

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Northwest Pipe Company		10/24/2012	CORPORATION: OREGON

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Collateral Agent
<b>Street Address:</b>	901 Main Street
<b>Internal Address:</b>	Mail Code: TX1-492-14-06
<b>City:</b>	Dallas
<b>State/Country:</b>	TEXAS
<b>Postal Code:</b>	75202
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	3931775	NORTHWEST POWERPIPE
Registration Number:	1837711	WELL-LIFE
Registration Number:	1541218	FLAME-OUT

**CORRESPONDENCE DATA**

Fax Number: 9194168328  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 9192868041  
 Email: pto\_tmconfirmation@mvalaw.com  
 Correspondent Name: Moore & Van Allen PLLC  
 Address Line 1: 430 Davis Drive  
 Address Line 2: Suite 500  
 Address Line 4: Morrisville, NORTH CAROLINA 27560

<b>ATTORNEY DOCKET NUMBER:</b>	017625-4757 JES
--------------------------------	-----------------

OP \$90.00 3931775

NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	10/25/2012
Total Attachments: 4 source=NGSI-T#page1.tif source=NGSI-T#page2.tif source=NGSI-T#page3.tif source=NGSI-T#page4.tif	

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Fourth Amended and Restated Security Agreement dated as of October 24, 2012 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Debtors party thereto (each a "Debtor" and collectively, the "Debtors") and Bank of America, N.A., as collateral agent (the "Collateral Agent") for the holders of the Obligations referenced therein, the undersigned Debtor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the holders of the Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
----------------------	--	--------------------------

See Schedule 1 attached hereto

TRADEMARK APPLICATIONS


<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
-----------------------------------	---	---

See Schedule 1 attached hereto

The undersigned Debtor and the Collateral Agent, on behalf of the holders of the Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NORTHWEST PIPE COMPANY

By: 

Name: Robin Gantt

Title: Vice President and Chief Financial Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS  
NORTHWEST PIPE COMPANY

**TRADEMARK**  
**REEL: 004888 FRAME: 0398**

The undersigned Debtor and the Collateral Agent, on behalf of the holders of the Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NORTHWEST PIPE COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: *Brandon Schriener*  
Name: Brandon Schriener  
Title: Vice President

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS  
NORTHWEST PIPE COMPANY

**TRADEMARK**  
**REEL: 004888 FRAME: 0399**

Schedule 1

Northwest Pipe Company  
(Oregon Corporation)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
NORTHWEST POWERPIPE and Design	3931775	03/15/11
WELL-LIFE	1837711	05/31/94
FLAME-OUT	1541218	05/30/89