

05-13-2002



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Form PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Welding Services, Inc.

Individuals Association
 General Partnership Limited Partnership

Corporation-State -Del aware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Bankers Trust Company
 Internal Address: _____
 Street Address: 700 Louisiana Street, Suite 1500
 City: Houston State: Texas Zip Code: 77002

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other Collateral Agent

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: March 21, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Trademark Registration No.(s)

2076968
~~2076969~~
1375073

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Helen Bruno, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

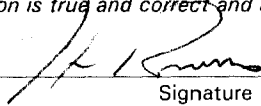
6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-1705 (in case of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Helen Bruno  April 29, 2002
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

FINANCE SECTION
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OFFICE OF PUBLIC RECORDS

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TRADEMARK

REEL: 002504 FRAME: 0311

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, WELDING SERVICES, INC., a Delaware corporation (the "Grantor") with principal offices at 2225 Skyland Court, Norcross, GA 30071, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at 700 Louisiana Street, Suite 1500, Houston, TX 77002, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement or dilution of any of the Marks or unfair competition regarding the same.

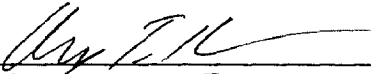
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 21, 2002 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

2nd day of March, 2002.

WELDING SERVICES, INC.,
Grantor

By 
Name: Alex T. Krueger
Title: **Vice President &**
ASSISTANT SECRETARY

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By _____
Name: Marcus M. Tarkington
Title: Director

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 21 day of March, 2002, before me personally came Alex
T. Krueger who, being by me duly sworn, did state as follows: that ~~he~~ is
VP of WELDING SERVICES, INC., that ~~he~~ is authorized to execute the
foregoing Grant on behalf of said Corporation and that ~~he~~ did so by authority of the Board
of Directors of said Corporation.

Christina Soriano
Notary Public

CHRISTINA SORIANO
Notary Public, State of New York
No. 01SO6001349
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Jan. 12, 2006

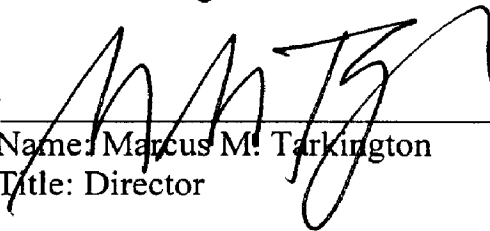
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

____ day of March, 2002.

WELDING SERVICES, INC.,
Grantor

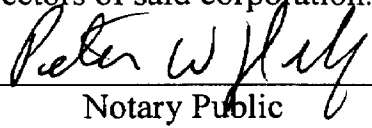
By _____
Name:
Title:

BANKERS TRUST COMPANY,
as Collateral Agent and Grantee

By 
Name: Marcus M. Tarkington
Title: Director

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 21 day of March, 2002, before me personally came Marcus M. Tarkington who, being by me duly sworn, did state as follows: that he is Director of Bankers Trust Company, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

Peter W. Helf
Notary Public, State of New York
Qualified in Suffolk County
No. 01HE6030586
Commission Expires 9/13/20 05

SCHEDULE A

<u>MARK</u>	<u>REG. NO.</u>	<u>REGISTRATION DATE</u>
UNIFUSE	2,076,968	July 8, 1997
UNIFUSE	2,076,969	July 8, 1997
WELDING SERVICES INC. & DESIGN	1,375,073	December 10, 1985