

STATE OF TEXAS §
 §
 COUNTY OF FORT BEND §

**FIRST AMENDMENT TO
 TAX ABATEMENT AGREEMENT BETWEEN
 FORT BEND COUNTY AND NALCO COMPANY, AND NALCO TEXAS LEASING, LLC**

This FIRST AMENDMENT of the Tax Abatement Agreement is made and entered into by and between FORT BEND COUNTY, TEXAS, a body politic, acting herein by and through its Commissioners Court hereinafter referred to as "County," and **CHAMPIONX, LLC** (formerly Nalco Company, LLC) and **CHAMPIONX TEXAS LEASING, LLC** (formerly Nalco Texas Leasing, LLC) (collectively, CHAMPIONX, LLC and CHAMPIONX TEXAS LEASING, LLC are the "Owners") of the Real Property and Improvements located within the City of Sugarland Reinvestment Zone No. 2014-01.

Recitals:

On August 15, 2014, County and Owners entered into a TAX ABATEMENT AGREEMENT BY AND BETWEEN FORT BEND COUNTY, NALCO COMPANY, AND NALCO TEXAS LEASING, LLC, which shall be referred to as "Agreement" and is incorporated by reference.

On January 7, 2016, Nalco Company, LLC filed with the Secretary of the State of Texas an Amendment to Registration to Disclose a Change Resulting from a Conversion or Merger ("Amendment to Registration No. 1"). Amendment to Registration No. 1 reflected a change resulting from a conversion from Nalco Company to Nalco Company, LLC. By virtue of the conversion, Nalco Company, LLC was deemed the same entity as Nalco Company and became the owner of all of Nalco Company's real and personal property, including contracts.

On December 10, 2019, Nalco Texas Leasing, LLC filed with the Secretary of the State of Texas an Amendment to Registration to disclose a change in name, from Nalco Texas Leasing, LLC to ChampionX Texas Leasing, LLC ("Amendment to Registration No. 2"). By virtue of the name change, ChampionX Texas Leasing, LLC is deemed to be the same company as Nalco Texas Leasing, LLC and has become the owner of all of Nalco Texas Leasing, LLC's real and personal property, including contracts.

More recently, on February 6, 2020, Nalco Company, LLC filed with the Secretary of the State of Texas an Amendment to Registration to disclose a change in name, from Nalco Company, LLC to CHAMPIONX, LLC ("Amendment to Registration No. 3"). By virtue of the name change, CHAMPIONX, LLC is deemed to be the same entity as Nalco Company, LLC and has become the owner of all of Nalco Company, LLC's real and personal property, including contracts.

Section 312.208, Tex. Tax Code, provides that a tax abatement agreement may be amended to include other provisions that could have been included in the original agreement and or to delete provisions that were not necessary to the original agreement.

Agreement:

In consideration of the mutual benefits to accrue to each, the parties agree as follows:

1. Nalco Company, a Delaware corporation, shall mean CHAMPIONX, LLC, a Delaware limited liability company, pursuant to: (1) a conversion under Delaware law from Nalco Company to Nalco Company, LLC, for which an Amendment to Registration to Disclose a Change Resulting from a Conversion or Merger was filed in the office of the Secretary of the State of Texas on January 7, 2016; and (2) a change in name from Nalco Company, LLC to CHAMPIONX, LLC, for which an Amendment to Registration was filed in the office of the Secretary of the State of Texas on February 6, 2020.
2. Nalco Texas Leasing, LLC, a Delaware limited liability company, shall mean ChampionX Texas Leasing, LLC, a Delaware limited liability company, pursuant to a change in name from Nalco Texas Leasing, LLC to ChampionX Texas Leasing, LLC, for which an Amendment to Registration was filed in the office of the Secretary of the State of Texas on December 10, 2019.
3. This Amendment accomplishes change of corporate names only, and all rights and obligations of all Parties under the Agreement are unaffected by this change.
4. This First Amendment to the Tax Abatement Agreement shall terminate when the Tax Abatement Agreement terminates.
5. EXCEPT AS MODIFIED HEREIN, ANY PRIOR EXECUTED DOCUMENT REMAIN IN FULL FORCE AND EFFECT AND HAS NOT BEEN MODIFIED OR AMENDED. IN THE EVENT OF CONFLICT, THE MOST RECENTLY EXECUTED DOCUMENT SHALL PREVAIL WITH REGARD TO THE CONFLICT.

IN TESTIMONY OF WHICH, THIS AMENDMENT shall be effective upon execution of all parties.

"County"
FORT BEND COUNTY

KP George
County Judge KP George

By: _____

KP George, County Judge

Date: _____

10/27/2020

ATTEST:

Laura Richard

Laura Richard, County Clerk



"Owner"

CHAMPIONX LLC.
(FORMERLY NALCO COMPANY, LLC)

By: _____

Name: Darren Miles

Title: VP-Tax

Date: 10/8/2020

"Owner"

CHAMPIONX TEXAS LEASING, LLC
(FORMERLY Nalco Texas Leasing, LLC)

By: _____

Name: Darren Miles

Title: VP-Tax

Date: 10/8/2020