

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
SAExploration, Inc.		12/05/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	CP ADMIN CO LLC		
Street Address:	1251 Avenue of the Americas		
Internal Address:	28th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10020		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85401859		
Serial Number:	85401848	SAEXPLORATION	
Serial Number:	85401855	SAEXPLORATION	
CORRESPONDENCE DATA			
Fax Number:	2027995144		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	2027994000		
Email:	gregory.esau@dlapiper.com		
Correspondent Name:	Ryan C. Compton		
Address Line 1:	500 Eighth Street, NW		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	CYAN		
NAME OF SUBMITTER:	Ryan C. Compton		

OP \$90.00 85401859

Signature:	/Ryan C. Compton/
Date:	12/05/2012
Total Attachments: 4 source=Grant of Security Interest in U.S. Trademarks#page1.tif source=Grant of Security Interest in U.S. Trademarks#page2.tif source=Grant of Security Interest in U.S. Trademarks#page3.tif source=Grant of Security Interest in U.S. Trademarks#page4.tif	

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, SAExploration, Inc., a Delaware corporation (the “**Grantor**”) with principal offices at 3333 8th St. SE, Calgary, Alberta T2G 3A4, Canada, hereby grants to CP Admin Co LLC, as Collateral Agent for the benefit of the Secured Creditors (as defined in the Security Agreement referred to below), with principal offices at 1251 Avenue of the Americas, 28th Floor, New York, NY 10020 (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 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 December 5, 2012 (as amended, modified, restated and/or supplemented 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 as 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.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.

SAEXPLORATION, INC., as Grantor

By: Brent Whiteley
Name: Brent Whiteley
Title: Chief Operating Officer, Chief
Financial Officer and Secretary

CP ADMIN CO LLC, as Collateral Agent and
Grantee

By: _____
Name: Jonathan Tunis
Title: Authorized Signatory

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the date first above written.


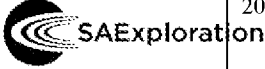
SAEXPLORATION, INC., as Grantor

By: _____
Name: Brent Whiteley
Title: Chief Operating Officer, Chief
Financial Officer and Secretary

CP ADMIN CO LLC, as Collateral Agent and
Grantee

By: _____
Name: Jonathan Tunis
Title: Authorized Signatory

Exhibit A – United States Trademarks

RECORD	TRADEMARK ¹	STATUS	SER./REG.NO.	GOODS/SERVICES	OWNER
US Federal Q3 f-1		Allowed – Intent to Use Statement of Use – Registration view Complete October 11, 2012	SN: 85-401859	(Int'l Class 42) Seismic monitoring, mapping and surveying services	SAExploration, Inc. (Delaware Corp.) 8240 Sandlewood Place, Anchorage, Alaska 99507
US Federal Q3 f-5	SAEXPLORATION	Registered October 23, 2012	SN: 85-401848 RN: 4, 231, 156	(Int'l Class 42) Seismic monitoring, mapping and surveying services	SAExploration, Inc. (Delaware Corp.) 8240 Sandlewood Place, Anchorage, Alaska 99507
US Federal Q3 f-4		Registered October 23, 2012	SN: 85-401855	(Int'l Class 42) Seismic monitoring, mapping and surveying services	SAExploration, Inc. (Delaware Corp.) 8240 Sandlewood Place, Anchorage, Alaska 99507

¹ When the trademark is in all capital letters, then the application/registration makes no claim to a particular font/style/size/color.

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