

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
CRC Holdings Corp.		05/23/2007	CORPORATION:
CRC-Evans International, Inc.		05/23/2007	CORPORATION:

**RECEIVING PARTY DATA**

Name:	Wachovia Bank, National Association
Street Address:	201 South College Street
Internal Address:	23rd Floor NC 0680 (Attn: Syndication Agency Services)
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	National Association:

**PROPERTY NUMBERS Total: 8**

Property Type	Number	Word Mark
Registration Number:	1154529	CRC
Registration Number:	1111944	CRC
Registration Number:	1519539	CRC-EVANS
Registration Number:	1485528	CRC-EVANS
Registration Number:	1485529	CRC-EVANS
Registration Number:	1516214	CRC-EVANS
Registration Number:	1820997	CROSE
Serial Number:	78938020	BENDPLUS

**CORRESPONDENCE DATA**

Fax Number: (713)615-5554  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 713.758.3554

CH \$215.00 1154529

Email: plai@velaw.com  
Correspondent Name: Phillina Lai  
Address Line 1: 1001 Fannin Street  
Address Line 2: Suite 2500  
Address Line 4: Houston, TEXAS 77002-6760

ATTORNEY DOCKET NUMBER:	LIO200/58002
NAME OF SUBMITTER:	Phillina Lai
Signature:	/phillina lai/
Date:	06/05/2007

**Total Attachments: 14**

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## TRADEMARK SECURITY AGREEMENT

THIS AGREEMENT is made this 23<sup>rd</sup> day of May, 2007, between **CRC Holdings Corp.**, a Delaware corporation (the "**Parent**"), **CRC-Evans International, Inc.**, a Delaware corporation ("**CRC-E**", and together with Parent, the "**Grantors**") and **Wachovia Bank, National Association**, a national banking association together with its successors and assigns, as agent for the financial institutions who may from time to time become a party to the Credit Agreement described below ("**Agent**").

WHEREAS, Grantors own the Trademarks listed on Schedule A attached hereto, as the same may be amended from time to time;

WHEREAS, the Grantors, the guarantors party thereto, Agent and the lenders party thereto have entered into that certain Senior Secured Credit Agreement dated as of May 23, 2007, as the same may hereafter be amended, restated, modified or supplemented from time to time (the "**Credit Agreement**");

WHEREAS, the Grantors, the guarantors party thereto and Agent have entered into that certain Guaranty and Collateral Agreement dated as of May 23, 2007, as the same may hereafter be amended, restated, modified or supplemented from time to time (the "**GC Agreement**");

WHEREAS, pursuant to the terms of the GC Agreement, Grantors have granted to Agent a security interest in all of the Trademarks owned or at any time hereafter acquired by Grantors or in which Grantors now have or at any time in the future may acquire any right, title, or interest, as collateral to secure Grantors' obligations enumerated in the Credit Agreement and the GC Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereby agree as follows:

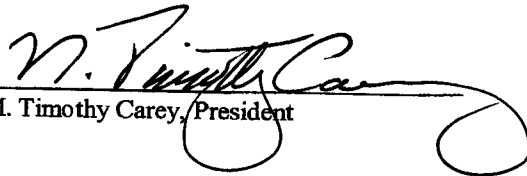
1. Subject to the terms and conditions of the Credit Agreement, Grantors do hereby grant to Agent a security interest in the following property, wherever arising or located (the "**Trademark Collateral**"): all of Grantors' right, title and interest in and to the Trademarks (including but not limited to the items listed on Schedule A) now owned or at any time hereafter acquired by Grantors or in which Grantors now have or at any time in the future may acquire any right, title, interest or license to, including all proceeds and products of any and all of the foregoing.
2. Grantors do hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Trademarks and the Trademark Collateral made and granted herein are more fully set forth in the Credit Agreement and the GC Agreement, the terms and provisions of which are incorporated by reference herein. Except as otherwise specified herein, capitalized terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Credit Agreement and the GC Agreement.

3. To the extent that any provision hereunder would render void or nullify any intent-to-use trademark application(s) or marks related thereto of any Grantor, such provision hereunder shall be of no effect with respect to such intent-to-use application(s); provided, however, that in such event each Trademark that is the subject of such an intent-to-use application and any registration issuing therefrom shall be added to Schedule A upon issuance of the respective registration.
4. This Agreement and the relationship hereunder between the parties shall be exclusively interpreted in accordance with and governed by the law of the State of Texas.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be duly executed and delivered as of the date first above written.

**CRC HOLDINGS CORP.  
CRC-EVANS INTERNATIONAL, INC.**

By:   
M. Timothy Carey, President

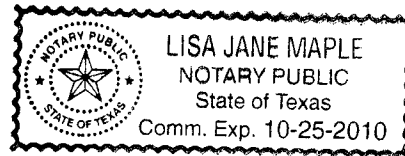
STATE OF TEXAS        )  
                                  )  
COUNTY OF             )

BEFORE ME, the undersigned authority, on this day personally appeared Timothy Carey, President of **CRC-Evans International, Inc.**, a Delaware corporation, to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 23<sup>rd</sup> day of May, 2007.

*Lisa Jane Maple*  
Notary Public  
My Commission Expires: 10-25-2010

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Notarial Seal

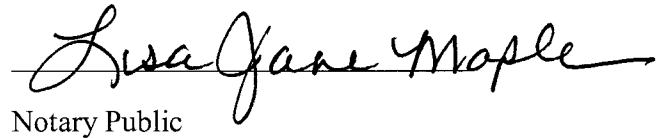


STATE OF TEXAS )

COUNTY OF )

BEFORE ME, the undersigned authority, on this day personally appeared Timothy Casey, President of **CRC Holdings Corp.**, a Delaware corporation, to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he/she executed the same for purposes and consideration therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 23<sup>rd</sup> day of May, 2007.

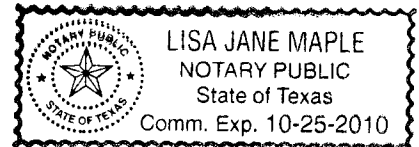


Notary Public

My Commission Expires:

10-25-2010

Notarial Seal



**SCHEDULE A**

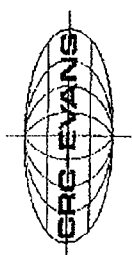
**Trademarks**

See attached list.


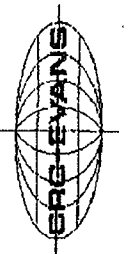
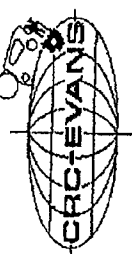



CRC-EVANS International Trademark Portfolio  
May 2007

Mark	Country	Reg. No./Ser. No.	Reg. Date/Filing Date	Goods/Services	Comments
CRC	US	1,154,529	5/19/1981	Line Up Clamps Adapted to Be Positioned Inside Abutting Ends of Two Pipe Sections which Are to Be Welded and which Clamps Are Adapted to Be Expanded Outwardly to Hold the Ends of the Abutted Pipes in Alignment, Pipe Cradles of the Type which Are Supported by a Crane and which Encircle a Pipe Section with Rollers Engaging the Bottom of the Pipe for Supporting the Pipe While Permitting Travel of the Cradle Along the Length of the Pipe, Pipe Slings of the Type in which Bands of Woven Nylon Webbing Are Adapted to Be Looped Around the Pipe Section and Are Coupled to a Fixture onto which a Cable May Be Connected for Supporting the Pipe Section Through the Sling, Welding Machines, [ Track Wheels of the Type in which Continuous Treads Encircle Horizontally Spaced Apart Guide Wheels and which May Be Utilized on a Variety of Vehicles as a Tracked Roller Assembly, ] Marine Pipeline Laying Pipe Conveying Units Wherein Rollers Mounted on a Frame to Be Supported on the Barge Permit Ready Movement of the Pipe in the Direction of the Pipe Axis Where the Rollers Are Mounted to Form a V-Shaped Conveyor in IC 7	
CRC	Canada	278811	4/15/1983	Same as directly above	
CRC	US	1,111,944	1/23/1979	Pipeline construction and repair services in IC 37	
CRC-EVANS & DESIGN	US	1,519,539	1/10/1989	large machines for using pipes for building pipelines, namely, line-up clamps, pipe cradles, pipe slings, track wheels, mandrel, welding machines and pipe bending machines in IC 7	
CRC-EVANS & DESIGN	Canada	456908	5/3/1996	large machines for using pipes for building pipelines, namely, line-up clamps, pipe cradles,	



CRC-EVANS International Trademark Portfolio  
May 2007

						pipe slings, track wheels, mandrel, welding machines and pipe bending machines in IC 7; and Pipeline construction and repair services in IC 37	
CRC-EVANS & DESIGN 	US	1,485,528	4/19/1988			Pipeline construction and repair services in IC 37	Per client's 4/13/07 email, do not renew registration
CRC-EVANS & DESIGN 	US	1,485,529	4/19/1988			Welding services, namely, pipeline welding services and general industrial welding services in IC 37	Per client's 4/13/07 email, do not renew registration
CRC-EVANS & DESIGN 	US	1,516,214	12/13/1988			welding equipment, namely, pipeline welding machines and general welding machines in IC 7	
CRC-EVANS	European Community	108316	3/19/1999			IC 6: Goods made from common metals for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry; pipes, internal pipe clamps, clamps for aligning pipe ends and welding clamps all for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry IC 7: Equipment for use in the construction,	

CRC-EVANS International Trademark Portfolio  
 May 2007

				<p>maintenance and repair of pipes and pipelines in the oil and gas industry; electric welding machines, pipe and pipeline cleaning machines, water jet cleaning machines, descaling machines, pipe and pipeline handling equipment, pipe laying machines, pipe painting machines, apparatus for counter boring pipes and pipelines, apparatus for bending pipes; automated apparatus for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry including automated electric welding machines, pipe and pipeline cleaning machines, automated water jet cleaning machines; automated descaling machines, automated pipe and pipeline handling equipment, automated pipe laying machines, automated pipe painting machines, automated apparatus for counter boring pipes and pipelines, automated apparatus for bending pipes; control systems for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry including control systems for automated pipe and pipeline cleaning machines, control systems for automated water jet cleaning machines, control systems for automated descaling machines, control systems for automated pipe and pipeline handling equipment, control systems for automated pipe laying machines, control systems for automated pipe painting machines, control systems for automated apparatus for counter boring pipes and pipelines, control systems for apparatus for bending pipes</p> <p>IC 9: Hand tools and implements for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry in IC 8; Apparatus for use in the construction, maintenance and repair of pipes and pipelines in</p>
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CRC-EVANS International Trademark Portfolio  
May 2007

				the oil and gas industry including electric welding apparatus, electric arc welding apparatus, automated electric welding apparatus, control systems for automated electric arc welding apparatus; control systems for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry including control systems for automated electric welding machines; control systems for automated pipe and pipeline cleaning machines; control systems for automated water jet cleaning machines; control systems for automated descaling machines; control systems for automated pipe and pipeline handling equipment; control systems for automated pipe laying machines; control systems for automated pipe painting machines; control systems for automated apparatus for counter boring pipes and pipelines, control systems for apparatus for bending pipes
				IC 37: Services relating to the construction, maintenance and repair of pipes and pipelines in the oil and gas industry; consultancy relating to the construction, maintenance and repair of pipes and pipelines in the oil and gas industry; rental of equipment related to the construction, maintenance and repair of pipes and pipelines in the oil and gas industry
				IC 42: Engineering consultancy relating to the construction, maintenance and repair of pipes and pipelines in the oil and gas industry
CRC-EVANS	Norway	186244	11/6/1997	Same as directly above.
CROSE	US	1,820,997	2/15/1994	pipeline construction and repair equipment; namely, pipe cleaning and priming machines; cleaning, priming and tape wrapping machines; pipe coating and wrapping machines; pipeline kettles; road boring machines; pipe bending

CRC-EVANS International Trademark Portfolio  
May 2007

					machines; bending sets; pneumatic bending mandrels; hydraulic wedge type pipe bending mandrels; hydraulic plug mandrels; internal and external line-up clamps; cutting and beveling machines; beveling bands; pipe facing machines; hydraulic power units; augers; pipe cradles; pipe belts; pipe slings; track wheels; double jointing machines; coating plants; pipe lay barge machines; machines for automatic welding; hydrocleaning line travel coating removal machines; line travel abrasive blast cleaning machines; line travel multi-component coating machines; machines for removal of asbestos-containing coatings; and parts and components of the foregoing in IC 37	
CROSE	Canada	432298	8/26/1994		Same as directly above	
CROSE	UK	1517882	3/25/1994		Pipeline construction and repair machines, apparatus and instruments; parts, fittings and components for all the aforesaid goods in IC 37	
CROSE	Venezuela	P-209104	1/8/1999		Pipeline construction and repair equipment and parts and components thereof in IC 37	
CROSE	European Community	1813690	10/19/2001		IC 6: Goods made from common metals for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry; pipes, internal pipe clamps, clamps for aligning pipe ends and welding clamps all for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry. IC 7: Pipeline construction and repair equipment; namely, pipe cleaning and priming machines; cleaning, priming and tape wrapping machines; pipe coating and wrapping machines; pipeline kettles; road boring machines; pipe bending machines; bending sets; pneumatic bending mandrels; hydraulic wedge type pipe bending mandrels; hydraulic plug mandrels; internal and external line-up clamps; cutting and beveling machines; beveling bands; pipe facing machines; hydraulic power units; augers, pipe cradles; pipe belts; pipe slings; track wheels;	Per client's 10/4/2006 email, do not have any plans to use this mark.

CRC-EVANS International Trademark Portfolio  
 May 2007

				<p>double jointing machines; coating plants; pipe lay barge machines; pipe and pipeline cleaning machines, water jet cleaning machines, descaling machines; machines for automatic welding; hydrocleaning line travel coating removal machines; line travel abrasive blast cleaning machines, line travel multi-component coating machines; machines for removal of asbestos-containing coatings; and parts and components of the foregoing; automated apparatus for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry including automated electric welding machines, pipe and pipeline cleaning machines, automated water jet cleaning machines; automated descaling machines, automated pipe and pipeline handling equipment, automated pipe laying machines, automated pipe painting machines, automated apparatus for counter boring pipes and pipelines, automated apparatus for bending pipes; control systems for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry including control systems for automated pipe and pipeline cleaning machines, control systems for automated water jet cleaning machines, control systems for automated descaling machines, control systems for automated pipe and pipeline handling equipment, control systems for automated pipe laying machines, control systems for automated pipe painting machines, control systems for automated apparatus for counter boring pipes and pipelines, control systems for apparatus for bending pipes.</p> <p>IC 8: Hand tools and implements for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry</p>
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CRC-EVANS International Trademark Portfolio  
 May 2007

	<p>IC 9: Apparatus for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry including electric welding apparatus, electric arc welding apparatus, automated electric welding apparatus, control systems for automated electric arc welding apparatus; control systems for use in the construction, maintenance and repair of pipes and pipelines in the oil and gas industry including control systems for automated electric welding machines; control systems for automated pipe and pipeline cleaning machines; control systems for automated water jet cleaning machines; control systems for automated descaling machines; control systems for automated pipe and pipeline handling equipment; control systems for automated pipe laying machines; control systems for automated pipe painting machines; control systems for automated apparatus for counter boring pipes and pipelines, control systems for apparatus for bending pipes</p>				
	<p>IC 37: Services relating to the construction, maintenance and repair of pipes and pipelines in the oil and gas industry; consultancy relating to the construction, maintenance and repair of pipes and pipelines in the oil and gas industry; rental of equipment related to the construction, maintenance and repair of pipes and pipelines in the oil and gas industry.</p>				
	<p>IC 42: Engineering consultancy relating to the construction, maintenance and repair of pipes and pipelines in the oil and gas industry</p>	7/26/2006	78/938,020 (pending)	US	BENDPLUS
	<p>Electronic apparatus installed to existing pipe bending machines to increase efficiency, accuracy and standardization of the pipe</p>				

CRC-EVANS International Trademark Portfolio  
May 2007

BENDPLUS	Canada	1329645 (pending)	12/27/2006	bending process in IC 9 Electronic apparatus installed to existing pipe bending machines to increase efficiency, accuracy and standardization of the pipe bending process in IC 9	
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