporation of each of the constituent corporations of the merger are:

<u>Name</u>	<u>Jurisdiction of Incorporation</u>
Innovex Downhole Solutions, Inc.	Delaware
Quick Connectors, Inc.	Texas

SECOND: The name of the surviving company is Innovex Downhole Solutions, Inc., a Delaware corporation.

THIRD: Quick Connectors, Inc., a Texas corporation (the "**Subsidiary**"), currently has authorized capital stock consisting of 10,000 shares of common stock, par value \$0.01 per share, all of which are issued and outstanding. The Parent currently owns 10,000 shares of the Subsidiary's common stock representing one hundred percent (100%) of the outstanding shares of capital stock of the Subsidiary.

FOURTH: The Parent, by the resolutions of its board of directors duly adopted on January 24, 2022 in accordance with the provisions of DGCL and its governing documents, a copy of which is attached hereto as Exhibit A, determined to merge the Subsidiary with and into itself.

FIFTH: The certificate of incorporation of the Parent, as in effect immediately prior to the merger, will be the certificate of incorporation of the surviving company.

SIXTH: The merger is to be effective on 11:59 pm, Delaware time, on January 31, 2022.

[Signature page follows.]

IN WITNESS WHEREOF, the surviving company has caused this certificate to be signed by an authorized officer on the date first set forth above.

INNOVEX DOWNHOLE SOLUTIONS, INC.

By: 
Name: Kendal Reed
Title: Chief Financial Officer

EXHIBIT A

Approval of Merger with Subsidiary Corporation

WHEREAS, the Corporation owns all of the outstanding shares of common stock, par value \$0.01 per share (the “*Subsidiary Common Stock*”), of Quick Connectors, Inc., a Texas corporation (the “*Subsidiary*”).

WHEREAS, the Subsidiary has no class of stock outstanding other than the Subsidiary Common Stock.

WHEREAS, the Board deems it advisable and in the Corporation’s best interests that the Subsidiary be merged with and into the Corporation, with the Corporation being the surviving corporation of such merger.

NOW, THEREFORE, BE IT RESOLVED, that effective upon the concurrent filing of an appropriate Certificate of Ownership and Merger with the Secretary of State of Delaware and an appropriate Certificate of Merger with the Secretary of State of Texas, setting forth these resolutions (the “*Effective Time*”), the Corporation merge the Subsidiary with and into itself and assume all of the Subsidiary’s liabilities and obligations (the “*Merger*”); and further

RESOLVED, that the Authorized Officers (as defined below) are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, (i) to make, execute and acknowledge an appropriate Certificate of Ownership and Merger and to file the same in the office of the Secretary of State of Delaware and (ii) to make, execute and acknowledge an appropriate Certificate of Merger and to file the same in the office of the Secretary of State of Texas; and further

RESOLVED, that the issued shares of Subsidiary Common Stock shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of Subsidiary Common Stock, but each said share which is issued as of the Effective Time shall be surrendered and extinguished, and the outstanding shares of the Corporation shall remain outstanding and shall not be affected by the Merger; and further

RESOLVED, that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

General

RESOLVED, that the “**Authorized Officers**” referenced in these resolutions shall be the Chief Executive Officer or the Chief Financial Officer of the Corporation; and further

RESOLVED, that the officers of the Corporation (the “*Authorized Officers*”) are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to approve, execute and deliver, from time to time, the aforementioned document, with such further changes, revisions or modifications thereto as the Authorized

Officer or Officers executing and delivering the same shall, as evidenced by the execution and delivery thereof, deem necessary, desirable or appropriate, and any and all such other agreements, instruments, certificates and other documents as are contemplated hereby or thereby, including all exhibits thereto, to which the Corporation is or is to be a party or as the Authorized Officer or Officers executing and delivering the same shall, as evidenced by the execution and delivery thereof, deem necessary, desirable or appropriate, with the execution and delivery thereof by any such Authorized Officer of any document and the taking of any action in connection with the foregoing establishing conclusively such Authorized Officer's authority therefor and the approval by the Board of the documents so executed and delivered and the actions so taken; and further

RESOLVED, that the Authorized Officers are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to make all such payments and incur all such expenses in connection with any transaction contemplated by the foregoing resolutions as the Authorized Officer or Officers making or incurring the same shall, as evidenced by the making or incurring thereof, deem necessary, desirable or appropriate to carry into effect the purposes and intent of the foregoing resolutions, with the making or incurring thereof by such Authorized Officer establishing conclusively such Authorized Officer's authority therefor and the approval by the Board of the actions so taken; and further

RESOLVED, that in addition to the specific authorizations conferred by the foregoing resolutions upon the Corporation's officers and directors, the Authorized Officers are, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to do or cause to be done all such further acts and things (including the approval, execution and delivery of all such further agreements, instruments, certificates and other documents) as the Authorized Officer or Officers doing the same or causing the same to be done shall, as evidenced by the doing or causing thereof, deem necessary, desirable or appropriate in order to carry into effect the purposes and intent of the foregoing resolutions, with the doing of the same or causing the same to be done by any such Authorized Officer establishing conclusively such Authorized Officer's authority therefor and the approval by the Board of the actions so taken; and, if specific forms of resolutions are necessary, desirable or appropriate to accomplish the transaction contemplated by the foregoing resolutions, then the same shall be deemed to have been and hereby are adopted, and the Secretary is authorized to certify the adoption of all such resolutions as though such resolutions are part of this written consent; and further

RESOLVED, that each of the lawful acts of the Authorized Officers taken prior to the date hereof in connection with the transaction contemplated by the foregoing resolutions is hereby ratified, approved, adopted and confirmed as if such act had been presented to and approved by the Board prior to being taken; and further

RESOLVED, that the Secretary and any other appropriate officer of the Corporation are, and each individually hereby is, authorized, empowered and directed to certify and furnish such copies of these resolutions and such statements as to the incumbency of the Corporation's officers, under corporate seal if necessary, as may be requested, and any person receiving such certified copy is and shall be authorized to rely upon the contents thereof.



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

QUICK CONNECTORS, INC.
Domestic For-Profit Corporation
[File Number: 123786700]

Into

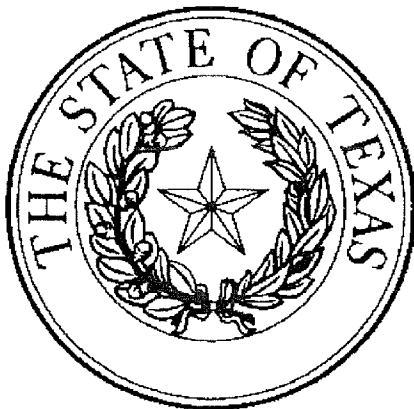
Innovex Downhole Solutions, Inc.
Foreign For-Profit Corporation
Delaware, USA
[File Number: 802931253]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 01/27/2022

Effective: 01/31/2022 10:59 pm



A handwritten signature of John B. Scott, consisting of a stylized 'J' and 'S'.

John B. Scott
Secretary of State

EXHIBIT B**SUBJECT IP**

Patents and Patent Licenses

Patent	Jurisdiction	Serial/Patent No.	Filing Date
Power Cable Splice Sleeve and Method of Installation	US	9941612	1/15/2015
SPLICE FOR DOWN HOLE ELECTRICAL SUBMERSIBLE PUMP CABLE	US	7405358	10/17/2006
ELECTRICAL CONNECTOR FOR INSULATED CONDUCTIVE WIRES ENCAPSULATED IN PROTECTIVE TUBING	US	7980873	7/30/2007
HIGH PRESSURE, HIGH TEMPERATURE STANDOFF FOR ELECTRICAL CONNECTOR IN AN UNDERGROUND WELL	US	8246371	2/18/2011
DOWN HOLE ELECTRICAL CONNECTOR AND METHOD FOR COMBATING RAPID DECOMPRESSION	US	8297345	2/5/2008
SEGMENTED DECOMPRESSION RESISTANT CABLE SPLICE AND METHOD OF INSTALLATION	US	8367931	9/13/2010
HEATER CABLE TO PUMP CABLE CONNECTOR AND METHOD OF INSTALLATION	US	8502075	9/3/2010
Coiled Tubing Triple-Sealed Penetrator and Method	US	9316062	7/1/2013
Disconnectable Pressure-Preserving Electrical Connector and Method of Installation	US	10280701	11/13/2015
SCORING TOOL FOR REMOVING SHEATH FROM ELECTRICAL CABLE CONDUCTOR AND METHOD	US	6463654	12/22/1999
SEAL FOR CONFINED ELECTRICAL CONDUCTOR CABLE	US	7232347	1/6/2006
SYSTEM FOR CONTINUOUS ELECTRICAL WELL CABLE FEED-THROUGH FOR A WELLHEAD AND METHOD OF INSTALLATION	US	10033174	12/9/2013

Reusable field-attachable wellhead penetrator and method of assembly and use	US	16085519	3/15/2016
Disconnectable Pressure-Preserving Electrical Connector and Method of Installation	US	14/891253	13-Nov-2015
Unpublished	US	16/364770	26-Mar-2019
DOUBLE SEAL FOR TRI-LEAD STYLE PACKER PENETRATORS AND METHOD OF INSTALLATION	US	10781645	September 22, 2018
REUSABLE FIELD-ATTACHABLE WELLHEAD PENETRATOR AND METHOD OF ASSEMBLY AND USE	CA	3016447	March 15, 2017
SIMPLIFIED PACKER PENETRATOR AND METHOD OF INSTALLATION	CA	3012577	November 25, 2016
POWER CABLE SPLICE SLEEVE AND INSTALLATION METHOD	CA	2880800	July 27, 2013
SYSTEM FOR CONTINUOUS ELECTRICAL WELL CABLE FEED-THROUGH FOR A WELLHEAD AND METHOD OF INSTALLATION	CA	2838733	April 2, 2019
HIGH-PRESSURE, HIGH-TEMPERATURE STANDOFF FOR ELECTRICAL CONNECTOR IN AN UNDERGROUND WELL	CA	2734188	August 19, 2009
SPLICE FOR DOWN HOLE ELECTRICAL SUBMERSIBLE PUMP CABLE	CA	2666930	October 17, 2007
DOUBLE SEAL FOR TRI-LEAD STYLE PACKER PENETRATORS AND METHOD OF INSTALLATION	CA	3007099	December 1, 2016
ORTHOGONAL ELECTRICAL CONNECTOR PENETRATOR SYSTEM FOR A COILED TUBING ELECTRICAL SERVICE IN A FLOW-THROUGH MULTI-BOWL WELLHEAD AND METHOD OF INSTALLATION AND USE	CA	2952317	July 17, 2015
DISCONNECTABLE PRESSURE-PRESERVING ELECTRICAL CONNECTOR AND METHOD OF INSTALLATION	CA	2909883	May 14, 2014
HEATER CABLE TO PUMP CABLE CONNECTOR AND METHOD OF INSTALLATION	CA	2718054	January 12, 2016
SEGMENTED DECOMPRESSION RESISTANT CABLE SPLICE AND METHOD OF INSTALLATION	CA	2713405	February 2, 2009

Trademarks

Trademark	Number	Date	Jurisdiction of registration
NO SPLICE IS NICE	4614532	9/30/2014	US
P3000	2347124	5/2/2000	US