

McJunkin Red Man Corp
Form S-4
March 24, 2011

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**As filed with the Securities and Exchange Commission on March 24, 2011
Registration No. 333-**

**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**Form S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

McJUNKIN RED MAN CORPORATION
(Exact name of registrant as specified in its charter)

Delaware <i>(State or other jurisdiction of incorporation or organization)</i>	1311 <i>(Primary Standard Industrial Classification Code Number)</i>	55-0229830 <i>(I.R.S. Employer Identification Number)</i>
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SEE TABLE OF ADDITIONAL REGISTRANT GUARANTORS

**2 Houston Center
909 Fannin, Suite 3100
Houston, Texas 77010
(877) 294-7574**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Andrew R. Lane
2 Houston Center
909 Fannin, Suite 3100
Houston, Texas 77010
(877) 294-7574**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Michael A. Levitt, Esq.
Fried, Frank, Harris, Shriver & Jacobson LLP
One New York Plaza
New York, New York 10004
(212) 859-8000

Approximate date of commencement of proposed exchange offer: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note(1)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
9.50% Senior Secured Notes due December 15, 2016	\$ 1,050,000,000	100%	\$ 1,050,000,000	\$ 121,905
Guarantees of 9.50% Senior Secured Notes due December 15, 2016	\$ 1,050,000,000	(2)	(2)	(2)
Total Registration Fee				\$ 121,905

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(f) under the Securities Act.

(2) No separate filing fee is required pursuant to Rule 457(n) under the Securities Act.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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Exact Name of Registrant Guarantor as Specified in its Charter(1)	State or Other Jurisdiction of Incorporation or Organization	Primary Standard Industrial Classification Code Number	I.R.S. Employer Identification Number
GREENBRIER PETROLEUM CORPORATION	West Virginia	1311	55-0566559
MCJUNKIN NIGERIA LIMITED	Delaware	1311	55-0758030
MCJUNKIN-PUERTO RICO CORPORATION	Delaware	1311	27-0094172
MCJUNKIN RED MAN DEVELOPMENT CORPORATION	Delaware	1311	55-0825430
MCJUNKIN RED MAN HOLDING CORPORATION	Delaware	1311	20-5956993
MCJUNKIN-WEST AFRICA CORPORATION	Delaware	1311	20-4303835
MIDWAY-TRISTATE CORPORATION	New York	1311	13-3503059
MILTON OIL & GAS COMPANY	West Virginia	1311	55-0547779
MRC MANAGEMENT COMPANY	Delaware	1311	26-1570465
RUFFNER REALTY COMPANY	West Virginia	1311	55-0547777
THE SOUTH TEXAS SUPPLY COMPANY, INC.	Texas	1311	74-2804317

(1) The address for each of the additional registrant guarantors is c/o McJunkin Red Man Corporation, 2 Houston Center, 909 Fannin, Suite 3100, Houston, Texas 77010.

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The information in this prospectus is not complete and may be changed. We may not sell these securities or consummate the exchange offer until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell or exchange these securities and it is not soliciting an offer to acquire or exchange these securities in any jurisdiction where the offer, sale or exchange is not permitted.

Subject to Completion, dated March 24, 2011

Prospectus

**McJunkin Red Man Corporation
Exchange Offer for
\$1,050,000,000
9.50% Senior Secured Notes due December 15, 2016**

We are offering to exchange up to \$1,050,000,000 of our 9.50% senior secured notes due December 15, 2016, which will be registered under the Securities Act of 1933, as amended, for up to \$1,050,000,000 of our outstanding 9.50% senior secured notes due December 15, 2016, which we issued on December 21, 2009 and February 11, 2010. We are offering to exchange the exchange notes for the outstanding notes to satisfy our obligations contained in the exchange and registration rights agreements that we entered into when the outstanding notes were sold pursuant to Rule 144A and Regulation S under the Securities Act. The terms of the exchange notes are identical to the terms of the outstanding notes, except that the transfer restrictions, registration rights and additional interest provisions relating to the outstanding notes do not apply to the exchange notes.

There is no existing public market for the outstanding notes or the exchange notes offered hereby. We do not intend to list the exchange notes on any securities exchange or seek approval for quotation through any automated trading system.

The exchange offer will expire at 5:00 p.m., New York City time on _____, 2011, unless we extend it.

Broker-dealers receiving exchange notes in exchange for outstanding notes acquired for their own account through market-making or other trading activities must acknowledge that they will deliver this prospectus in any resale of the exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of the exchange notes received in exchange for outstanding notes where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days after the expiration date of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

You should consider carefully the Risk Factors beginning on page 16 of this prospectus.

Neither the Securities and Exchange Commission, or the SEC, nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2011.

You should rely only on the information contained in this prospectus. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. This prospectus does not constitute an offer to sell, or solicitation of an offer to buy, to any person in any jurisdiction in which such an offer to sell or solicitation would be unlawful. You should assume that the information appearing in this prospectus is accurate only as of the date on the front cover of this prospectus.

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McJunkin Red Man Corporation is a Delaware corporation. We are a wholly owned subsidiary of McJunkin Red Man Holding Corporation, a Delaware corporation. Our principal executive offices are located in 2 Houston Center, 909 Fannin, Suite 3100, Houston, Texas 77010. Our telephone number is (877) 294-7574.

This prospectus contains registered and unregistered trademarks and service marks of McJunkin Red Man Corporation and its affiliates, as well as trademarks and service marks of third parties. All brand names, trademarks and service marks appearing in this offering circular are the property of their respective holders.

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PROSPECTUS SUMMARY

The following summary contains basic information about this offering contained elsewhere in this prospectus. It does not contain all the information that may be important to you. For a more complete understanding of the exchange offer before making an investment decision, we encourage you to read this entire prospectus carefully, including the Risk Factors section and the financial data and related notes. Unless otherwise indicated or the context otherwise requires, all references to the Company, McJunkin Red Man, MRC, we, us, and our refer to McJunkin Red Man Holding Corporation and its consolidated subsidiaries, and all references to the Issuer are to McJunkin Red Man Corporation, exclusive of its subsidiaries.

Our Company

We are the largest global distributor of pipe, valves and fittings (PVF) and related products and services to the energy industry based on sales and hold the leading position in our industry across each of the upstream (exploration, production, and extraction of underground oil and natural gas), midstream (gathering and transmission of oil and natural gas, natural gas utilities, and the storage and distribution of oil and natural gas) and downstream (crude oil refining, petrochemical processing and general industrials) end markets. We currently serve our customers through over 400 global service locations, including over 180 branches, 6 distribution centers and over 190 pipe yards located in the most active oil and natural gas regions in North America and over 30 branch locations throughout Europe, Asia and Australasia.

McJunkin Red Man Holding Corporation was incorporated in Delaware on November 20, 2006 and McJunkin Red Man Corporation was incorporated in West Virginia on March 21, 1922 and was reincorporated in Delaware on June 14, 2010. Our principal executive office is located at 2 Houston Center, 909 Fannin, Suite 3100, Houston, Texas 77010. We also have corporate offices located at 835 Hillcrest Drive, Charleston, West Virginia 25311 and 8023 East 63rd Place, Tulsa, Oklahoma 74133. Our telephone number is (877) 294-7574. Our website address is www.mrcpvf.com. Information contained on our website is expressly not incorporated by reference into this prospectus.

Our business is segregated into two operating segments, one consisting of our North American operations and one consisting of our international operations. These segments represent our business of providing PVF and related products and services to the energy and industrial sectors, across each of the upstream, midstream and downstream markets.

History

McJunkin Corporation (McJunkin) was founded in 1921 in Charleston, West Virginia and initially served the local oil and natural gas industry, focusing primarily on the downstream end market. In 1989, McJunkin broadened its upstream end market presence by merging its oil and natural gas division with Appalachian Pipe & Supply Co. to form McJunkin Appalachian Oilfield Supply Company (McJunkin Appalachian , which was a subsidiary of McJunkin Corporation, but has since been merged with and into McJunkin Red Man Corporation), which focused primarily on upstream oil and natural gas customers.

In April 2007, we acquired Midway-Tristate Corporation (Midway), a regional PVF oilfield distributor, primarily serving the upstream Appalachia and Rockies regions. This extended our leadership position in Appalachia/Marcellus shale region, while adding additional branches in the Rockies.

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Red Man Pipe & Supply Co. (Red Man) was founded in 1976 in Tulsa, Oklahoma and began as a distributor to the upstream end market and subsequently expanded into the midstream and downstream end markets. In 2005, Red Man acquired an approximate 51% voting interest in Canadian oilfield distributor Midfield Supply ULC (Midfield), giving Red Man a significant presence in the Western Canadian Sedimentary Basin.

In October 2007, McJunkin and Red Man completed a business combination transaction to form the combined company, McJunkin Red Man Corporation. This transformational merger combined leadership positions in the upstream, midstream and downstream end markets, while creating a one stop PVF leader across all end markets

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with full geographic coverage across North America. Red Man has since been merged with and into McJunkin Red Man Corporation.

On July 31, 2008, we acquired the remaining voting and equity interest in Midfield. Also, in October 2008, we acquired LaBarge Pipe & Steel Company (LaBarge). LaBarge is engaged in the sale and distribution of carbon steel pipe (predominately large diameter pipe) for use primarily in the North American midstream energy infrastructure market. The acquisition of LaBarge expanded our midstream end market leadership, while adding a new product line in large outside diameter pipe.

On October 30, 2009, we acquired Transmark Fcx Group B.V. (Transmark) and as part of the acquisition, we renamed Transmark as MRC Transmark Group B.V. (MRC Transmark). MRC Transmark is a leading distributor of valves and flow control products in Europe, Southeast Asia and Australasia. Transmark was formed from a series of acquisitions, the most significant being the acquisition of FCX European and Australasian distribution business in July 2005. The acquisition of Transmark provided geographic expansion internationally, additional downstream diversification and enhanced valve market leadership.

During 2010, we acquired The South Texas Supply Company, Inc. (South Texas Supply) and also certain operations and assets from Dresser Oil Tools, Inc. (Dresser). With these two acquisitions, we expanded our footprint in the Eagle Ford and Bakken shale regions, expanding our local presence in two of the emerging active shale basins in North America.

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Corporate Structure

The following chart illustrates our simplified organization and ownership structure:

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The Goldman Sachs Funds

Certain affiliates of The Goldman Sachs Group, Inc., including GS Capital Partners V Fund, L.P., GS Capital Partners VI Fund, L.P. and related entities, or the Goldman Sachs Funds, are the majority owners of PVF Holdings LLC, our indirect parent company.

The Goldman Sachs Funds are managed by the Principal Investment Area of Goldman Sachs (GS PIA). GS PIA is one of the world's largest private equity and mezzanine investors, having invested approximately \$67 billion in over 750 companies globally since 1986, and manages a diverse global portfolio of companies from the firm's New York, London, Hong Kong, Tokyo, San Francisco and Mumbai offices. GS PIA's investment philosophy is centered on (i) investing in world-class companies; (ii) acting as a patient and supportive long-term investor; and (iii) partnering with quality managers whose incentives are aligned with those of GS PIA. GS PIA has extensive equity investing experience in the energy and industrial distribution sectors, including upstream exploration and production companies (Bill Barrett Corporation and Cobalt International Energy, Inc.), midstream companies (Kinder Morgan, Inc.), downstream companies (CVR Energy, Inc.), power generation companies (Energy Future Holdings Corp., Horizon Wind Energy, LLC, Orion Power Holdings, Inc.), oilfield services companies (CCS Corporation, Ensco International Inc., Expro International Group Holdings Ltd., SEACOR Holdings Inc., Sub Sea International, Inc.) and industrial distributors (AhlSELL Sverige AB).

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Summary of the Exchange Offer

On December 21, 2009 and February 11, 2010, respectively, we sold \$1,000,000,000 and \$50,000,000 aggregate principal amount of our 9.50% senior secured notes due 2016, or the outstanding notes, in a transaction exempt from registration under the Securities Act of 1933, as amended, or the Securities Act. We are conducting this exchange offer to satisfy our obligations contained in the exchange and registration rights agreements that we entered into in connection with the sales of the outstanding notes. You should read the discussion under the headings **The Exchange Offer** and **Description of Exchange Notes** for further information regarding the exchange notes to be issued in the exchange offer.

Securities Offered Up to \$1,050,000,000 aggregate principal amount of 9.50% senior secured notes due 2016 registered under the Securities Act, or the exchange notes and, together with the outstanding notes, the notes.

The terms of the exchange notes offered in the exchange offer are substantially identical to those of the outstanding notes, except that the transfer restrictions, registration rights and additional interest provisions relating to the outstanding notes do not apply to the exchange notes.

The Exchange Offer We are offering exchange notes in exchange for a like principal amount of our outstanding notes. You may tender your outstanding notes for exchange notes by following the procedures described under the heading **The Exchange Offer**.

Tenders; Expiration Date; Withdrawal The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2011, unless we extend it. You may withdraw any outstanding notes that you tender for exchange at any time prior to the expiration of this exchange offer. See **The Exchange Offer Terms of the Exchange Offer** for a more complete description of the tender and withdrawal period.

Condition to the Exchange Offer The exchange offer is not subject to any conditions, other than that the exchange offer does not violate any applicable law or applicable interpretations of the staff of the SEC.

The exchange offer is not conditioned upon any minimum aggregate principal amount of outstanding notes being tendered in the exchange.

Procedures for Tendering Outstanding Notes To participate in this exchange offer, you must properly complete and duly execute a letter of transmittal, which accompanies this prospectus, and transmit it, along with all other documents required by such letter of transmittal, to the exchange agent on or before the expiration date at the address provided on the cover page of the letter of transmittal.

In the alternative, you can tender your outstanding notes by book-entry delivery following the procedures described in this prospectus, whereby you will agree to be bound by the letter of transmittal and we may enforce the letter of transmittal against you.

If a holder of outstanding notes desires to tender such notes and the holder's outstanding notes are not immediately available, or time will not permit the holder's outstanding notes or other required documents to reach the exchange agent before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, a tender may be effected pursuant to the guaranteed delivery procedures described in this prospectus.

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	See The Exchange Offer How to Tender Outstanding Notes for Exchange .
United States Federal Tax Considerations	The exchange of outstanding notes for exchange notes in the exchange offer will not be a taxable event for United States federal income tax purposes. See Certain Material United States Federal Tax Considerations .
Use of Proceeds	We will not receive any cash proceeds from the exchange offer.
Exchange Agent	U.S. Bank National Association, the trustee under the indenture governing the notes, is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are set forth under the heading The Exchange Offer Exchange Agent .
Consequences of Failure to Exchange Your Outstanding Notes	Outstanding notes not exchanged in the exchange offer will continue to be subject to the restrictions on transfer that are described in the legend on the outstanding notes. In general, you may offer or sell your outstanding notes only if they are registered under, or offered or sold under an exemption from, the Securities Act and applicable state securities laws. We do not currently intend to register the outstanding notes under the Securities Act. If your outstanding notes are not tendered and accepted in the exchange offer, it may become more difficult for you to sell or transfer your outstanding notes.
Resales of the Exchange Notes	Based on interpretations of the staff of the SEC, we believe that you may offer for sale, resell or otherwise transfer the exchange notes that we issue in the exchange offer without complying with the registration and prospectus delivery requirements of the Securities Act if: you are not a broker-dealer tendering notes acquired directly from us; you acquire the exchange notes issued in the exchange offer in the ordinary course of your business; you are not participating, do not intend to participate, and have no arrangement or undertaking with anyone to participate, in the distribution of the exchange notes issued to you in the exchange offer; and you are not an affiliate of our company, as that term is defined in Rule 405 of the Securities Act. If any of these conditions are not satisfied and you transfer any exchange notes issued to you in the exchange offer without delivering a proper prospectus or without qualifying for a registration exemption, you may incur liability under the Securities Act. We will not be responsible for, or indemnify you against, any liability you incur.

Any broker-dealer that acquires exchange notes in the exchange offer for its own account in exchange for outstanding notes which it acquired through market-making or other trading activities must acknowledge that it will deliver this prospectus when it resells or transfers any exchange notes issued in the exchange offer. See Plan of Distribution for a description of the prospectus delivery obligations of broker-dealers.

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Summary of The Exchange Notes

The summary below describes the principal terms of the exchange notes. Some of the terms and conditions described below are subject to important limitations and exceptions. See Description of Exchange Notes for a more detailed description of the terms and conditions of the exchange notes.

Issuer	McJunkin Red Man Corporation.
Securities Offered	Up to \$1,050,000,000 aggregate principal amount of 9.50% senior secured notes due 2016.
Maturity Date	The exchange notes will mature on December 15, 2016.
Interest Payment Dates	Interest on the exchange notes will be payable in cash on June 15 and December 15 of each year.
Guarantees	<p>The exchange notes are unconditionally guaranteed, jointly and severally, by all of our wholly owned domestic subsidiaries (together with any other restricted subsidiaries that may guarantee the notes from time to time, the Subsidiary Guarantors) and by McJunkin Red Man Holding Corporation. McJunkin Red Man Holding Corporation does not have any material assets other than its ownership of 100% of the Issuer s capital stock.</p> <p>Under the indenture relating to the exchange notes, any wholly-owned domestic subsidiary (other than immaterial subsidiaries) formed or acquired on or after the date of the indenture and any restricted subsidiary that provides a guarantee with respect to our revolving credit facility or any other indebtedness of the Issuer or any Subsidiary Guarantor will also be required to guarantee the notes. See Description of Exchange Notes Certain Covenants Guarantees.</p>
Collateral	<p>The exchange notes and the guarantees by the Subsidiary Guarantors are secured on a senior basis (subject to permitted prior liens), together with any other Priority Lien Obligations (as such term is defined in Description of Exchange Notes Certain Definitions), equally and ratably by security interests granted to the collateral trustee in all Notes Priority Collateral (as such term is defined in Description of Exchange Notes Certain Definitions) from time to time owned by the Issuer or the Subsidiary Guarantors. The guarantee of McJunkin Red Man Holding Corporation is not secured.</p> <p>The Notes Priority Collateral generally comprises substantially all of the Issuer s and the Subsidiary Guarantors tangible and intangible assets, other than specified excluded assets. The collateral trustee holds the senior liens on the Notes Priority Collateral in trust for the benefit of the holders of the exchange notes and the holders of any other Priority Lien Obligations. See Description of Exchange Notes Security Collateral .</p>

The exchange notes and the guarantees by the Subsidiary Guarantors are also secured on a junior basis (subject to the lien which secures our revolving credit facility and other permitted prior liens) together with the Existing Notes by security interests granted to the collateral trustee in all ABL Priority Collateral (as such term is defined in Description of Exchange Notes Certain Definitions) from time to time owned by the Issuer or the Subsidiary Guarantors.

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The ABL Priority Collateral generally comprises substantially all of the Issuer's and the Subsidiary Guarantors' accounts receivable, inventory, general intangibles and other assets relating to the foregoing, deposit and securities accounts (other than the Net Available Cash Account, as such term is defined in the intercreditor agreement), and proceeds and products of the foregoing, other than specified excluded assets. See Description of Exchange Notes Security Collateral. The collateral trustee holds the junior liens on the ABL Priority Collateral in trust for the benefit of the holders of the exchange notes and the holders of any other Priority Lien Obligations.

Assets owned by our non-guarantor subsidiaries and by McJunkin Red Man Holding Corporation are not part of the collateral securing the exchange notes or our revolving credit facility. See Description of Exchange Notes Security and Risk Factors Risks Related to the Collateral and the Guarantees.

Ranking

The exchange notes and the related guarantees are the Issuer's and the Subsidiary Guarantors' senior secured obligations and McJunkin Red Man Holding Corporation's senior unsecured obligation. The indebtedness evidenced by the exchange notes and subsidiary guarantees ranks:

senior to any debt of the Issuer and the Subsidiary Guarantors to the extent of the collateral which secures the exchange notes and guarantees on a senior basis;

equal with all of the Issuer's and the Subsidiary Guarantors' existing and future senior indebtedness (before giving effect to security interests);

senior to all of the Issuer's and the Subsidiary Guarantors' existing and future subordinated indebtedness;

junior in priority to our revolving credit facility (to the extent of the collateral that secures our revolving credit facility) and to any other debt incurred after the issue date that has a priority security interest relative to the exchange notes in the collateral that secures the revolving credit facility;

equal in priority to any other indebtedness incurred before or after the issue date which is secured on an equal basis with the exchange notes and guarantees, including the outstanding notes; and

junior in priority to the existing and future claims of creditors and holders of preferred stock of our subsidiaries that do not guarantee the exchange notes.

As of December 31, 2010:

we and the Subsidiary Guarantors had \$286 million outstanding under our revolving credit facility and outstanding letters of credit of approximately \$5 million (with \$360 million of available borrowings under our revolving credit facility), all of which would rank senior to the exchange notes to the extent of the collateral securing the revolving credit facility on a senior basis;

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our non-guarantor subsidiaries had indebtedness of \$46 million and borrowing availability of an additional \$115 million, all of which would rank senior to the exchange notes;

we and the guarantors had \$1.05 billion of outstanding notes outstanding plus certain outstanding interest rate swap agreements, all of which would rank pari passu with the exchange notes;

we and the guarantors had no subordinated indebtedness; and

our parent guarantor had no indebtedness other than its guarantee of the outstanding notes.

See Description of Exchange Notes Brief Description of the Notes and the Note Guarantees .

Intercreditor Agreement

The collateral trustee has entered into an intercreditor agreement with the Issuer, the Subsidiary Guarantors and The CIT Group/Business Credit Inc. and Bank of America, N.A., as co-collateral agents under our revolving credit facility, which governs the relationship of noteholders and the lenders under our revolving credit facility with respect to collateral and certain other matters. See Description of Exchange Notes The Intercreditor Agreement .

Collateral Trust Agreement

The Issuer and the Subsidiary Guarantors have entered into a collateral trust agreement with the collateral trustee and the trustee under the indenture governing the notes. The collateral trust agreement sets forth the terms on which the collateral trustee will receive, hold, administer, maintain, enforce and distribute the proceeds of all liens upon the collateral which it holds in trust. See Description of Exchange Notes The Collateral Trust Agreement .

Sharing of Liens and Collateral

The liens securing the exchange notes secure the outstanding notes on an equal and ratable basis with the exchange notes. The Issuer and the Subsidiary Guarantors may issue additional senior secured indebtedness under the indenture governing the notes. The liens securing the notes may also secure, together on an equal and ratable basis with the notes, other Priority Lien Debt (as such term is defined in Description of Exchange Notes Certain Definitions) permitted to be incurred by the Issuer under the indenture governing the notes, including additional notes of the same class under the indenture governing the notes. The Issuer and the Subsidiary Guarantors may also grant additional liens on the collateral securing the notes on a junior basis to secure Subordinated Lien Debt (as such term is defined in Description of Exchange Notes Certain Definitions) permitted to be incurred under the indenture governing the notes.

Optional Redemption

We may redeem the exchange notes, in whole or in part, at any time on or after December 15, 2012 at the redemption prices set forth in this prospectus. In addition, at any time prior to December 15, 2012, we may redeem some or all of the exchange notes at a price equal to 100% of the principal amount of the exchange notes plus a make-whole premium and accrued and unpaid interest to the redemption date, in each case, as described in this prospectus under Description of Exchange Notes Optional Redemption .

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We may also, at any time prior to December 15, 2012, redeem up to 35% of the aggregate principal amount of the notes issued under the indenture governing the notes with the net proceeds of certain equity offerings at the redemption price set forth in this prospectus. See Description of Exchange Notes Optional Redemption .

Offers to Purchase

If we sell certain assets without applying the proceeds in a specified manner, or experience certain change of control events, each holder of exchange notes may require us to purchase all or a portion of its notes at the purchase prices set forth in this prospectus, plus accrued and unpaid interest and special interest, if any, to the purchase date. See Description of Exchange Notes Repurchase at the Option of Holders . Our revolving credit facility or other agreements may restrict us from repurchasing any of the exchange notes, including any purchase we may be required to make as a result of a change of control or certain asset sales. See Risk Factors Risks Related to the Exchange Notes We May Not Have the Ability to Raise the Funds Necessary to Finance the Change of Control Offer or the Asset Sale Offer Required by the Indenture Governing the Notes .

Covenants

The indenture governing the exchange notes contains covenants that impose significant restrictions on our business. The restrictions that these covenants place on us and our restricted subsidiaries include limitations on our ability and the ability of our restricted subsidiaries to, among other things:

incur additional indebtedness;

issue certain preferred stock or disqualified capital stock;

create liens;

pay dividends or make other restricted payments;

make certain payments on debt that is subordinated or secured on a basis junior to the exchange notes;

make investments;

sell assets;

create restrictions on the payment of dividends or other amounts to us from restricted subsidiaries;

consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;

enter into transactions with our affiliates; and

designate our subsidiaries as unrestricted subsidiaries.

These covenants are subject to a number of important exceptions and qualifications, which are described under Description of Exchange Notes .

Original Issue Discount

The outstanding notes were issued with original issue discount for United States federal income tax purposes, and the exchange notes will be treated as issued with the same amount of original issue discount as the outstanding notes exchanged therefor. For United States federal income tax purposes, U.S. Holders will be required

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to include the original issue discount in gross income (as ordinary income) as it accrues on a constant yield basis in advance of the receipt of the cash payment to which such income is attributable (regardless of whether such U.S. Holders use the cash or accrual method of tax accounting). See

Certain Material United States Federal Tax Considerations Stated Interest and Original Issue Discount .

No Assurance of Active Trading Market

The exchange notes will not be listed on any securities exchange or on any automated dealer quotation system. We cannot assure you that an active or liquid trading market for the exchange notes will exist or be maintained. If an active or liquid trading market for the exchange notes is not maintained, the market price and liquidity of the exchange notes may be adversely affected. See Risk Factors Risks Related to the Exchange Notes There is no Prior Public Market for the Exchange Notes. If an Actual Trading Market does Not Exist or is Not Maintained for the Exchange Notes, You May Not Be Able To Resell Them Quickly, for the Price That You Paid or at All.

Risk Factors

Despite our competitive strengths discussed elsewhere in this prospectus, investing in our exchange notes involves substantial risk. In addition, our ability to execute our business strategy is subject to certain risks. The risks described under the heading Risk Factors immediately following this summary may cause us not to realize the full benefits of our strengths or may cause us to be unable to successfully execute all or part of our business strategy as well as impact our ability to service the exchange notes. You should carefully consider all the information in this prospectus, including matters set forth under the heading Risk Factors .

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA

On January 31, 2007, McJunkin Red Man Holding Corporation, an affiliate of The Goldman Sachs Group, Inc., acquired a majority of the equity of the entity now known as McJunkin Red Man Corporation (then known as McJunkin Corporation) (the "GS Acquisition"). In this prospectus, the term "Predecessor" refers to McJunkin Corporation and its subsidiaries prior to January 31, 2007 and the term "Successor" refers to the entity now known as McJunkin Red Man Holding Corporation and its subsidiaries on and after January 31, 2007. As a result of the change in McJunkin Corporation's basis of accounting in connection with the GS Acquisition, Predecessor's financial statement data for the one month ended January 30, 2007 and earlier periods is not comparable to Successor's financial data for the eleven months ended December 31, 2007 and subsequent periods.

McJunkin Corporation completed a business combination transaction with Red Man Pipe & Supply Co. (the "Red Man Transaction") on October 31, 2007. At that time, McJunkin Corporation was renamed McJunkin Red Man Corporation. Operating results for the eleven-month period ended December 31, 2007 include the results of McJunkin Red Man Holding Corporation for the full period and the results of Red Man Pipe & Supply Co. ("Red Man") for the two months after the business combination on October 31, 2007. Accordingly, our historical results for the years ended December 31, 2010, 2009 and 2008 and the 11 months ended December 31, 2007 are not comparable to McJunkin's historical results for the one month ended January 30, 2007 and the year ended December 31, 2006.

The summary consolidated financial information presented below under the captions Statement of Operations Data and Other Financial Data for the years ended December 31, 2010, 2009 and 2008, and the summary consolidated financial information presented below under the caption Balance Sheet Data as of December 31, 2010 and December 31, 2009, have been derived from the consolidated financial statements of McJunkin Red Man Holding Corporation included elsewhere in this prospectus that have been audited by Ernst & Young LLP, independent registered public accounting firm. The summary consolidated financial information presented below under the captions Statement of Operations Data and Other Financial Data for the one month ended January 30, 2007 and the eleven months ended December 31, 2007, and the summary consolidated financial information presented below under the caption Balance Sheet Data as of December 31, 2008, December 31, 2007 and January 30, 2007, have been derived from the consolidated financial statements of McJunkin Red Man Holding Corporation not included in this prospectus that have been audited by Ernst & Young LLP, independent registered public accounting firm. The summary consolidated financial information presented below under the captions Statement of Operations Data and Other Financial Data for the year ended December 31, 2006, and the summary consolidated financial information presented below under the caption Balance Sheet Data as of December 31, 2006, has been derived from the consolidated financial statements of our predecessor, McJunkin Corporation, not included in this prospectus, that have been audited by Schneider Downs & Co., Inc., independent registered public accounting firm.

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The historical data presented below has been derived from financial statements that have been prepared using United States generally accepted accounting principles, or GAAP. This data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and related notes included elsewhere in this prospectus.

	Predecessor			Successor		
	Year Ended December 31, 2006	One Month Ended January 30, 2007	Eleven Months Ended December 31, 2007	Year Ended December 31, 2008	Year Ended December 31, 2009	Year Ended December 31, 2010
(In millions, except per share and share data)						
Statement of Operations Data:						
Sales	\$ 1,713.7	\$ 142.5	\$ 2,124.9	\$ 5,255.2	\$ 3,661.9	\$ 3,845.5
Cost of sales(1)	1,394.3	114.6	1,734.6	4,217.4	3,006.3	3,256.6
Inventory write-down					46.5	0.4
Gross Margin	319.4	27.9	390.3	1,037.8	609.1	588.5
Selling, general and administrative expenses	189.5	15.9	218.5	482.1	408.6	447.7
Depreciation and amortization	3.9	0.3	5.4	11.3	14.5	16.6
Amortization of intangibles	0.3		21.9	44.4	46.6	53.9
Goodwill impairment charge					309.9	
Total operating expenses	193.7	16.2	245.8	537.8	779.6	518.2
Operating income (loss)	125.7	11.7	144.5	500.0	(170.5)	70.3
Other (expense) income						
Interest expense	(2.8)	(0.1)	(61.7)	(84.5)	(116.5)	(139.6)
Net gain on early extinguishment of debt					1.3	
Change in fair value of derivative instruments				(6.2)	8.9	(4.9)
Other, net	(5.0)	(0.4)	(0.8)	(2.6)	(1.8)	(1.0)
Total other (expense) income	(7.8)	(0.5)	(62.5)	(93.3)	(108.1)	(145.5)
Income (loss) before income taxes	117.9	11.2	82.0	406.7	(278.6)	(75.2)
Income taxes	48.3	4.6	32.1	153.2	13.1	(23.4)
Net income (loss)	\$ 69.6	\$ 6.6	\$ 49.9	\$ 253.5	\$ (291.7)	\$ (51.8)

Other Financial Data:

Net cash provided by (used in) operations	18.4	6.6	110.2	(137.4)	505.5	112.5
Net cash provided by (used in) investing activities	(3.3)	(0.2)	(1,788.9)	(314.2)	(66.9)	(16.2)
Net cash provided by (used in) financing activities	(17.2)	(8.3)	1,687.2	452.0	(393.9)	(97.9)
Adjusted EBITDA(2)	129.5	26.0	334.6	618.2	334.1	149.6

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	Predecessor		Successor		
	Year	Year	Year	Year	Year
	Ended	Ended	Ended	Ended	Ended
	December 31,	December 31,	December 31,	December 31,	December 31,
	2006	2007	2008	2009(1)	2010
Balance Sheet Data:					
Cash and cash equivalents	\$ 3.7	\$ 10.1	\$ 12.1	\$ 56.2	\$ 56.2
Working capital(3)	212.3	674.1	1,208.0	930.2	842.6
Total assets	481.0	3,083.8	3,919.7	3,159.4	3,067.4
Total debt(4) portion	13.0	868.4	1,748.6	1,452.6	1,360.2
Stockholders equity	258.2	1,262.7	987.2	792.0	737.9

- (1) Cost of sales is exclusive of depreciation and amortization, which is shown separately.
- (2) We define Adjusted EBITDA as net income plus interest, income taxes, depreciation and amortization, amortization of intangibles and other non-recurring and non-cash charges (such as gains/losses on the early extinguishment of debt, changes in the fair value of derivative instruments, goodwill impairment and equity based compensation). Our revolving credit facility uses a measure substantially similar to Adjusted EBITDA. We present Adjusted EBITDA because it is an important factor in determining the interest rate and commitment fee we pay under our revolving credit facility. In addition, we believe it is a useful factor indicator of our operating performance. We believe this for the following reasons:

our management uses Adjusted EBITDA for planning purposes, including the preparation of our annual operating budget and financial projections, as well as for determining a significant portion of the compensation of our executive officers;

Adjusted EBITDA is widely used by investors to measure a company's operating performance without regard to items, such as interest expense, income tax expense and depreciation and amortization, that can vary substantially from company to company depending upon their financing and accounting methods, the book value of their assets, their capital structures and the method by which their assets were acquired; and

securities analysts use Adjusted EBITDA as a supplemental measure to evaluate the overall operating performance of companies.

Particularly, we believe that Adjusted EBITDA is a useful indicator of our operating performance because Adjusted EBITDA measures our company's operating performance without regard to certain non-recurring, non-cash and/or transaction-related expenses.

Adjusted EBITDA, however, does not represent and should not be considered as an alternative to net income, cash flow from operations, or any other measure of financial performance calculated and presented in accordance with GAAP. Our Adjusted EBITDA may not be comparable to similar measures reported by other companies because other companies may not calculate Adjusted EBITDA in the same manner as we do. Although we use Adjusted EBITDA as a measure to assess the operating performance of our business, Adjusted EBITDA has significant limitations as an analytical tool because it excludes certain material costs. For example, it does not include interest expense, which has been a necessary element of our costs. Because we use capital assets, depreciation expense is a necessary element of our costs and our ability to generate revenue. In addition, the omission of the amortization

expense associated with out intangible assets further limits the usefulness of this measure. Adjusted EBITDA also does not include the payment of certain taxes, which is also a necessary element of our operations. Furthermore, Adjusted EBITDA does not account for LIFO expense, and therefore, to the extent that recently purchased inventory accounts for a relatively large portion of our sales, Adjusted EBITDA may overstate our operating performance. Because Adjusted EBITDA does not account for certain expenses, its utility as a measure of our operating performance has material limitation. Because of these limitations, management does not view Adjusted EBITDA in isolation or as a primary performance measure and also uses other measures, such as net income and sales, to measure operating performance.

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The following table reconciles Adjusted EBITDA with our net income (loss), as derived from our financial statements (in millions):

	Predecessor			Successor		
	Year Ended December 31, 2006	One Month Ended January 30, 2007	Eleven Months Ended December 31, 2007	Year Ended December 31, 2008	Year Ended December 31, 2009	Year Ended December 31, 2010
Net income (loss)	\$ 69.6	\$ 6.6	\$ 49.9	\$ 253.5	\$ (291.7)	\$ (51.8)
Income taxes	48.3	4.6	32.1	153.2	13.1	(23.4)
Interest expense	2.8	0.1	61.7	84.5	116.5	139.6
Depreciation and amortization	3.9	0.3	5.4	11.3	14.5	16.6
Amortization of intangibles	0.3		21.9	44.4	46.6	53.9
Goodwill impairment charge					309.9	
Gain on early extinguishment of debt					(1.3)	
Change in fair value of derivative instruments				6.2	(8.9)	4.9
Inventory write-down					46.5	0.4
Red Man Pipe & Supply Co. pre-acquisition contribution		13.1	142.2			
Midway-Tristate pre-acquisition contribution		1.0	2.8			
Transmark Fcx pre-acquisition contribution					38.5	
Other non-recurring and non-cash expenses(a)	4.6	0.3	18.6	65.1	50.4	9.4
Adjusted EBITDA	\$ 129.5	\$ 26.0	\$ 334.6	\$ 618.2	\$ 334.1	\$ 149.6

(a) Other includes transaction-related expenses, equity based compensation and other items added back to net income pursuant to our debt agreements.

(3) Working capital is defined as current assets less current liabilities.

(4) Includes current portion.

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RISK FACTORS

Before investing in the securities offered hereby, you should carefully consider the following risk factors as well as the other information contained in this prospectus. The risks described below are not the only risks we face. Additional risks not presently known to us or which we currently consider immaterial also may adversely affect us and your investment. If any of these risks or uncertainties actually occurs, our business, financial condition and operating results could be materially adversely affected.

Risks Related to the Exchange Notes

Our Substantial Level of Indebtedness Could Adversely Affect Our Business, Financial Condition or Results of Operations and Prevent Us from Fulfilling Our Obligations Under the Exchange Notes.

We have substantial indebtedness. As of December 31, 2010, we had \$1.36 billion of total indebtedness and our revolving credit facilities would permit additional borrowings of up to \$475 million.

Our substantial indebtedness could have important consequences to you, including the following:

it may be more difficult for us to satisfy our obligations with respect to the exchange notes;

our ability to obtain additional financing for working capital, debt service requirements, general corporate purposes or other purposes may be impaired;

we must use a substantial portion of our cash flow to pay interest and principal on the exchange notes and our other indebtedness, which will reduce the funds available to us for other purposes;

we may be subject to restrictive financial and operating covenants in the agreements governing our and our subsidiaries' long term indebtedness;

we may be exposed to potential events of default (if not cured or waived) under financial and operating covenants contained in our or our subsidiaries' debt instruments that could have a material adverse effect on our business, results of operations and financial condition;

we may be vulnerable to economic downturns and adverse industry conditions, including a downturn in pricing of the products we distribute;

our ability to capitalize on business opportunities and to react to pressures and changing market conditions in our industry and in our customers' industries as compared to our competitors may be compromised due to our high level of indebtedness;

our ability to compete with other companies who are not as highly leveraged may be limited; and

our ability to refinance our indebtedness, including the exchange notes, may be limited.

We May Be Unable to Service Our Indebtedness, Including the Exchange Notes.

Our ability to make scheduled debt payments, to refinance our obligations with respect to our indebtedness and to fund capital and non-capital expenditures necessary to maintain the condition of our operating assets, properties and systems software, as well as to provide capacity for the growth of our business, depends on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and financial, business, competitive, legal and other factors. Our business may not generate sufficient cash flow from operations, and future borrowings may not be available to us under our credit facilities in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. We may seek to sell assets to fund our liquidity needs but may not be able to do so.

In addition, prior to the repayment of the exchange notes, we will be required to refinance our revolving credit facility. We can give no assurance that we will be able to refinance any of our debt, including our revolving credit facility, on commercially reasonable terms or at all. If we were unable to make payments or refinance our debt or obtain new financing under these circumstances, we would have to consider other options, such as sales of assets, sales of equity and/or negotiations with our lenders to restructure the applicable debt. Our revolving credit facility

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and the indenture governing the exchange notes may restrict, or market or business conditions may limit, our ability to avail ourselves of some or all of these options.

The borrowings under certain of our credit facilities bear interest at variable rates and other debt we incur could likewise be variable-rate debt. If market interest rates increase, variable-rate debt will create higher debt service requirements, which could adversely affect our cash flow. While we may enter into agreements limiting our exposure to higher interest rates, any such agreements may not offer complete protection from this risk.

Despite Our Current Indebtedness Level, We and Our Subsidiaries May Still Be Able to Incur Substantially More Debt, Which Could Exacerbate the Risks Associated with Our Substantial Indebtedness.

As of December 31, 2010, we had \$311 million of secured indebtedness outstanding under our and our subsidiaries revolving credit facilities and up to \$475 million would have been available for borrowing under our and our subsidiaries revolving credit facilities. The terms of the indenture governing the exchange notes and our revolving credit facility permit us to incur substantial additional indebtedness in the future, including secured indebtedness. If we incur any additional indebtedness that ranks equal to the exchange notes, the holders of that debt will be entitled to share ratably with the holders of the exchange notes in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of us. In particular, the terms of the indenture allow us to incur a substantial amount of incremental debt which ranks equal to the exchange notes and is secured by the same collateral as the exchange notes, including various amounts of debt permitted under the definition of Permitted Liens in the Description of Exchange Notes. See Description of Exchange Notes Certain Covenants Incurrence of Indebtedness and Issuance of Disqualified Stock and Preferred Stock. If new debt is added to our or our subsidiaries current debt levels, the related risks that we now face could intensify.

Our Debt Instruments, Including the Indenture Governing the Exchange Notes and Our Revolving Credit Facility, Impose Significant Operating and Financial Restrictions on us. If We Default Under Any of These Debt Instruments, We May Not Be Able to Make Payments on the Exchange Notes.

The indenture and our revolving credit facility impose significant operating and financial restrictions on us. These restrictions limit our ability to, among other things:

- incur additional indebtedness or guarantee obligations;
- issue certain preferred stock or disqualified capital stock;
- pay dividends or make certain other restricted payments;
- make certain payments on debt that is subordinated or secured on a basis junior to the exchange notes;
- make investments or acquisitions;
- create liens or other encumbrances;
- transfer or sell certain assets or merge or consolidate with another entity;
- create restrictions on the payment of dividends or other amounts to us from restricted subsidiaries;
- engage in transactions with affiliates; and

engage in certain business activities.

Any of these restrictions could limit our ability to plan for or react to market conditions and could otherwise restrict corporate activities. See [Description of Certain Indebtedness](#) and [Description of Exchange Notes](#) .

Our ability to comply with these covenants may be affected by events beyond our control, and an adverse development affecting our business could require us to seek waivers or amendments of covenants, alternative or additional sources of financing or reductions in expenditures. We can give no assurance that such waivers, amendments or alternative or additional financings could be obtained or, if obtained, would be on terms acceptable to us.

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A breach of any of the covenants or restrictions contained in any of our existing or future financing agreements could result in a default or an event of default under those agreements. Such a default or event of default could allow the lenders under our financing agreements, if the agreements so provide, to discontinue lending, to accelerate the related debt as well as any other debt to which a cross-acceleration or cross-default provision applies, and to declare all borrowings outstanding thereunder to be due and payable. In addition, the lenders could terminate any commitments they had made to supply us with further funds. If the lenders require immediate repayments, we may not be able to repay them and also repay the exchange notes in full.

Your Right to Receive Payments on the Exchange Notes is Effectively Subordinated to the Rights of Lenders Under Our Revolving Credit Facility to the Extent of the Value of the Collateral Securing the Revolving Credit Facility on a Senior Lien Basis.

The exchange notes and the guarantees by our subsidiaries are secured by (1) a senior lien on substantially all of our and such guarantors' tangible and intangible assets, other than the collateral securing our revolving credit facility and (2) a junior lien on our and such guarantors' accounts receivable, inventory and related assets which secure our revolving credit facility on a senior lien basis, in each case subject to certain excluded assets and permitted liens. The lenders under our revolving credit facility and certain other permitted secured debt will have claims that are prior to the claims of holders of the exchange notes to the extent of the value of the assets securing that other indebtedness on a senior basis. In the event of any distribution or payment of our assets in any foreclosure, dissolution, winding-up, liquidation, reorganization or other bankruptcy proceeding, the lenders under our revolving credit facility will have a prior claim to those of our assets that constitute their collateral. After claims of the lenders under the revolving credit facility have been satisfied in full, to the extent of the value of the collateral securing the revolving credit facility on a senior lien basis, there may be no assets remaining under the revolving credit facility collateral that may be applied to satisfy the claims of holders of the exchange notes. As a result, holders of exchange notes may receive less, ratably, than the lenders under our revolving credit facility.

As of December 31, 2010, the notes and the related guarantees were effectively subordinated to \$286 million of secured debt under our revolving credit facility to the extent of the collateral securing the revolving credit facility on a senior basis, and up to \$360 million was available for borrowing as additional secured debt under our revolving credit facility. In addition, the indenture governing the notes allows us to increase the size of the revolving credit facility, or refinance or replace the revolving credit facility, and the notes and guarantees would be effectively subordinated to amounts borrowed under such increased, refinanced or replacement revolving credit facility. We expect that this subordination will continue until the notes are retired, repaid or otherwise redeemed.

Your Right to Receive Payment on the Exchange Notes Will Be Structurally Subordinated to the Liabilities of Our Non-Guarantor Subsidiaries.

Not all of our subsidiaries will be required to guarantee the exchange notes. For example, our foreign subsidiaries, certain immaterial subsidiaries and our subsidiaries (other than wholly-owned domestic subsidiaries) that do not guarantee the revolving credit facility or any other indebtedness of the Issuer or the Subsidiary Guarantors will not guarantee the exchange notes. Creditors of our non-guarantor subsidiaries (including trade creditors) will generally be entitled to payment from the assets of those subsidiaries before those assets can be distributed to us. As a result, the exchange notes will be structurally subordinated to the prior payment of all of the debts (including trade payables) of our non-guarantor subsidiaries. In the event of a bankruptcy, liquidation or reorganization of any of our non-guarantor subsidiaries, holders of their indebtedness and their trade creditors will generally be entitled to payment of their claims from the assets of those subsidiaries before any assets are made available for distribution to us.

As of December 31, 2010, the notes and the related guarantees were effectively subordinated to \$286 million of secured debt under our revolving credit facility to the extent of the collateral securing the revolving credit facility on a

senior basis, and up to \$360 million was available for borrowing as additional secured debt under our revolving credit facility. In addition, the indenture governing the notes allows us to increase the size of the revolving credit facility, or refinance or replace the revolving credit facility, and the notes and guarantees would be effectively subordinated to amounts borrowed under such increased, refinanced or replacement revolving credit facility. We expect that this subordination will continue until the notes are retired, repaid or otherwise redeemed.

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We May Not Have the Ability to Raise the Funds Necessary to Finance the Change of Control Offer or the Asset Sale Offer Required by the Indenture Governing the Exchange Notes.

Upon the occurrence of a change of control, as defined in the indenture governing the exchange notes, we must offer to buy back the exchange notes at a price equal to 101% of the principal amount, together with any accrued and unpaid interest, if any, to the date of the repurchase. Similarly, we must offer to buy back the exchange notes (or repay other indebtedness in certain circumstances) at a price equal to 100% of the principal amount of the exchange notes (or other debt) purchased, together with accrued and unpaid interest, if any, to the date of repurchase, with the proceeds of certain asset sales (as defined in the indenture). Our failure to purchase, or give notice of purchase of, the exchange notes would be a default under the indenture governing the exchange notes, which would also trigger a cross default under our revolving credit facility. See Description of Exchange Notes Repurchase at the Option of Holders Change of Control.

If a change of control or asset sale occurs that would require us to repurchase the exchange notes, it is possible that we may not have sufficient liquidity or assets to make the required repurchase of exchange notes or to satisfy all obligations under our revolving credit facility and the indenture governing the exchange notes. A change of control would also trigger a default under our revolving credit facility. In order to satisfy our obligations, we could seek to refinance the indebtedness under our revolving credit facility and the indenture governing the exchange notes or obtain a waiver from the lenders or you as a holder of the exchange notes. We can give no assurance that we would be able to obtain a waiver or refinance our indebtedness on terms acceptable to us, if at all.

Certain Restrictive Covenants in the Indenture Governing the Exchange Notes Will Be Suspended if Such Notes Achieve Investment Grade Ratings.

Most of the restrictive covenants in the indenture governing the exchange notes will not apply for so long as the exchange notes achieve investment grade ratings from Moody's Investors Service, Inc. and Standard & Poor's Rating Services, and no default or event of default has occurred. If these restrictive covenants cease to apply, we may take actions, such as incurring additional debt, undergoing a change of control transaction or making certain dividends or distributions that would otherwise be prohibited under the indenture. Ratings are given by these rating agencies based upon analyses that include many subjective factors. We can give no assurance that the exchange notes will achieve investment grade ratings, nor that investment grade ratings, if granted, will reflect all of the factors that would be important to holders of the exchange notes.

Certain Affiliates of The Goldman Sachs Group, Inc. Own a Significant Majority of the Equity of Our Indirect Parent. Conflicts of Interest May Arise Because Affiliates of the Principal Stockholder of Our Indirect Parent Have Continuing Agreements and Business Relationships with Us.

Certain affiliates of The Goldman Sachs Group, Inc. (the Goldman Sachs Funds), an affiliate of Goldman, Sachs & Co., are the majority owners of PVF Holdings LLC, our indirect parent company. The Goldman Sachs Funds will have the power, subject to certain exceptions, to direct our affairs and policies. A majority of the voting power of the Board of Directors of PVF Holdings LLC is held by directors who have been designated by the Goldman Sachs Funds. Through such representation on the Board of Directors of PVF Holdings LLC, the Goldman Sachs Funds will be able to substantially influence the appointment of management, the entering into of mergers and sales of substantially all assets and other extraordinary transactions. Furthermore, an affiliate of the Goldman Sachs Funds is a joint lead arranger for our revolving credit facility.

The interests of the Goldman Sachs Funds and their respective affiliates could conflict with your interests. For example, if we encounter financial difficulties or are unable to pay our debts as they mature, the interests of the Goldman Sachs Funds as an equity holder might conflict with your interests as an exchange note holder. The Goldman

Sachs Funds may also have an interest in pursuing acquisitions, divestitures, financings or other transactions that, in their judgment, could enhance their equity investments, although such transactions might involve risks to you as a holder of exchange notes. The Goldman Sachs Funds are in the business of making investments in companies and may directly, or through affiliates, from time to time, acquire and hold interests in businesses that compete directly or indirectly with us and they may either directly, or through affiliates, also maintain business relationships with companies that may directly compete with us. In general, the Goldman Sachs

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Funds or their affiliates could pursue business interests or exercise their power as majority owners of PVF Holdings LLC in ways that are detrimental to you as a holder of exchange notes but beneficial to themselves or to other companies in which they invest or with whom they have a material relationship. Conflicts of interest could also arise with respect to business opportunities that could be advantageous to the Goldman Sachs Funds and they may pursue acquisition opportunities that may be complementary to our business, and as a result, those acquisition opportunities may not be available to us. Under the terms of our certificate of incorporation, the Goldman Sachs Funds have no obligation to offer us corporate opportunities. See [Principal Stockholders](#) , [Certain Relationships and Related Party Transactions](#) , and [Description of Exchange Notes](#) .

As a result of these relationships, the interests of the Goldman Sachs Funds may not coincide with your interests as holders of exchange notes. So long as the Goldman Sachs Funds continue to own a significant majority of our equity, the Goldman Sachs Funds will continue to be able to strongly influence or effectively control our decisions, including potential mergers or acquisitions, asset sales and other significant corporate transactions.

You May Have Difficulty Selling the Outstanding Notes Which You do Not Exchange.

If you do not exchange your outstanding notes for the exchange notes offered in this exchange offer, you will continue to be subject to the restrictions on the transfer and exchange of your outstanding notes. Those transfer restrictions are described in the indenture relating to the exchange notes and in the legend contained on the outstanding notes, and arose because we originally issued the outstanding notes under exemptions from, and in transactions not subject to, the registration requirements of the Securities Act.

In general, you may offer or sell your outstanding notes only if they are registered under the Securities Act and applicable state securities laws, or if they are offered and sold under an exemption from, or in a transaction not subject to, those requirements. After completion of this exchange offer, we do not intend to register the outstanding notes under the Securities Act.

If a large number of outstanding notes are exchanged for notes issued in the exchange offer, it may be more difficult for you to sell your unexchanged outstanding notes. In addition, upon completion of the exchange offer, holders of any remaining outstanding notes will not be entitled to any further registration rights under the exchange and registration rights agreements, except under limited circumstances.

There is no Prior Public Market for the Exchange Notes. If an Actual Trading Market does Not Exist or is Not Maintained for the Exchange Notes, You May Not Be Able To Resell Them Quickly, for the Price That You Paid or at All.

We cannot assure you that an established trading market for the exchange notes will exist or be maintained. Although the exchange notes may be resold or otherwise transferred by the holders without compliance with the registration requirements under the Securities Act, they will constitute a new issue of securities with no established trading market.

We do not intend to apply for the notes or the exchange notes to be listed on any securities exchange or to arrange for quotation of the notes on any automated dealer quotation systems. The initial purchasers of the outstanding notes have advised us that they intend to make a market in the exchange notes, but they are not obligated to do so. Each initial purchaser may discontinue any market making in the exchange notes at any time, in its sole discretion. As a result, we cannot assure you as to the liquidity of any trading market for the notes or the exchange notes. Because Goldman, Sachs & Co. may be construed to be our affiliate, Goldman, Sachs & Co. may be required to deliver a current market making prospectus and otherwise comply with the registration requirements of the Securities Act in any secondary market sale of the exchange notes. Accordingly, the ability of Goldman, Sachs & Co. to make a market in the

exchange notes may, in part, depend on our ability to maintain a current market making prospectus.

We also cannot assure you that you will be able to sell your exchange notes at a particular time or at all, or that the prices that you receive when you sell them will be favorable. If no active trading market exists or is maintained,

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you may not be able to resell your exchange notes at their fair market value, or at all. The liquidity of, and trading market for, the exchange notes may also be adversely affected by, among other things:

- prevailing interest rates;
- our operating performance and financial condition;
- the interest of securities dealers in making a market; and
- the market for similar securities.

Historically, the market for non-investment grade debt has been subject to disruptions that have caused volatility in prices of securities similar to the exchange notes. It is possible that the market for the exchange notes will be subject to disruptions. Any disruptions may have a negative effect on holders of the exchange notes, regardless of our prospects and financial performance.

Assuming the Issuance of Outstanding Notes on February 11, 2010 Constituted a Qualified Reopening of our 9.50% Senior Secured Notes due December 15, 2016 for United States Federal Income Tax Purposes, the Exchange Notes Issued in Exchange for Those Outstanding Notes Will Be Treated As Issued with the Same Amount of Original Issue Discount as the Exchange Notes Issued in Exchange for the Outstanding Notes Issued on December 21, 2009 for United States Federal Income Tax Purposes.

We issued \$1,000,000,000 and \$50,000,000 aggregate principal amount of our 9.50% senior secured notes due December 15, 2016 on December 21, 2009 and February 11, 2010, respectively.

The stated principal amount of the notes issued on December 21, 2009 (the outstanding December notes) exceeded the issue price of the outstanding December notes by an amount in excess of the statutory de minimis amount. Accordingly, the outstanding December notes were issued with original issue discount for United States federal income tax purposes.

We have taken the position that the issuance of outstanding notes on February 11, 2010 (the outstanding February notes) constituted a qualified reopening of our 9.50% senior secured notes due December 15, 2016 for United States federal income tax purposes. Accordingly, we have treated all of the outstanding February notes as having the same issue price as the outstanding December notes and therefore as having been issued with the same amount of original issue discount as the outstanding December notes for United States federal income tax purposes.

However, the application of the qualified reopening rules is not entirely clear, and it is possible that the outstanding February notes could be treated as a separate issue from the outstanding December notes, with an issue price determined by the first price at which a substantial amount of the outstanding February notes was sold (other than to bond houses, brokers or similar persons or organizations acting in the capacity of underwriters, placement agents or wholesalers). In that event, the outstanding February notes would have been issued with original issue discount in an amount different from the amount of original issue discount on the outstanding December notes, the outstanding February notes would not have been fungible with the outstanding December notes for United States federal income tax purposes and the exchange notes received in exchange for the outstanding February notes would not be fungible with the exchange notes received in exchange for the outstanding December notes for United States federal income tax purposes. See Certain Material United States Federal Tax Considerations Qualified Reopening .

For United States federal income tax purposes, U.S. Holders will be required to include the original issue discount in gross income (as ordinary income) as it accrues on a constant yield basis in advance of the receipt of the cash payment

to which such income is attributable (regardless of whether such U.S. Holders use the cash or accrual method of tax accounting). See Certain Material United States Federal Tax Considerations Stated Interest and Original Issue Discount . Additionally, in the event we enter into bankruptcy, you may not have a claim for all or a portion of any unamortized amount of the original issue discount on the exchange notes.

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Risks Related to the Collateral and the Guarantees

The Value of the Collateral Securing the Exchange Notes May Not Be Sufficient to Satisfy Our Obligations Under the Exchange Notes.

No appraisal of the fair market value of the collateral securing the exchange notes has been made in connection with this offering and the value of the collateral will depend on market and economic conditions, the availability of buyers and other factors. We can give no assurance to you of the value of the collateral or that the net proceeds received upon a sale of the collateral would be sufficient to repay all, or would not be substantially less than, amounts due on the exchange notes following a foreclosure upon the collateral (and any payments in respect of prior liens) or a liquidation of our assets or the assets of the guarantors that may grant these security interests.

In the event of a liquidation or foreclosure, the value of the collateral securing the exchange notes is subject to fluctuations based on factors that include general economic conditions, the actual fair market value of the collateral at such time, the timing and the manner of the sale and the availability of buyers and similar factors. The value of the assets pledged as collateral for the exchange notes also could be impaired in the future as a result of our failure to implement our business strategy, competition or other future trends. In addition, courts could limit recoverability with respect to the collateral if they apply laws of a jurisdiction other than the State of New York to a proceeding and deem a portion of the interest claim usurious in violation of applicable public policy. By its nature, some or all of the collateral may be illiquid and may have no readily ascertainable market value. Likewise, we can give no assurance to you that the collateral will be saleable or, if saleable, that there will not be substantial delays in its liquidation. A portion of the collateral includes assets that may only be usable, and thus retain value, as part of our existing operating business. Accordingly, any such sale of the collateral separate from the sale of certain of our operating businesses may not be feasible or of significant value. To the extent that liens, rights and easements granted to third parties encumber assets located on property owned by us or the subsidiary guarantors or constitute senior, pari passu or subordinate liens on the collateral, those third parties have or may exercise rights and remedies with respect to the property subject to such encumbrances (including rights to require marshalling of assets) that could adversely affect the value of the collateral located at a particular site and the ability of the collateral trustee to realize or foreclose on the collateral at that site.

In addition, the asset sale covenant and the definition of asset sale in the indenture governing the exchange notes have a number of significant exceptions pursuant to which we will be able to sell Notes Priority Collateral (as such term is defined in the indenture governing the exchange notes) without being required to reinvest the proceeds of such sale into assets that will comprise Notes Priority Collateral or to make an offer to the holders of the exchange notes to repurchase the exchange notes.

The Intercreditor Agreement Limits the Ability of Holders of Exchange Notes to Exercise Rights and Remedies with Respect to the ABL Priority Collateral.

The rights of the holders of the exchange notes with respect to the ABL Priority Collateral (as such term is defined in the indenture governing the exchange notes) securing the exchange notes on a junior basis are substantially limited by the terms of the lien ranking and other provisions in the intercreditor agreement. Under the terms of the intercreditor agreement, at any time that any obligations that have the benefit of senior liens on the ABL Priority Collateral are outstanding, almost any action that may be taken in respect of the ABL Priority Collateral, including the rights to exercise remedies with respect to, release liens on, challenge the liens on or object to actions taken by the administrative agent under our revolving credit facility with respect to, the ABL Priority Collateral, will be at the direction of the holders of the obligations secured by the senior liens on the ABL Priority Collateral, and the collateral trustee, on behalf of noteholders with junior liens on the ABL Priority Collateral, will not have the ability to control or direct such actions, even if the rights of noteholders are adversely affected. The lenders under the revolving credit

facility may cause the collateral agent for such facility to dispose of, release or foreclose on or take other actions with respect to, the ABL Priority Collateral with which holders of the exchange notes may disagree or that may be contrary to the interests of holders of the exchange notes.

In addition, the intercreditor agreement contains certain provisions benefiting holders of indebtedness under our revolving credit facility that prevent the collateral trustee from objecting to a number of important matters

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regarding the ABL Priority Collateral following the filing of a bankruptcy. After such filing, the value of the ABL Priority Collateral could materially deteriorate and noteholders would be unable to raise an objection.

See Description of Exchange Notes The Intercreditor Agreement .

The Rights of the Holders of Exchange Notes to the ABL Priority Collateral Are Subject to Any Exceptions, Defects, Encumbrances, Liens and Other Imperfections That Are Accepted by the Lenders Under Our Revolving Credit Facility and Rights of the Holders of the Exchange Notes to the Notes Priority Collateral Are Similarly Subject to Any Exceptions, Defects, Encumbrances, Liens and Other Imperfections Permitted by the Indenture.

The ABL Priority Collateral is subject to any and all exceptions, defects, encumbrances, liens and other imperfections as may be accepted by the lenders under our revolving credit facility and other creditors that have the benefit of first priority liens on the collateral from time to time, whether on or after the date the exchange notes and guarantees are issued. The indenture for the exchange notes and the related security documents also permit the collateral for the exchange notes to be subject to specified exceptions, defects, encumbrances, liens and other imperfections, generally referred to as Permitted Liens .

The existence of any such exceptions, defects, encumbrances, liens and other imperfections could adversely affect the value of the collateral securing the exchange notes as well as the ability of the collateral agent to realize or foreclose on such collateral. The initial purchasers of the outstanding notes did not analyze the effect of such exceptions, defects, encumbrances, liens and imperfections, and the existence thereof could adversely affect the value of the collateral securing the exchange notes as well as the ability of the collateral agent to realize or foreclose on such collateral.

The Collateral Securing the Exchange Notes May Be Diluted Under Certain Circumstances.

The loan agreement governing our revolving credit facility and the indenture governing the exchange notes will permit us to issue additional senior secured indebtedness, including additional notes, subject to our compliance with the restrictive covenants in the indenture governing the notes and the loan agreement governing our revolving credit facility at the time we issue such additional senior secured indebtedness.

Any additional notes issued under the indenture governing the exchange notes would be guaranteed by the same guarantors and would have the same security interests, with the same priority, as currently secure the notes. As a result, the collateral securing the exchange notes (and the outstanding notes) would be shared by any additional notes the Issuer may issue under the indenture, and an issuance of such additional notes would dilute the value of the collateral compared to the aggregate principal amount of notes issued.

In addition, the indenture and our other security documents permit us and certain of our subsidiaries to incur additional priority lien debt and subordinated lien debt up to respective maximum priority lien and subordinated lien debt threshold amounts by issuing additional debt securities under one or more new indentures or by borrowing additional amounts under new credit facilities. Any additional priority lien debt or subordinated lien debt secured by the collateral would dilute the value of the rights of the holders of exchange notes to the collateral.

The Rights of Holders of Exchange Notes in the Collateral May Be Adversely Affected by the Failure to Perfect Security Interests in the Collateral (or Record Mortgages) and Other Issues Generally Associated with the Realization of Security Interests in the Collateral.

Applicable law requires that a security interest in certain tangible and intangible assets can only be properly perfected and its priority retained through certain actions undertaken by the secured party. The senior liens in all Notes Priority

Collateral from time to time owned by the Issuer or the guarantors and/or the junior liens in all ABL Priority Collateral from time to time owned by the Issuer or the guarantors may not be perfected with respect to the exchange notes and the exchange note guarantees if the grantor of such liens (or, if applicable, the collateral trustee) has not taken the actions necessary to perfect any of those liens upon or prior to the issuance of the exchange notes. For example, the collateral trustee for the exchange notes will not have the benefit of control agreements to perfect its security interest in deposit accounts or securities accounts of the Issuer or the Subsidiary Guarantors, except that

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we have agreed to use our commercially reasonable efforts to maintain a specified deposit account at PNC Bank (or any replacement of such account) subject to an account control agreement. The inability or failure of any party to take all actions necessary to create properly perfected security interests in the collateral may result in the loss of the priority of the security interest for the benefit of the noteholders to which they would have been entitled as a result of such non-perfection.

In addition, applicable law requires that certain property and rights acquired after the grant of a general security interest can only be perfected at the time such property and rights are acquired and identified. The Issuer and the guarantors will have limited obligations to perfect the security interest of the holders of exchange notes in specified collateral. Moreover, if owned real property is acquired by us or our guarantor subsidiaries in the future, a lien to secure the exchange notes with such real property would only be created and perfected by a mortgage, deed of trust or similar instrument entered into after such acquisition. We can give no assurance to you that the collateral trustee for the exchange notes or the administrative agent under our revolving credit facility will monitor, or that the Issuer or the guarantors will inform such collateral trustee or administrative agent of, the future acquisition of property and rights that constitute collateral, and that the necessary action will be taken to properly perfect the security interest in such after-acquired collateral. The collateral trustee for the exchange notes has no obligation to monitor the acquisition of additional property or rights that constitute collateral or the perfection of any security interest and will have no responsibility for any resulting loss of the security interest in the collateral or the priority of the security interest in favor of the exchange notes and the exchange note guarantees against third parties.

The security interest of the collateral trustee will be subject to practical challenges generally associated with the realization of security interests in the collateral. For example, the collateral trustee may need to obtain the consent of a third party to obtain or enforce a security interest in an asset. We can give no assurance to you that the collateral trustee will be able to obtain any such consent or that the consents of any third parties will be given when required to facilitate a foreclosure on such assets. As a result, the collateral trustee may not have the ability to foreclose upon those assets and the value of the collateral may significantly decrease.

The Collateral for the Exchange Notes Will Not Include Certain Excluded Assets .

The collateral for the exchange notes will not include Excluded Assets . These Excluded Assets include, among other things, all of the shares or other securities issued by us or our subsidiaries. Accordingly, the collateral trustee for the exchange notes would not be able to foreclose on the shares or other securities issued by us or our subsidiaries as a remedy after an event of default. One parcel of real estate that we currently own, but is a non-core asset, with a net book value of approximately \$1 million as of December 31, 2010, will not be collateral for the exchange notes. The guarantee of the exchange notes provided by McJunkin Red Man Holding Corporation will be unsecured. See Description of Exchange Notes Certain Definitions Excluded Assets .

Because Each Guarantor's Liability Under Its Guarantee May Be Reduced to Zero, Voided or Released Under Certain Circumstances, You May Not Receive any Payments from Some or All of the Guarantors.

The exchange notes have the benefit of the guarantees of the guarantors. However, the guarantees by the guarantors are limited to the maximum amount that the guarantors are permitted to guarantee under applicable law. As a result, a guarantor's liability under its guarantee could be reduced to zero, depending upon the amount of other obligations of such guarantor. Furthermore, under the circumstances discussed more fully below, a court under federal or state fraudulent conveyance and transfer statutes could void the obligations under a guarantee or further subordinate it to all other obligations of the guarantor. In addition, the exchange notes will lose the benefit of a particular guarantee if it is released under certain circumstances described under Description of Exchange Notes .

Federal and State Laws Allow Courts, Under Specific Circumstances, to Void Guarantees and Grants of Security and Require Holders of the Exchange Notes to Return Payments Received from Guarantors.

The issuer's creditors and the creditors of the guarantors could challenge the exchange note guarantees as fraudulent transfers or on other grounds. Under U.S. federal bankruptcy law and comparable provisions of state fraudulent transfer laws, the delivery of any exchange note guarantee and the grant of security by the applicable guarantor could be found to be a fraudulent transfer and declared void, or subordinated to all indebtedness and other

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liabilities of such guarantor, if a court determined that the applicable guarantor, at the time it incurred the indebtedness evidenced by its exchange note guarantee (1) delivered such exchange note guarantee with the intent to hinder, delay or defraud its existing or future creditors or (2) received less than reasonably equivalent value or did not receive fair consideration for the delivery of such exchange note guarantee and any one of the following three conditions apply:

the applicable guarantor was insolvent or was rendered insolvent as a result of such transaction;

the applicable guarantor was engaged in a business or transaction, or was about to engage in a business or transaction, for which its remaining assets constituted unreasonably small capital to carry on its business; or

the applicable guarantor intended to incur, or believed that it would incur, debt beyond its ability to pay such debt as it matured.

A court likely would find that a guarantor did not receive equivalent value or fair consideration for its exchange note guarantee unless it benefited directly or indirectly from the issuance of the exchange notes. If a court declares the issuance of the exchange notes, any exchange note guarantee or the related security agreements to be void, or if any exchange note guarantee must be limited or voided in accordance with its terms, any claim holders may make against us or the guarantors for amounts payable on the exchange notes or, in the case of the security agreements, a claim with respect to the related collateral, would, with respect to amounts claimed against the applicable guarantor, be unenforceable to the extent of any such limitation or avoidance. Sufficient funds to repay the exchange notes may not be available from other sources, including the remaining guarantors, if any. Moreover, the court could order holders to return any payments previously made by the applicable guarantor to a fund for the benefit of our creditors if such payment is made to an insider within a one year period prior to the a bankruptcy filing or within 90 days for any outside party and such payment would give the creditors more than such creditors would have received in a distribution under Title 11 of the U.S. Bankruptcy Code. In addition, the loss of a guarantee (other than in accordance with the terms of the indenture) will constitute a default under the indenture, which default could cause all notes to become immediately due and payable. If the liens were voided, holders of the exchange notes would not have the benefits of being a secured creditor against the applicable guarantor.

The measures of insolvency for purposes of these fraudulent transfer laws will vary depending upon the law applied in any proceeding to determine whether a fraudulent transfer has occurred. Generally, however, a guarantor would be considered insolvent if:

the sum of its debts, including contingent liabilities, was greater than the fair saleable value of all of its assets;

if the present fair saleable value of its assets was less than the amount that would be required to pay its probable liability on its existing debts, including contingent liabilities, as they become absolute and mature; or

it could not pay its debts as they become due.

On the basis of historical financial information, recent operating history and other factors, we believe that, after giving effect to the offering of the outstanding notes and the application of the proceeds therefrom, we were not insolvent, did not have unreasonably small capital for the business in which we are engaged and did not incur debts beyond our ability to pay such debts as they mature. However, we can give no assurance as to what standard a court would apply in making these determinations or, regardless of the standard, that a court would not limit or void any of the note guarantees.

In addition, although each guarantee will contain a provision intended to limit that guarantor's liability to the maximum amount that it could incur without causing the incurrence of obligations under its guarantee to be a

fraudulent transfer, this provision may not be effective to protect those guarantees from being voided under fraudulent transfer law, or may reduce that guarantor's obligation to an amount that effectively makes its guarantee worthless.

In the event that any of the guarantees are voided, the exchange notes will become structurally subordinated to any debt, leases or any other liabilities at that guarantor.

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Finally, as a court of equity, the bankruptcy court may subordinate the claims in respect of the exchange notes to other claims against us under the principle of equitable subordination, if the court determines that: (i) the holder of the exchange notes is engaged in some type of inequitable conduct; (ii) such inequitable conduct resulted in injury to our other creditors or conferred an unfair advantage upon the holder of the exchange notes; and (iii) equitable subordination is not inconsistent with the provisions of the U.S. Bankruptcy Code.

The Collateral Is Subject to Casualty Risks.

The indenture governing the exchange notes, the loan agreement governing our revolving credit facility and the security documents require the Issuer and the guarantors to maintain adequate insurance or otherwise insure against risks to the extent customary with companies in the same or similar business operating in the same or similar locations. There are, however, certain losses, including losses resulting from terrorist acts, which may be either uninsurable or not economically insurable, in whole or in part. As a result, we can give no assurance that the insurance proceeds will compensate us fully for our losses. If there is a total or partial loss of any of the collateral securing the exchange notes, we can give no assurance that any insurance proceeds received by us will be sufficient to satisfy all the secured obligations, including the exchange notes.

In the event of a total or partial loss to any of the mortgaged facilities, certain items of equipment and inventory may not be easily replaced. Accordingly, even though there may be insurance coverage, the extended period needed to manufacture replacement units or inventory could cause significant delays.

Any Future Note Guarantees or Additional Liens on Collateral Could Also Be Avoided by a Trustee in Bankruptcy.

The indenture governing the exchange notes provides that certain of our future subsidiaries will guarantee the exchange notes and secure their exchange note guarantees with liens on their assets. The indenture governing the exchange note also requires the Issuer and the Subsidiary Guarantors to grant liens on certain assets that they acquire. Any future exchange note guarantee or additional lien in favor of the collateral trustee for the benefit of the holders of the exchange notes might be avoidable by the grantor (as debtor-in-possession) or by its trustee in bankruptcy or other third parties if certain events or circumstances exist or occur. For instance, if the entity granting the future exchange note guarantee or additional lien were insolvent at the time of the grant and if such grant was made within 90 days before that entity commenced a bankruptcy proceeding (or one year before commencement of a bankruptcy proceeding if the creditor that benefited from the exchange note guarantee or lien is an insider under the U.S. Bankruptcy Code), and the granting of the future exchange note guarantee or additional lien enabled the holders to receive more than they would if the grantor were liquidated under chapter 7 of the U.S. Bankruptcy Code, then such note guarantee or lien could be avoided as a preferential transfer.

The Value of the Collateral Securing the Exchange Notes May Not Be Sufficient to Secure Post-Petition Interest. Should the Issuer's Obligations Under the Exchange Notes Equal or Exceed the Fair Market Value of the Collateral Securing the Exchange Notes, Holders of Exchange Notes may be Deemed to Have an Unsecured Claim.

In the event of a bankruptcy, liquidation, dissolution, reorganization or similar proceeding against the Issuer or the guarantors, holders of the exchange notes will be entitled to post-petition interest under the U.S. Bankruptcy Code only if the value of their security interest in the collateral is greater than their pre-bankruptcy claim. Exchange note holders may be deemed to have an unsecured claim if the Issuer's obligations under the exchange notes equal or exceed the fair market value of the collateral securing the exchange notes. Exchange note holders that have a security interest in the collateral with a value equal to or less than their pre-bankruptcy claim will not be entitled to post-petition interest under the U.S. Bankruptcy Code. The bankruptcy trustee, the debtor-in-possession or competing creditors could possibly assert that the fair market value of the collateral with respect to the exchange notes on the

date of the bankruptcy filing was less than the then-current principal amount of the exchange notes. Upon a finding by a bankruptcy court that the exchange notes are under-collateralized, the claims in the bankruptcy proceeding with respect to the exchange notes would be bifurcated between a secured claim and an unsecured claim, and the unsecured claim would not be entitled to the benefits of security in the collateral. Other consequences of a finding of under-collateralization would be, among other things, a lack of entitlement on the part of exchange

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note holders to receive post-petition interest and a lack of entitlement on the part of the unsecured portion of the exchange notes to receive other adequate protection under U.S. federal bankruptcy laws. In addition, if any payments of post-petition interest were made at the time of such a finding of under-collateralization, such payments could be re-characterized by the bankruptcy court as a reduction of the principal amount of the secured claim with respect to exchange notes. No appraisal of the fair market value of the collateral securing the exchange notes has been prepared in connection with this offering and, therefore, the value of the collateral trustee's interest in the collateral may not equal or exceed the principal amount of the exchange notes. We can give no assurance that there will be sufficient collateral to satisfy our and the Subsidiary Guarantors' obligations under the exchange notes.

U.S. Federal Bankruptcy Laws May Significantly Impair the Ability of Exchange Note Holders to Realize Value from the Collateral.

The right of the collateral trustee to repossess and dispose of the collateral securing the exchange notes upon the occurrence of an event of default under the indenture governing the exchange notes is likely to be significantly impaired by U.S. federal bankruptcy law if bankruptcy proceedings were to be commenced by or against the Issuer or any guarantor prior to or possibly even after the collateral trustee has repossessed and disposed of the collateral. Under the U.S. Bankruptcy Code, a secured creditor is prohibited from repossessing its security from a debtor in a bankruptcy proceeding, or from disposing of security repossessed from such debtor, without the approval of the bankruptcy court. Moreover, the U.S. Bankruptcy Code permits the debtor to continue to retain and to use the collateral, and the proceeds, products, rents or profits of the collateral, even after the debtor is in default under the applicable debt instruments, provided that the secured creditor is given adequate protection. The meaning of the term adequate protection may vary according to circumstances, but it is intended in general to protect the value of the secured creditor's interest in the collateral and may include cash payments or the granting of additional security, if and at such times as the court in its discretion determines, for any diminution in the value of the collateral as a result of the stay of repossession or disposition or any use of the collateral by the debtor during the pendency of the bankruptcy proceeding. Generally, adequate protection payments, in the form of interest or otherwise, are not required to be paid by a debtor to a secured creditor unless the bankruptcy court determines that the value of the secured creditor's interest in the collateral is declining during the pendency of the bankruptcy case. In addition, the bankruptcy court may determine not to provide cash payments as adequate protection to the holders of the exchange notes if, among other possible reasons, the bankruptcy court determines that the fair market value of the collateral with respect to the exchange notes on the date of the bankruptcy filing was less than the then-current principal amount of the exchange notes. In view of the broad discretionary powers of a bankruptcy court, the imposition of the stay, and the lack of a precise definition of the term adequate protection, we cannot predict (1) how long payments on the exchange notes could be delayed following commencement of a bankruptcy proceeding, (2) whether or when the collateral trustee would repossess or dispose of the collateral or (3) whether or to what extent exchange note holders would be compensated for any delay in payment or loss of value of the collateral through the requirements of adequate protection. Furthermore, in the event the bankruptcy court determines that the value of the collateral is not sufficient to repay all amounts due on the exchange notes, holders would have undersecured claims. U.S. federal bankruptcy laws do not permit the payment or accrual of interest, costs and attorneys' fees for undersecured claims during the debtor's bankruptcy proceeding.

In the Event of a Bankruptcy Proceeding, Holders of the Exchange Notes may not be Entitled to Recover the Principal Amount of the Exchange Notes to the Extent of any Unamortized Original Issue Discount.

In the event of a bankruptcy proceeding, the bankruptcy court could decide that holders of the exchange notes are only entitled to recover the amortized portion of the original issue discount on the exchange notes. Accordingly, to the extent the original issue discount on the exchange notes has not been amortized, holders of the exchange notes may not be entitled to recover the full principal amount of the exchange notes.

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Risks Related to Our Business

Decreased Capital and Other Expenditures in the Energy Industry, Which Can Result from Decreased Oil and Natural Gas Prices, Among Other Things, Can Materially and Adversely Affect Our Business, Results of Operations and Financial Condition.

A large portion of our revenue depends upon the level of capital and other expenditures in the oil and natural gas industry, including capital and other expenditures in connection with exploration, drilling, production, gathering, transportation, refining and processing operations. Demand for the products we distribute and services we provide is particularly sensitive to the level of exploration, development and production activity of, and the corresponding capital and other expenditures by, oil and natural gas companies. A material decline in oil or natural gas prices could depress levels of exploration, development and production activity, and therefore could lead to a decrease in our customers capital and other expenditures. If our customers expenditures decline, our business will suffer.

Prices for oil and natural gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and natural gas, market uncertainty, and a variety of other factors that are beyond our control. Oil and natural gas prices during much of 2008 were at levels higher than historical long term averages, and worldwide oil and natural gas drilling and exploration activity during much of 2008 was also at very high levels. Oil and natural gas prices decreased during the second half of 2008 and during 2009. This sustained decline in oil and natural gas prices has resulted, and may continue to result, in decreased capital expenditures in the oil and natural gas industry, and has had an adverse effect on our business, results of operations and financial condition. A further sustained decrease in capital expenditures in the oil and natural gas industry could have a material adverse effect on our business, results of operations and financial condition.

Many factors affect the supply of and demand for energy and therefore influence oil and natural gas prices, including:

the level of domestic and worldwide oil and natural gas production and inventories;

the level of drilling activity and the availability of attractive oil and natural gas field prospects, which may be affected by governmental actions, such as regulatory actions or legislation, or other restrictions on drilling, including those related to environmental concerns;

the discovery rate of new oil and natural gas reserves and the expected cost of developing new reserves;

the actual cost of finding and producing oil and natural gas;

depletion rates;

domestic and worldwide refinery overcapacity or undercapacity and utilization rates;

the availability of transportation infrastructure and refining capacity;

increases in the cost of the products that we provide to the oil and natural gas industry, which may result from increases in the cost of raw materials such as steel;

shifts in end-customer preferences toward fuel efficiency and the use of natural gas;

the economic and/or political attractiveness of alternative fuels, such as coal, hydrocarbon, wind, solar energy and biomass-based fuels;

increases in oil and natural gas prices and/or historically high oil and natural gas prices, which could lower demand for oil and natural gas products;

worldwide economic activity including growth in countries that are not members of the Organisation for Economic Co-operation and Development (non-OECD countries), including China and India;

interest rates and the cost of capital;

national government policies, including government policies which could nationalize or expropriate oil and natural gas exploration, production, refining or transportation assets;

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the ability of the Organization of Petroleum Exporting Countries (OPEC) to set and maintain production levels and prices for oil;

the impact of armed hostilities, or the threat or perception of armed hostilities;

pricing and other actions taken by competitors that impact the market;

environmental regulation;

technological advances;

global weather conditions and natural disasters;

an increase in the value of the U.S. dollar relative to foreign currencies; and

tax policies.

Oil and natural gas prices have been and are expected to remain volatile. This volatility has historically caused oil and natural gas companies to change their strategies and expenditure levels from year to year. We have experienced in the past, and we will likely experience in the future, significant fluctuations in operating results based on these changes. In particular, such volatility in the oil and natural gas markets could materially adversely affect our business, results of operations and financial condition.

Our Business, Results of Operations and Financial Condition May Be Materially and Adversely Affected by General Economic Conditions.

Many aspects of our business, including demand for the products we distribute and the pricing and availability of supplies, are affected by U.S. and global general economic conditions. General economic conditions and predictions regarding future economic conditions also affect our forecasts, and a decrease in demand for the products we distribute or other adverse effects resulting from an economic downturn may cause us to fail to achieve our anticipated financial results. General economic factors beyond our control that affect our business and end markets include interest rates, recession, inflation, deflation, consumer credit availability, consumer debt levels, performance of housing markets, energy costs, tax rates and policy, unemployment rates, commencement or escalation of war or hostilities, the threat or possibility of war, terrorism or other global or national unrest, political or financial instability, and other matters that influence spending by our customers. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency or increase in magnitude. The global economic downturn has adversely affected our business, results of operations and financial condition, and continued adverse economic conditions could have a material adverse effect on our business, results of operations and financial condition.

We May Be Unable to Compete Successfully with Other Companies in Our Industry.

We sell products and services in very competitive markets. In some cases, we compete with large oilfield services providers with substantial resources and smaller regional players that may increasingly be willing to provide similar products and services at lower prices. Our revenues and earnings could be adversely affected by competitive actions such as price reductions, improved delivery and other actions by competitors. Our business, results of operations and financial condition could be materially and adversely affected to the extent that our competitors are successful in reducing our customers' purchases of products and services from us. Competition could also cause us to lower our prices which could reduce our margins and profitability.

Demand for the Products We Distribute Could Decrease if the Manufacturers of Those Products Were to Sell a Substantial Amount of Goods Directly to End Users in the Markets We Serve.

Historically, users of PVF and related products have purchased certain amounts of such products through distributors and not directly from manufacturers. If customers were to purchase the products that we sell directly from manufacturers, or if manufacturers sought to increase their efforts to sell directly to end users, our business, results of operations and financial condition could be materially and adversely affected. These or other

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developments that remove us from, or limit our role in, the distribution chain, may harm our competitive position in the marketplace and reduce our sales and earnings.

We May Experience Unexpected Supply Shortages.

We distribute products from a wide variety of manufacturers and suppliers. Nevertheless, in the future we may have difficulty obtaining the products we need from suppliers and manufacturers as a result of unexpected demand or production difficulties. Also, products may not be available to us in quantities sufficient to meet our customer demand. Our inability to obtain sufficient products from suppliers and manufacturers, in sufficient quantities, could have a material adverse effect on our business, results of operations and financial condition.

We May Experience Cost Increases From Suppliers, Which We May Be Unable to Pass on to Our Customers.

In the future, we may face supply cost increases due to, among other things, unexpected increases in demand for supplies, decreases in production of supplies or increases in the cost of raw materials or transportation. Our inability to pass supply price increases on to our customers could have a material adverse effect on our business, results of operations and financial condition. For example, we may be unable to pass increased supply costs on to our customers because significant amounts of our sales are derived from stocking program arrangements, contracts and MRO arrangements which provide our customers time limited price protection, which may obligate us to sell products at a set price for a specific period. In addition, if supply costs increase, our customers may elect to purchase smaller amounts of products or may purchase products from other distributors. While we may be able to work with our customers to reduce the effects of unforeseen price increases because of our relationships with them, we may not be able to reduce the effects of such cost increases. In addition, to the extent that competition leads to reduced purchases of products or services from us or a reduction of our prices, and such reductions occur concurrently with increases in the prices for selected commodities which we use in our operations, including steel, nickel and molybdenum, the adverse effects described above would likely be exacerbated and could result in a prolonged downturn in profitability.

We Do Not Have Contracts with Most of Our Suppliers. The Loss of a Significant Supplier Would Require Us to Rely More Heavily on Our Other Existing Suppliers or to Develop Relationships with New Suppliers, and Such a Loss May Have a Material Adverse Effect on Our Business, Results of Operations and Financial Condition.

Given the nature of our business, and consistent with industry practice, we do not have contracts with most of our suppliers. Purchases are generally made through purchase orders. Therefore, most of our suppliers have the ability to terminate their relationships with us at any time. Approximately 39% of our total purchases during the year ended December 31, 2010 were from our ten largest suppliers. Although we believe there are numerous manufacturers with the capacity to supply the products we distribute, the loss of one or more of our major suppliers could have a material adverse effect on our business, results of operations and financial condition. Such a loss would require us to rely more heavily on our other existing suppliers or develop relationships with new suppliers, which may cause us to pay higher prices for products due to, among other things, a loss of volume discount benefits currently obtained from our major suppliers.

Price Reductions by Suppliers of Products Sold by Us Could Cause the Value of Our Inventory to Decline. Also, Such Price Reductions Could Cause Our Customers to Demand Lower Sales Prices for These Products, Possibly Decreasing Our Margins and Profitability on Sales to the Extent that Our Inventory of Such Products Was Purchased at the Higher Prices Prior to Supplier Price Reductions and We Are Required to Sell Such Products to Our Customers at the Lower Market Prices.

The value of our inventory could decline as a result of price reductions by manufacturers of products sold by us. We have been selling the same types of products to our customers for many years (and therefore do not expect that our

inventory will become obsolete). However, there is no assurance that a substantial decline in product prices would not result in a write-down of our inventory value. Such a write-down could have a material adverse effect on our financial condition.

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Also, decreases in the market prices of products sold by us could cause customers to demand lower sale prices from us. These price reductions could reduce our margins and profitability on sales with respect to such lower-priced products. Reductions in our margins and profitability on sales could have a material adverse effect on our business, results of operations, and financial condition.

A Substantial Decrease in the Price of Steel Could Significantly Lower Our Gross Profit or Cash Flow.

We distribute many products manufactured from steel and, as a result, our business is significantly affected by the price and supply of steel. When steel prices are lower, the prices that we charge customers for products may decline, which affects our gross profit and cash flow. The steel industry as a whole is cyclical and at times pricing and availability of steel can be volatile due to numerous factors beyond our control, including general domestic and international economic conditions, labor costs, sales levels, competition, consolidation of steel producers, fluctuations in the costs of raw materials necessary to produce steel, import duties and tariffs and currency exchange rates. When steel prices decline, customer demands for lower prices and our competitors' responses to those demands could result in lower sale prices and, consequently, lower gross profit or cash flow.

If Steel Prices Rise, We May Be Unable to Pass Along the Cost Increases to Our Customers.

We maintain inventories of steel products to accommodate the lead time requirements of our customers. Accordingly, we purchase steel products in an effort to maintain our inventory at levels that we believe to be appropriate to satisfy the anticipated needs of our customers based upon historic buying practices, contracts with customers and market conditions. Our commitments to purchase steel products are generally at prevailing market prices in effect at the time we place our orders. If steel prices increase between the time we order steel products and the time of delivery of such products to us, our suppliers may impose surcharges that require us to pay for increases in steel prices during such period. Demand for the products we distribute, the actions of our competitors, and other factors will influence whether we will be able to pass such steel cost increases and surcharges on to our customers, and we may be unsuccessful in doing so.

We Do Not Have Long-Term Contracts or Agreements with Many of Our Customers and the Contracts and Agreements That We Do Have Generally Do Not Commit Our Customers to Any Minimum Purchase Volume. The Loss of a Significant Customer May Have a Material Adverse Effect on Our Business, Results of Operations and Financial Condition.

Given the nature of our business, and consistent with industry practice, we do not have long-term contracts with many of our customers and our contracts, including our MRO contracts, generally do not commit our customers to any minimum purchase volume. Therefore, a significant number of our customers may terminate their relationships with us or reduce their purchasing volume at any time, and even our MRO customers are not required to purchase products from us. Furthermore, the long-term customer contracts that we do have are generally terminable without cause on short notice. Our ten largest customers represented approximately half of our sales for the year ended December 31, 2010. The products that we may sell to any particular customer depend in large part on the size of that customer's capital expenditure budget in a particular year and on the results of competitive bids for major projects. Consequently, a customer that accounts for a significant portion of our sales in one fiscal year may represent an immaterial portion of our sales in subsequent fiscal years. The loss of a significant customer, or a substantial decrease in a significant customer's orders, may have a material adverse effect on our business, results of operations and financial condition.

Changes in Our Customer and Product Mix Could Cause Our Gross Margin Percentage to Fluctuate.

From time to time, we may experience changes in our customer mix and in our product mix. Changes in our customer mix may result from geographic expansion, daily selling activities within current geographic markets and targeted

selling activities to new customer segments. Changes in our product mix may result from marketing activities to existing customers and needs communicated to us from existing and prospective customers. If customers begin to require more lower-margin products from us and fewer higher-margin products, our business, results of operations and financial condition may suffer.

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We Face Risks Associated with Our Acquisition of Transmark Fcx Group B.V. in October 2009, and This Acquisition May Not Yield All of Its Intended Benefits.

We are currently continuing the process of integrating the business operated by Transmark Fcx Group B.V., now known as MRC Transmark Group B.V. (MRC Transmark) with our business. If we cannot successfully integrate this business, we may not achieve the expected synergies and benefits we hope to obtain from the acquisition. The difficulty of combining the companies presents challenges to our management, including:

- operating a significantly larger combined company with operations in more geographic areas and with more business lines;
- integrating personnel with diverse backgrounds and organizational cultures;
- coordinating sales and marketing functions;
- retaining key employees, customers or suppliers;
- integrating the information systems;
- preserving the collaboration, distribution, marketing, promotion and other important relationships; and
- consolidating other corporate and administrative functions.

If the risks associated with this acquisition materialize and we are unable to sufficiently address them, there is a possibility that the results of operations of our combined company could be less successful than the separate results of operations of our company and Transmark, taken together, if this acquisition had never occurred.

We May Be Unable to Successfully Execute or Effectively Integrate Acquisitions.

One of our key operating strategies is to selectively pursue acquisitions, including large scale acquisitions, in order to continue to grow and increase profitability. However, acquisitions, particularly of a significant scale, involve numerous risks and uncertainties, including intense competition for suitable acquisition targets; the potential unavailability of financial resources necessary to consummate acquisitions in the future; increased leverage due to additional debt financing that may be required to complete an acquisition; dilution of our stockholders' net current book value per share if we issue additional equity securities to finance an acquisition; difficulties in identifying suitable acquisition targets or in completing any transactions identified on sufficiently favorable terms; assumption of undisclosed or unknown liabilities; and the need to obtain regulatory or other governmental approvals that may be necessary to complete acquisitions. In addition, any future acquisitions may entail significant transaction costs and risks associated with entry into new markets. For example, we incurred \$17.4 million in fees and expenses during 2009 related to our acquisition of Transmark.

In addition, even when acquisitions are completed, integration of acquired entities can involve significant difficulties, such as:

- failure to achieve cost savings or other financial or operating objectives with respect to an acquisition;
- strain on the operational and managerial controls and procedures of our business, and the need to modify systems or to add management resources;

difficulties in the integration and retention of customers or personnel and the integration and effective deployment of operations or technologies;

amortization of acquired assets, which would reduce future reported earnings;

possible adverse short-term effects on our cash flows or operating results;

diversion of management's attention from the ongoing operations of our business;

failure to obtain and retain key personnel of an acquired business; and

assumption of known or unknown material liabilities or regulatory non-compliance issues.

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Failure to manage these acquisition growth risks could have a material adverse effect on our business, results of operations and financial condition.

Changes in Our Credit Profile may Affect Our Relationship with Our Suppliers, Which Could Have a Material Adverse Effect on Our Liquidity.

Changes in our credit profile may affect the way our suppliers view our ability to make payments and may induce them to shorten the payment terms of their invoices, particularly given our high level of outstanding indebtedness. Given the large dollar amounts and volume of our purchases from suppliers, a change in payment terms may have a material adverse effect on our liquidity and our ability to make payments to our suppliers, and consequently may have a material adverse effect on our business, results of operations and financial condition.

Our Business, Results of Operations and Financial Condition Could Be Materially and Adversely Affected if Restrictions on Imports of Line Pipe, Oil Country Tubular Goods or Certain of the Other Products that We Sell Are Lifted.

U.S. law currently imposes tariffs and duties on imports from certain foreign countries of line pipe and oil country tubular goods, and, to a lesser extent, on imports of certain other products that we sell. If these restrictions are lifted, if the tariffs are reduced or if the level of such imported products otherwise increases, and these imported products are accepted by our customer base, our business, results of operations and financial condition could be materially and adversely affected to the extent that we would then have higher-cost products in our inventory or if prices and margins are driven down by increased supplies of such products. If prices of these products were to decrease significantly, we might not be able to profitably sell these products and the value of our inventory would decline. In addition, significant price decreases could result in a significantly longer holding period for some of our inventory, which could also have a material adverse effect on our business, results of operations and financial condition.

We Are Subject to Strict Environmental, Health and Safety Laws and Regulations that May Lead to Significant Liabilities and Negatively Impact the Demand for Our Products.

We are subject to a variety of federal, state, local, foreign and provincial environmental, health and safety laws and regulations, including those governing the discharge of pollutants into the air or water, the management, storage and disposal of, or exposure to, hazardous substances and wastes, the responsibility to investigate and clean up contamination, and occupational health and safety. Fines and penalties may be imposed for non-compliance with applicable environmental, health and safety requirements and the failure to have or to comply with the terms and conditions of required permits. Historically, the costs to comply with environmental and health and safety requirements have not been material. However, the failure by us to comply with applicable environmental, health and safety requirements could result in fines, penalties, enforcement actions, third party claims for property damage and personal injury, requirements to clean up property or to pay for the costs of cleanup, or regulatory or judicial orders requiring corrective measures, including the installation of pollution control equipment or remedial actions.

Under certain laws and regulations, such as the U.S. federal Superfund law or its foreign equivalent, the obligation to investigate and remediate contamination at a facility may be imposed on current and former owners or operators or on persons who may have sent waste to that facility for disposal. Liability under these laws and regulations may be imposed without regard to fault or to the legality of the activities giving rise to the contamination. Although we are not aware of any active litigation against us under the U.S. federal Superfund law or its state or foreign equivalents, contamination has been identified at several of our current and former facilities, and we have incurred and will continue to incur costs to investigate and remediate these conditions.

Moreover, we may incur liabilities in connection with environmental conditions currently unknown to us relating to our existing, prior or future sites or operations or those of predecessor companies whose liabilities we may have assumed or acquired. We believe that indemnities contained in certain of our acquisition agreements may cover certain environmental conditions existing at the time of the acquisition, subject to certain terms, limitations and conditions. However, if these indemnification provisions terminate or if the indemnifying parties do not fulfill

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their indemnification obligations, we may be subject to liability with respect to the environmental matters that may be covered by such indemnification obligations.

In addition, environmental, health and safety laws and regulations applicable to our business and the business of our customers, including laws regulating the energy industry, and the interpretation or enforcement of these laws and regulations, are constantly evolving and it is impossible to predict accurately the effect that changes in these laws and regulations, or their interpretation or enforcement, may have upon our business, financial condition or results of operations. Should environmental laws and regulations, or their interpretation or enforcement, become more stringent, our costs could increase, which may have a material adverse effect on our business, financial condition and results of operations.

In particular, legislation and regulations limiting emissions of greenhouse gases (GHGs), including carbon dioxide associated with the burning of fossil fuels, are at various stages of consideration and implementation, at the international, national, regional and state levels. In 2005, the Kyoto Protocol to the 1992 United Nations Framework Convention on Climate Change, which established a binding set of emission targets for GHGs, became binding on the countries that ratified it. Certain states have adopted or are considering legislation or regulation imposing overall caps on GHG emissions from certain facility categories or mandating the increased use of electricity from renewable energy sources. Similar legislation has been proposed at the federal level. In addition, the U.S. Environmental Protection Agency (the EPA) has begun to implement regulations that would require permits for and reductions in greenhouse gas emissions for certain categories of facilities, the first of which became effective in January 2010. The EPA also intends to set GHG emissions standards for power plants in May 2012 and for refineries in November 2012. These laws and regulations could negatively impact the market for the products we distribute and, consequently, our business.

In addition, the federal government and certain state governments are considering enhancing the regulation of hydraulic fracturing, a practice involving the injection of certain substances into rock formations to stimulate production of hydrocarbons, particularly natural gas, from shale basin regions. Any increased federal or state regulation of hydraulic fracturing could reduce the demand for our products in these regions.

We May Not Have Adequate Insurance for Potential Liabilities, Including Liabilities Arising from Litigation.

In the ordinary course of business, we have and in the future may become the subject of various claims, lawsuits and administrative proceedings seeking damages or other remedies concerning our commercial operations, the products we distribute, employees and other matters, including potential claims by individuals alleging exposure to hazardous materials as a result of the products we distribute or our operations. Some of these claims may relate to the activities of businesses that we have acquired, even though these activities may have occurred prior to our acquisition of such businesses. The products we distribute are sold primarily for use in the energy industry, which is subject to inherent risks that could result in death, personal injury, property damage, pollution or loss of production. In addition, defects in the products we distribute could result in death, personal injury, property damage, pollution or damage to equipment and facilities. Actual or claimed defects in the products we distribute may give rise to claims against us for losses and expose us to claims for damages.

We maintain insurance to cover certain of our potential losses, and we are subject to various self-retentions, deductibles and caps under our insurance. It is possible, however, that judgments could be rendered against us in cases in which we would be uninsured and beyond the amounts that we currently have reserved or anticipate incurring for such matters. Even a partially uninsured claim, if successful and of significant size, could have a material adverse effect on our business, results of operations and financial condition. Furthermore, we may not be able to continue to obtain insurance on commercially reasonable terms in the future, and we may incur losses from interruption of our business that exceed our insurance coverage. Finally, even in cases where we maintain insurance coverage, our

insurers may raise various objections and exceptions to coverage which could make uncertain the timing and amount of any possible insurance recovery.

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Due to Our Position as a Distributor, We Are Subject to Personal Injury, Product Liability and Environmental Claims Involving Allegedly Defective Products.

Certain of the products we distribute are used in potentially hazardous applications that can result in personal injury, product liability and environmental claims. A catastrophic occurrence at a location where the products we distribute are used may result in us being named as a defendant in lawsuits asserting potentially large claims, even though we did not manufacture the products, and applicable law may render us liable for damages without regard to negligence or fault. Particularly, certain environmental laws provide for joint and several and strict liability for remediation of spills and releases of hazardous substances. Certain of these risks are reduced by the fact that we are a distributor of products produced by third-party manufacturers, and thus in certain circumstances we may have third-party warranty or other claims against the manufacturer of products alleged to have been defective. However, there is no assurance that such claims could fully protect us or that the manufacturer would be able financially to provide such protection. There is no assurance that our insurance coverage will be adequate to cover the underlying claims and our insurance does not provide coverage for all liabilities (including liability for certain events involving pollution).

We Are a Defendant in Asbestos-Related Lawsuits, and Exposure to These and Any Future Lawsuits Could Have a Material Adverse Effect on Our Business, Results of Operations and Financial Condition.

We are a defendant in lawsuits involving approximately 940 claims as of December 31, 2010 alleging, among other things, personal injury, including mesothelioma and other cancers, arising from exposure to asbestos-containing materials included in products distributed by us in the past. Each claim involves allegations of exposure to asbestos-containing materials by a single individual, his or her spouse and/or family members. The complaints in these lawsuits typically name many other defendants. In the majority of these lawsuits, little or no information is known regarding the nature of the plaintiffs' alleged injuries or their connection with the products we distributed. Based on our experience with asbestos litigation to date, as well as the existence of certain insurance coverage, we do not believe that the outcome of these claims will have a material impact on us. However, the potential liability associated with asbestos claims is subject to many uncertainties, including negative trends with respect to settlement payments, dismissal rates and the types of medical conditions alleged in pending or future claims, negative developments in the claims pending against us, the current or future insolvency of co-defendants, adverse changes in relevant laws or the interpretation thereof, and the extent to which insurance will be available to pay for defense costs, judgments or settlements. Further, while we anticipate that additional claims will be filed against us in the future, we are unable to predict with any certainty the number, timing and magnitude of such future claims. Therefore, we can give no assurance that pending or future asbestos litigation will not ultimately have a material adverse effect on our business, results of operations and financial condition. See Management's Discussion and Analysis of Financial Condition and Results of Operations Contractual Obligations, Commitments and Contingencies Legal Proceedings and Business Overview of Our Business Legal Proceedings for more information.

If We Lose Any of Our Key Personnel, We May Be Unable to Effectively Manage Our Business or Continue Our Growth.

Our future performance depends to a significant degree upon the continued contributions of our management team and our ability to attract, hire, train and retain qualified managerial, sales and marketing personnel. Particularly, we rely on our sales and marketing teams to create innovative ways to generate demand for the products we distribute. The loss or unavailability to us of any member of our management team or a key sales or marketing employee could have a material adverse effect on our business, results of operations and financial condition to the extent we are unable to timely find adequate replacements. We face competition for these professionals from our competitors, our customers and other companies operating in our industry. We may be unsuccessful in attracting, hiring, training and retaining qualified personnel, and our business, results of operations and financial condition could be materially and adversely affected under such circumstances.

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Interruptions in the Proper Functioning of Our Information Systems Could Disrupt Operations and Cause Increases in Costs and/or Decreases in Revenues.

The proper functioning of our information systems is critical to the successful operation of our business. We depend on our information technology systems to process orders, track credit risk, manage inventory and monitor accounts receivable collections. Our information systems also allow us to efficiently purchase products from our vendors and ship products to our customers on a timely basis, maintain cost-effective operations and provide superior service to our customers. However, our information systems are vulnerable to natural disasters, power losses, telecommunication failures and other problems. If critical information systems fail or are otherwise unavailable, our ability to procure products to sell, process and ship customer orders, identify business opportunities, maintain proper levels of inventories, collect accounts receivable and pay accounts payable and expenses could be adversely affected. Our ability to integrate our systems with our customers' systems would also be significantly affected. We maintain information systems controls designed to protect against, among other things, unauthorized program changes and unauthorized access to data on our information systems. If our information systems controls do not function properly, we face increased risks of unexpected errors and unreliable financial data.

The Loss of Third-Party Transportation Providers upon Whom We Depend, or Conditions Negatively Affecting the Transportation Industry, Could Increase Our Costs or Cause a Disruption in Our Operations.

We depend upon third-party transportation providers for delivery of products to our customers. Strikes, slowdowns, transportation disruptions or other conditions in the transportation industry, including, but not limited to, shortages of truck drivers, disruptions in rail service, increases in fuel prices and adverse weather conditions, could increase our costs and disrupt our operations and our ability to service our customers on a timely basis. We cannot predict whether or to what extent recent increases or anticipated increases in fuel prices may impact our costs or cause a disruption in our operations going forward.

We May Need Additional Capital in the Future and It May Not Be Available on Acceptable Terms.

We may require more capital in the future to:

fund our operations;

finance investments in equipment and infrastructure needed to maintain and expand our distribution capabilities;

enhance and expand the range of products we offer; and

respond to potential strategic opportunities, such as investments, acquisitions and international expansion.

We can give no assurance that additional financing will be available on terms favorable to us, or at all. The terms of available financing may place limits on our financial and operating flexibility. If adequate funds are not available on acceptable terms, we may be forced to reduce our operations or delay, limit or abandon expansion opportunities. Moreover, even if we are able to continue our operations, the failure to obtain additional financing could reduce our competitiveness.

Hurricanes or Other Adverse Weather Events or Natural Disasters Could Negatively Affect Our Local Economies or Disrupt Our Operations, Which Could Have an Adverse Effect on Our Business or Results of Operations.

Certain areas in which we operate are susceptible to hurricanes and other adverse weather conditions or natural disasters, such as earthquakes. Such events can disrupt our operations, result in damage to our properties and negatively affect the local economies in which we operate. Additionally, we may experience communication disruptions with our customers, vendors and employees. These events can cause physical damage to our branches and require us to close branches in order to secure our employees. Additionally, our sales order backlog and shipments can experience a temporary decline immediately following such events.

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We cannot predict whether or to what extent damage caused by such events will affect our operations or the economies in regions where we operate. These adverse events could result in disruption of our purchasing and/or distribution capabilities, interruption of our business that exceeds our insurance coverage, our inability to collect from customers and increased operating costs. Our business or results of operations may be adversely affected by these and other negative effects of such events.

We Have a Substantial Amount of Goodwill and Other Intangibles Recorded on Our Balance Sheet, Partly Because of Our Recent Acquisitions and Business Combination Transactions. The Amortization of Acquired Assets Will Reduce Our Future Reported Earnings and, Furthermore, If Our Goodwill or Other Intangible Assets Become Impaired, We May Be Required to Recognize Charges that Would Reduce Our Income.

As of December 31, 2010, we had \$1.4 billion of goodwill and other intangibles recorded on our balance sheet. A substantial portion of these intangible assets result from our use of purchase accounting in connection with the acquisitions we have made over the past several years. In accordance with the purchase accounting method, the excess of the cost of an acquisition over the fair value of identifiable tangible and intangible assets is assigned to goodwill. The amortization expense associated with our identifiable intangible assets will have a negative effect on our future reported earnings. Many other companies, including many of our competitors, will not have the significant acquired intangible assets that we have because they have not participated in recent acquisitions and business combination transactions similar to ours. Thus, their reported earnings will not be as negatively affected by the amortization of identifiable intangible assets as our reported earnings will be.

Additionally, under U.S. generally accepted accounting principles, goodwill and certain other intangible assets are not amortized, but must be reviewed for possible impairment annually, or more often in certain circumstances where events indicate that the asset values are not recoverable. Such reviews could result in an earnings charge for the impairment of goodwill, which would reduce our net income even though there would be no impact on our underlying cash flow. For example, we recorded a non-cash impairment charge in the amount of \$310 million during the year ended December 31, 2009. This charge was based on the results of our annual goodwill impairment test which indicated that the book value of our equity exceeded fair value by this amount.

We Face Risks Associated with Conducting Business in Markets Outside of North America.

We currently conduct substantial business in countries outside of North America, principally as a result of our recent acquisition of Transmark. In addition, we are evaluating the possibility of establishing distribution networks in certain other foreign countries, particularly in Europe, Asia, the Middle East and South America. Our business, results of operations and financial condition could be materially and adversely affected by economic, legal, political and regulatory developments in the countries in which we do business in the future or in which we expand our business, particularly those countries which have historically experienced a high degree of political and/or economic instability. Examples of risks inherent in such non-North American activities include changes in the political and economic conditions in the countries in which we operate, including civil uprisings and terrorist acts, unexpected changes in regulatory requirements, changes in tariffs, the adoption of foreign or domestic laws limiting exports to certain foreign countries, fluctuations in currency exchange rates and the value of the U.S. dollar, restrictions on repatriation of earnings, expropriation of property without fair compensation, governmental actions that result in the deprivation of contract or proprietary rights, the acceptance of business practices which are not consistent with or antithetical to prevailing business practices we are accustomed to in North America including export compliance and anti-bribery practices, and governmental sanctions. If we begin doing business in a foreign country in which we do not presently operate, we may also face difficulties in operations and diversion of management time in connection with establishing our business there.

We May be Unable to Comply with United States and International Laws and Regulations Required to do Business in Foreign Countries.

Doing business on a worldwide basis requires us to comply with the laws and regulations of the U.S. government and various international jurisdictions. These regulations place restrictions on our operations, trade practices, partners and investment decisions. In particular, our international operations are subject to U.S. and

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foreign anti-corruption laws and regulations, such as the Foreign Corrupt Practices Act (FCPA), and economic sanction programs, including those administered by the U.S. Treasury Department's Office of Foreign Assets Control (OFAC). As a result of doing business in foreign countries, we are exposed to a heightened risk of violating anti-corruption laws and sanctions regulations.

The FCPA prohibits us from providing anything of value to foreign officials for the purposes of obtaining or retaining business or securing any improper business advantage. It also requires us to keep books and records that accurately and fairly reflect the Company's transactions. As part of our business, we may deal with state-owned business enterprises, the employees of which are considered foreign officials for purposes of the FCPA. In addition, the United Kingdom Bribery Act (the Bribery Act) has been enacted, although the date of implementation has not yet been determined. The provisions of the Bribery Act extend beyond bribery of foreign public officials and are more onerous than the FCPA in a number of other respects, including jurisdiction, non-exemption of facilitation payments and penalties. Some of the international locations in which we operate lack a developed legal system and have higher than normal levels of corruption. Our continued expansion outside the U.S., including in developing countries, and our development of new partnerships and joint venture relationships worldwide, could increase the risk of FCPA, OFAC or Bribery Act violations in the future.

Economic sanctions programs restrict our business dealings with certain sanctioned countries. In addition, because we act as a distributor, we face the risk that our customers might further distribute our products to an ultimate end-user in a sanctioned country, which might subject us to an investigation concerning compliance with the OFAC or other sanctions regulations.

Violations of anti-corruption laws and sanctions regulations are punishable by civil penalties, including fines, denial of export privileges, injunctions, asset seizures, debarment from government contracts and revocations or restrictions of licenses, as well as criminal fines and imprisonment. We have established policies and procedures designed to assist our compliance with applicable U.S. and international laws and regulations, including the forthcoming Bribery Act, and have trained our employees to comply with such laws and regulations. However, there can be no assurance that all of our employees, consultants, agents or partners will not take actions in violation of our policies and these laws, and that our policies and procedures will effectively prevent us from violating these regulations in every transaction in which we may engage. In particular, we may be held liable for the actions taken by our local, strategic or joint venture partners outside of the United States, even though our partners are not subject to the FCPA. Such a violation, even if prohibited by our policies, could have a material adverse effect on our reputation, business, financial condition and results of operations. In addition, various state and municipal governments, universities and other investors maintain prohibitions or restrictions on investments in companies that do business with sanctioned countries, which could adversely affect the market for the notes or our other securities.

The Requirements of Being a Publicly Reporting Company in Connection with the Exchange Offer, Including Compliance with the Reporting Requirements of the Exchange Act and Certain of the Requirements of the Sarbanes-Oxley Act, may Strain Our Resources, Increase Our Costs and Distract Management, and We May Be Unable to Comply with These Requirements in a Timely or Cost-Effective Manner.

As a publicly reporting company, we will be subject to the reporting requirements of the Securities Exchange Act of 1934, or the Exchange Act, and certain requirements imposed by the Sarbanes-Oxley Act of 2002, or the Sarbanes-Oxley Act, after consummation of this offering. These requirements may place a strain on our management, systems and resources. The Exchange Act will require that we file annual, quarterly and current reports with respect to our business and financial condition within specified time periods. The Sarbanes-Oxley Act will require that we maintain effective disclosure controls and procedures and internal control over financial reporting and will require management to report on the effectiveness of those controls. Due to our limited operating history, our disclosure controls and procedures and internal controls may not meet all of the standards applicable to companies subject to the

Sarbanes-Oxley Act. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. We cannot be assured that the oversight methods will be effective. Management's attention may be diverted from other business concerns, which could have a material adverse effect on our business, financial condition and results of operations.

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We also expect that it could be difficult and will be significantly more expensive to obtain directors' and officers' liability insurance, and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers. We cannot predict or estimate the amount of additional costs we may incur or the timing of such costs.

We Will Be Exposed to Risks Relating to Evaluations of Controls Required by Section 404 of the Sarbanes-Oxley Act After Consummation of the Exchange Offer Related to the Notes.

Following consummation of this offering, we will be required to evaluate our internal controls systems in order to allow management to report on, and our independent auditors to audit, our internal control over financial reporting. We will be required to perform the system and process evaluation and testing (and any necessary remediation) required to comply with the management certification and auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, and will be required to comply with Section 404 beginning with our second annual report which we file after consummation of this offering (subject to any change in applicable SEC rules). Furthermore, upon completion of this process, we may identify control deficiencies of varying degrees of severity under applicable SEC and Public Company Accounting Oversight Board (PCAOB) rules and regulations that remain unremediated. As a publicly reporting company, we will be required to report, among other things, control deficiencies that constitute a material weakness or changes in internal controls that, or that are reasonably likely to, materially affect internal control over financial reporting. A material weakness is a significant deficiency or combination of significant deficiencies in internal control over financial reporting that results in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis.

Following this offering, if we fail to implement the requirements of Section 404 in a timely manner, we might be subject to sanctions or investigation by regulatory authorities such as the SEC or the PCAOB. If we do not implement improvements to our disclosure controls and procedures or to our internal controls in a timely manner, our independent registered public accounting firm may not be able to certify as to the effectiveness of our internal control over financial reporting pursuant to an audit of our internal control over financial reporting. This may subject us to adverse regulatory consequences or a loss of confidence in the reliability of our financial statements. We could also suffer a loss of confidence in the reliability of our financial statements if our independent registered public accounting firm reports a material weakness in our internal controls, if we do not develop and maintain effective controls and procedures or if we are otherwise unable to deliver timely and reliable financial information. Any loss of confidence in the reliability of our financial statements or other negative reaction to our failure to develop timely or adequate disclosure controls and procedures or internal controls could affect our access to the capital markets. In addition, if we fail to remedy any material weakness, our financial statements may be inaccurate and we may face restricted access to the capital markets.

The Securities and Exchange Commission Moving Forward to a Single Set of International Accounting Standards Could Materially Impact Our Results of Operations.

The SEC continues to move forward with a convergence to a single set of international accounting standards (such as International Financial Reporting Standards (IFRS)) and associated changes in regulatory accounting may negatively impact the way we record revenues, expenses, assets and liabilities. Currently, under IFRS, the LIFO method of valuing inventory is not permitted. If we had ceased valuing our inventory under the LIFO method at December 31, 2010, we would have been required to make tax payments approximating \$122 million over the subsequent four years.

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The Financial Statements Presented in this Prospectus May Not Provide an Accurate Indication of What Our Future Results of Operations Are Likely to Be.

Given our recent history of consummating numerous acquisitions, our financial statements may not represent an accurate picture of what our future performance will be. We acquired the remaining 15% majority voting interest in McJunkin Appalachian in January 2007, we acquired Midway-Tristate Corporation in April 2007, we entered into a business combination with Red Man in October 2007 (effectively doubling our size) (the Red Man Transaction), we acquired the remaining approximately 49% noncontrolling interest in Midfield in July 2008, we acquired LaBarge in October 2008 and we acquired Transmark in October 2009. Our limited combined operating history may make it difficult to forecast our future operating results and financial condition. In particular, because of the significance of the Red Man Transaction, the financial statements for periods prior to that transaction are not comparable with those after the transaction.

Table of Contents**RATIO OF EARNINGS TO FIXED CHARGES**

The following table presents our ratio of earnings to fixed charges for the period indicated. For purposes of computing the ratio of earnings to fixed charges, earnings consist of income before income taxes and change in accounting principle, net of taxes, plus fixed charges, exclusive of capitalized interest. Fixed charges consist of interest expense, capitalized interest and a portion of operating rental expense that management believes is representative of the interest component of rental expense.

	Predecessor		Successor		
	Year Ended	One Month Ended	Eleven Months Ended	Year Ended	
	December 31, 2006	January 30, 2007	December 31, 2007	2008	2009* 2010*
Ratio of earnings to fixed charges	38.2x	107.7x	2.3x	5.8x	

* Earnings were insufficient to cover fixed charges by \$279 million and \$75 million for the years ended December 31, 2009 and 2010, respectively.

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USE OF PROCEEDS

This exchange offer is intended to satisfy certain of our obligations under the exchange and registration rights agreements entered into in connection with the issuance of the outstanding notes. We will not receive any cash proceeds from the issuance of the exchange notes and have agreed to pay the expenses of the exchange offer. In consideration for issuing the exchange notes, we will receive in exchange outstanding notes in like principal amount. The outstanding notes surrendered in exchange for the exchange notes will be retired and canceled and cannot be reissued. Accordingly, issuance of the exchange notes will not result in any increase in our outstanding indebtedness or any change in our capitalization.

Table of Contents**CAPITALIZATION**

The following table sets forth our cash and cash equivalents and capitalization as of December 31, 2010. This table should be read in conjunction with the consolidated financial statements and the related notes included elsewhere in this prospectus and Use of Proceeds.

	As of December 31, 2010 Actual (Dollars in millions)
Cash and cash equivalents	\$ 56
Total Debt (including current portion):	
Revolving credit facility(1)	\$ 286
Midfield revolving credit facility(2)	2
Midfield term loan facility	14
Transmark revolving credit facility(3)	23
Transmark factoring facility	7
Outstanding notes	1,028
Total debt	1,360
Total equity	738
Total capitalization	\$ 2,098

(1) As of December 31, 2010, we had availability of \$360 million under our revolving credit facility.

(2) As of December 31, 2010, we had availability of \$69 million under the Midfield revolving credit facility.

(3) As of December 31, 2010, there was \$46 million of availability under the revolving portion of Transmark's primary credit facility.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA

On January 31, 2007, McJunkin Red Man Holding Corporation, an affiliate of The Goldman Sachs Group, Inc., acquired a majority of the equity of the entity now known as McJunkin Red Man Corporation (then known as McJunkin Corporation) (the "GS Acquisition"). In this prospectus, the term "Predecessor" refers to McJunkin Corporation and its subsidiaries prior to January 31, 2007 and the term "Successor" refers to the entity now known as McJunkin Red Man Corporation and its subsidiaries on and after January 31, 2007. As a result of the change in McJunkin Corporation's basis of accounting in connection with the GS Acquisition, Predecessor's financial statement data for the one month ended January 30, 2007 and earlier periods is not comparable to Successor's financial data for the eleven months ended December 31, 2007 and subsequent periods.

McJunkin Red Man Corporation acquired Transmark on October 30, 2009. Operating results for the year ended December 31, 2009 include the results of McJunkin Red Man Corporation for the full period and the results of Transmark for the two months after the business combination on October 30, 2009.

McJunkin Corporation completed a business combination transaction with Red Man Pipe & Supply Co. ("Red Man"), which has since been merged with and into McJunkin Red Man Corporation) on October 31, 2007. At that time McJunkin Corporation was renamed McJunkin Red Man Corporation. Operating results for the eleven-month period ended December 31, 2007 include the results of McJunkin Red Man Corporation for the full period and the results of Red Man for the two months after the business combination on October 31, 2007. Accordingly, McJunkin Red Man Corporation's results for the 11 months ended December 31, 2007 are not comparable to McJunkin's results for the years ended December 31, 2006 and 2005.

The selected consolidated financial information presented below under the captions Statement of Income Data and Other Financial Data for the years ended December 31, 2010, 2009 and 2008, and the selected consolidated financial information presented below under the caption Balance Sheet Data as of December 31, 2010 and December 31, 2009, have been derived from the consolidated financial statements of McJunkin Red Man Holding Corporation included elsewhere in this prospectus that have been audited by Ernst & Young LLP, independent registered public accounting firm. The selected consolidated financial information presented below under the captions Statement of Income Data and Other Financial Data for one month ended January 30, 2007 and the eleven months ended December 31, 2007, and the selected consolidated financial information presented below under the caption Balance Sheet Data as of December 31, 2008, December 31, 2007 and January 30, 2007 have been derived from the consolidated financial statements of McJunkin Red Man Holding Corporation not included in this prospectus that have been audited by Ernst & Young LLP, independent registered public accounting firm. The selected consolidated financial information presented below under the captions Statement of Income Data and Other Financial Data for the year ended December 31, 2006, and the selected consolidated financial information presented below under the caption Balance Sheet Data as of December 31, 2006, has been derived from the consolidated financial statements of our predecessor McJunkin Corporation, not included in this prospectus, that have been audited by Schneider Downs & Co., Inc., independent registered public accounting firm.

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	Predecessor			Successor		
	Year	One	Eleven	Year Ended December 31,		
	Ended	Month	Months	2008	2009	2010
	December 31,	Ended	Ended	Year Ended December 31,		
	2006	January 30,	December 31,	2008	2009	2010
		2007	2007			
	(In millions, except per share information)					
Statement of Income Data:						
Sales	\$ 1,713.7	\$ 142.5	\$ 2,124.9	\$ 5,255.2	\$ 3,661.9	\$ 3,845.5
Cost of sales(1)	1,394.3	114.6	1,734.6	4,217.4	3,006.3	3,256.6
Inventory write-down					46.5	0.4
Selling, general and administrative expenses	189.5	15.9	218.5	482.1	408.6	447.7
Depreciation and amortization	3.9	0.3	5.4	11.3	14.5	16.6
Amortization of intangibles	0.3		21.9	44.4	46.6	53.9
Goodwill impairment charge					309.9	
Total operating expenses	193.7	16.2	245.8	537.8	779.6	518.2
Operating income (loss)	125.7	11.7	144.5	500.0	(170.5)	70.3
Other (expense) income						
Interest expense	(2.8)	(0.1)	(61.7)	(84.5)	(116.5)	(139.6)
Net gain on early extinguishment of debt					1.3	
Change in fair value of derivative instruments				(6.2)	8.9	(4.9)
Other, net	(5.0)	(0.4)	(0.8)	(2.6)	(1.8)	(1.0)
Total other (expense) income	(7.8)	(0.5)	(62.5)	(93.3)	(108.1)	(145.5)
Income (loss) before income taxes	117.9	11.2	82.0	406.7	(278.6)	(75.2)
Income taxes	48.3	4.6	32.1	153.2	13.1	(23.4)
Net income (loss)	\$ 69.6	\$ 6.6	\$ 49.9	\$ 253.5	\$ (291.7)	\$ (51.8)
Earnings (loss) per share:						
Basic			\$ 0.72	\$ 1.63	\$ (1.84)	\$ (0.31)
Diluted			\$ 0.72	\$ 1.63	\$ (1.84)	\$ (0.31)
Dividends per common share			\$	\$ 3.05	\$ 0.02	\$
Earnings per share:						
Basic and diluted, Class A	\$ 3,972.08	\$ 376.70				
Basic and diluted, Class B	\$ 4,012.28	\$ 376.70				
Dividends per common share:						
Class A	\$ 40.00	\$				
Class B	\$ 80.00	\$				

Balance Sheet Data:

Cash and cash equivalents	\$	3.7	\$	2.0	\$	10.1	\$	12.1	\$	56.2	\$	56.2
Working capital(2)		212.3		211.1		674.1		1,208.0		930.2		842.6
Total assets		481.0		474.2		3,083.8		3,919.7		3,159.4		3,067.4
Total debt(3)		13.0		4.8		868.4		1,748.6		1,452.6		1,360.2
Stockholders' equity		258.2		245.2		1,262.7		987.2		792.0		737.9

Other Financial Data:

Adjusted EBITDA(4)	\$	129.5	\$	26.0	\$	334.6	\$	618.2	\$	334.1	\$	149.6
Net cash provided by (used in) operations		18.4		6.6		110.2		(137.4)		505.5		112.5
Net cash (used in) investing activities		(3.3)		(0.2)		(1,788.9)		(314.2)		(66.9)		(16.2)
Net cash (used in) provided by financing activities		(17.2)		(8.3)		1,687.2		452.0		(393.9)		(97.9)

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- (1) Cost of sales is exclusive of depreciation and amortization, which is shown separately.
- (2) Working capital is defined as current assets less current liabilities.
- (3) Includes current portion.
- (4) The following table reconciles Adjusted EBITDA with our net income (loss), as derived from our financial statements (in millions):

	Predecessor			Successor		
	Year Ended December 31, 2006	One Month Ended January 30, 2007	Eleven Months Ended December 31, 2007	Year Ended December 31, 2008	Year Ended December 31, 2009	Year Ended December 31, 2010
Net income (loss)	\$ 69.6	\$ 6.6	\$ 49.9	\$ 253.5	\$ (291.7)	\$ (51.8)
Income taxes	48.3	4.6	32.1	153.2	13.1	(23.4)
Interest expense	2.8	0.1	61.7	84.5	116.5	139.6
Depreciation and amortization	3.9	0.3	5.4	11.3	14.5	16.6
Amortization of intangibles	0.3		21.9	44.4	46.6	53.9
Goodwill impairment charge					309.9	
Gain on early extinguishment of debt					(1.3)	
Change in fair value of derivative instruments				6.2	(8.9)	4.9
Inventory write-down					46.5	0.4
Red Man Pipe & Supply Co. pre-acquisition contribution		13.1	142.2			
Midway-Tristate pre-acquisition contribution		1.0	2.8			
Transmark Fcx pre-acquisition contribution					38.5	
Other non-recurring and non-cash expenses(a)	4.6	0.3	18.6	65.1	50.4	9.4
Adjusted EBITDA	\$ 129.5	\$ 26.0	\$ 334.6	\$ 618.2	\$ 334.1	\$ 149.6

(a) Other includes transaction-related expenses, equity based compensation and other items added back to net income pursuant to our debt agreements.

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**MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

You should read the following discussion and analysis of our financial condition and results of operations in conjunction with our financial statements and related notes included elsewhere in this prospectus. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of a number of factors, including, but not limited to, those set forth under "Risk Factors" and elsewhere in this prospectus. All references throughout this section (and elsewhere in this report) to amounts available for borrowing under various credit facilities refer to amounts actually available for borrowing after giving effect to any borrowing base limitations imposed by the facility.

Overview

We are the largest global distributor of pipe, valves and fittings (PVF) and related products and services to the energy industry based on sales and hold the leading position in our industry across each of the upstream (exploration, production and extraction of underground oil and natural gas), midstream (gathering and transmission of oil and natural gas, natural gas utilities and the storage and distribution of oil and natural gas) and downstream (crude oil refining, petrochemical processing and general industrials) end markets. We currently operate approximately 220 branches, including over 180 branches located in the most active oil and natural gas regions in North America and over 30 branches throughout Europe, Asia and Australasia. In North America, we operate six major distribution centers, five in the United States and one in western Canada. Internationally, we operate distribution centers in several locations throughout Europe, Asia and Australasia. We also serve our customers through more than ten valve actuation and other service locations and more than 190 pipe yards. We offer a wide array of PVF and oilfield supplies encompassing a complete line of products, from our global network of suppliers, to our more than 10,000 active customers. We are diversified, both by geography and end market. We seek to provide best-in-class service to our customers by satisfying the most complex, multi-site needs of many of the largest companies in the energy and industrial sectors as their primary PVF supplier. We believe the critical role we play in our customers' supply chain, together with our extensive product offering, broad global presence, customer-linked scalable information systems and efficient distribution capabilities, serve to solidify our long-standing customer relationships and drive our growth. As a result, we have an average relationship of over 20 years with our top ten customers and our sales in 2010 were nearly twice that of our nearest competitor.

We have benefited historically from several growth trends within the energy industry, including high levels of expansion and maintenance expenditures by our customers. Although these trends have been offset in the last two years due to adverse economic conditions, we believe that longer-term growth in PVF spending within the energy industry will continue. The long-term growth in spending has been driven by several factors, including underinvestment in North American energy infrastructure, production and capacity constraints and market expectations of future improvements in the oil, natural gas, refined products and petrochemical markets. In addition, the products we distribute are often used in extreme operating environments, leading to the need for a regular replacement cycle. As a result, approximately two-thirds of our sales in 2010 were attributable to multi-year maintenance, repair and operations (MRO) contracts. We consider MRO contracts to be normal, repetitive business that deals primarily with the regular maintenance, repair or operational work to existing energy infrastructure. Project activities including facility expansions or new construction projects are more commonly associated with a customer's capital expenditures budget and can be sensitive to global oil and natural gas prices and general economic conditions. We mitigate our exposure to price volatility by limiting the length of any price-protected contracts. As pricing rebounds, we believe that we will have the ability to pass price increases on to the marketplace.

Key Drivers of Our Business

Our revenues are predominantly derived from the sale of PVF and other oilfield service supplies to the energy industry in North America, Europe, Asia and Australasia. Our business is therefore dependent upon both the current conditions and future prospects in the energy industry and, in particular, maintenance and expansionary operating, capital and other expenditures by our customers in the upstream, midstream and downstream end markets of the industry. Long-term growth in spending has been, and we believe will continue to be, driven by several factors,

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including underinvestment in global energy infrastructure, production and capacity constraints, and anticipated strength in the oil, natural gas, refined products and petrochemical markets. Though oil and natural gas prices are currently below the record levels set in 2008, oil and, to a lesser extent, natural gas prices, have remained elevated relative to their historical levels and we believe will continue to drive capital and other expenditures by our customers. The outlook for future oil, natural gas, refined products and petrochemical spending for PVF is influenced by numerous factors, including the following:

Oil and Natural Gas Commodity Prices. Sales of PVF and related products to the oil and natural gas industry constitute a significant portion of our sales. As a result, we depend upon the oil and natural gas industry and its ability and willingness to make capital and other expenditures to explore for, produce and process oil and natural gas and refined products. Oil and natural gas prices, both current and projected, impact other drivers of our business, including rig counts, drilling and completion spending, additions and maintenance to pipeline mileage and refinery utilization.

Steel Prices, Availability and Supply and Demand. Fluctuations in steel prices can lead to volatility in the pricing of the products we distribute, especially carbon steel tubular products, which can influence the buying patterns of our customers. A majority of the products we distribute contain various types of steel, and the worldwide supply and demand for these products, or other steel products that we do not supply, impacts the pricing and availability of our products and, ultimately, our sales and operating profitability.

Economic Conditions. The demand for the products we distribute is dependent on the general economy, the energy and industrials sectors and other factors. Changes in the general economy or in the energy and industrials sectors (domestically or internationally) can cause demand for the products we distribute to materially change. For instance, the recent economic downturn decreased demand for the products we distribute, resulting in lower sales volumes, and a prolonged economic downturn could have a material impact on our business.

Customer, Manufacturer and Distributor Inventory Levels of PVF and Related Products. Customer, manufacturer and distributor inventory levels of PVF and related products can change significantly from period to period. Increases in our customers' inventory levels can have an adverse effect on the demand for the products we distribute when customers draw from inventory rather than purchase new products. Reduced demand, in turn, would likely result in reduced sales volume and overall profitability. Increased inventory levels by manufacturers or other distributors can cause an oversupply of PVF and related products in our markets and reduce the prices that we are able to charge for the products we distribute. Reduced prices, in turn, would likely reduce our profitability. Conversely, decreased customer and manufacturer inventory levels may ultimately lead to increased demand for our products and would likely result in increased sales volumes and overall profitability.

Outlook

During 2010, the industry has seen oil prices stabilize, while natural gas prices have weakened. U.S. drilling activity has increased, primarily in the shale basin regions, and oil drilling now represents over 40% of the total rig count, its highest level since 1988. In the United States, we have seen the activity increase across the major shale regions, such as the Marcellus, Eagle Ford and Bakken, and have shipped approximately 23% more tons of energy carbon steel tubular products during 2010 as compared to 2009. Major capital projects in the downstream market continue to be delayed and our major customers are working from relatively conservative budgets, so we anticipate that there will be a time lag before we see a significant increase in our downstream activity.

Our upstream end market performance increased slightly in 2010 as compared to 2009, with an increase in drilling activities in the major shale regions, in particular the Eagle Ford and Bakken shale regions. In the U.S., the average total rig count was up 42% in 2010 as compared to 2009. However, lower natural gas prices have begun to impact certain shale regions, such as Haynesville and Barnett, and rig counts in those areas have begun to decline. In the Gulf of Mexico, the United States government initiated a moratorium on deepwater drilling, which applied to any deepwater floating facilities with drilling activities, which was scheduled to last through November 2010. The moratorium on deepwater drilling was lifted in October 2010, but there remains uncertainty on the timing of approval for permits under the new rules and we do not anticipate a recovery in deepwater drilling until the third to

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fourth quarter of 2011. In Canada, the average total rig count was up 59% in 2010 as compared to 2009, although lower natural gas prices are starting to impact the rig count in Canada as well. We have seen an increase in maintenance, repair and operations (MRO), particularly in the Canadian heavy oil, and tar sands regions, which has mitigated the downturn in project oriented work elsewhere in Canada.

With natural gas prices weakening and oil drilling increasing, we have strengthened our position within the large oil and natural gas liquids regions in North America. During 2010, we acquired The South Texas Supply Company, Inc. (South Texas Supply) and operations and assets from Dresser Oil Tools, Inc. (Dresser) as part of our strategic focus to increase our presence and commitment to our customers in the active shale regions across North America. South Texas Supply is located in a high activity area of the emerging Eagle Ford shale development and the Dresser assets are located in the Bakken shale development. Both of these formations have heavy concentrations of oil and natural gas liquids and are seeing significant increases in drilling activity. In addition to these acquisitions, we recently have opened new facilities in Horseheads, New York, supporting the activity in the northern Marcellus Shale and in Shreveport, Louisiana and Center, Texas, supporting the activity in the Haynesville Shale.

Our midstream end market performance was relatively stable in 2010 compared to 2009. Our revenues from our natural gas utilities customers were impacted by the colder than average winter weather in early 2010, along with a decrease in pipe pricing for carbon steel and polyethylene pipe. Looking into 2011, we expect the natural gas utility companies to increase their focus on their pipeline integrity. Our sequential gathering and transmission pipeline revenues were up during 2010, as a result of the increase in drilling activity, primarily in the shale basins, and the need for additional pipeline infrastructure.

Our downstream and other industrials end market performance is beginning to experience a slow recovery. Refineries are recognizing slightly improved margins on gasoline and distillates, which normally drive consistent maintenance programs from the MRO portion of this market. The downstream market participants still appear to be very cautious in adding additional major capital spending in refining, based on the current oversupply of capacity in the United States markets. Our maintenance and small capital projects activity to the chemical and general industrials end markets has increased in 2010 and continues to improve along with the general economy. We have seen a slowing of downstream capital and operating expenditures in Europe during the last half of 2010, which has impacted both MRO and small project work. Australasian activity remains steady and significant capital outlays have been announced for the liquefied natural gas (LNG) green field development in this area.

We witnessed global steel price increases throughout much of 2010, and steel prices for the products that we sell continue a generally upward trend, as a result of relatively greater demand, as evidenced by generally stronger drilling and completion activities, industrial activity, and higher raw material commodity prices. Finally, the flooding in Australia has disrupted the supply of coking coal, iron ore and nickel, and this and other factors have led to further increases in steel s raw material prices.

Table of Contents**Results of Operations**

Our operating results by segment are as follows (in millions). The results for the year ended December 31, 2009 include the results of MRC Transmark (which comprises a majority of our International segment) for the two months after the business combination on October 30, 2009.

	December 31, 2010	Year Ended December 31, 2009	December 31, 2008
<i>Sales:</i>			
North America	\$ 3,589.9	\$ 3,610.1	\$ 5,255.2
International	255.6	51.8	
Consolidated	\$ 3,845.5	\$ 3,661.9	\$ 5,255.2
<i>Operating Income (Loss):</i>			
North America	\$ 59.9	\$ (174.3)	\$ 500.0
International	10.4	3.8	
Consolidated	\$ 70.3	\$ (170.5)	\$ 500.0

The following table shows key industry indicators for the years ended December 31, 2010, 2009 and 2008:

	December 31, 2010	Year Ended December 31, 2009	December 31, 2008
<i>Average Total Rig Count(1):</i>			
United States	1,546	1,089	1,879
Canada	351	221	381
Total North America	1,897	1,310	2,260
International	1,094	997	1,079
Total Worldwide	2,991	2,307	3,339
<i>Average Natural Gas Rig Count(1)</i>			
United States	943	801	1,491
Canada	148	120	220
Total North America	1,091	921	1,711
<i>Average Commodity Prices(2)</i>			
Natural gas (\$/Mcf)	\$ 4.16	\$ 3.66	\$ 7.98
WTI crude oil (per barrel)	\$ 79.39	\$ 61.95	\$ 99.67

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Brent crude oil (per barrel)	\$	79.50	\$	61.74	\$	96.94
<i>Well Permits(3)</i>						
United States		1,260		989		1,682

(1) Source Baker Hughes (www.bakerhughes.com)

(2) Source Department of Energy, Energy Information Administration (www.eia.gov)

(3) Source RigData

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The breakdown of our sales by end market for the years ended December 31, 2010, 2009 and 2008 was as follows:

	Year Ended December 31,		
	2010	2009	2008
Upstream	45%	44%	45%
Midstream	23%	24%	22%
Downstream and other industrials	32%	32%	33%
	100%	100%	100%

As a percentage of sales, our upstream activity increased slightly, approximating 45% of our sales during 2010, compared to 44% of our sales during 2009. North America natural gas rig counts, which account for approximately 58% of the total North America rig count activity, increased approximately 18% on a year-over-year basis. We saw an improvement of approximately 7% in our North America upstream sales from 2009 to 2010, due to an increase in our MRO activity, as well as higher OCTG volumes, although OCTG prices remained relatively stable in the second half of 2010. Internationally, our upstream activity decreased due to significant reductions in E&P spending in the North Sea.

As a percentage of sales, our midstream activity, including pipelines, well tie-ins and natural gas utilities, remained relatively consistent, to 23% of sales during 2010 from 24% of sales during 2009. Our gathering and transmission pipeline sales increased approximately 6% in 2010, primarily in the Haynesville and Marcellus shale plays. Our natural gas utilities MRO activity declined 11%, offsetting the increase in our gathering and transmission pipeline sales. Additionally, the proportion of our end market revenues shifted slightly to the upstream and downstream markets with the acquisition of Transmark in October 2009.

As a percentage of sales, our downstream and other industrials sales were relatively stable year-over-year at 32% of sales. Despite some recent improvement, U.S. refineries continue to be challenged by tight margins and overseas production capacity additions. Although U.S. refinery utilization improved in 2010 from a low point of 77% at the end of January to a high point of 91% at the end of July, utilization has declined to 88% at the end of December. In North America, customers continue to delay certain project work, as they seek to preserve capital and delay capital and other expenditures until 2011 or later. Our sales to the chemicals and the general industrials markets continued to improve in line with the general economy during 2010, increasing 24% year over-year. Our International segment, operated through MRC Transmark, has a greater focus on oil and a lesser focus on natural gas as compared to our North American segment. Our downstream activity in Europe declined, as we have seen slowdowns in capital expenditure projects in the refining sector of Europe, due to shrinking refining margins and capital investment constraints. In Asia and Australasia, activity has decreased due to reductions in our customers' capital spending programs.

Table of Contents**Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009**

For the years ended December 31, 2010 and 2009, the following table summarizes our results of operations (in millions):

	Year Ended December 31,			
	2010	2009	\$ Change	% Change
<i>Sales:</i>				
North America	\$ 3,589.9	\$ 3,610.1	\$ (20.2)	<1%
International	255.6	51.8	203.8	393%
Consolidated	\$ 3,845.5	\$ 3,661.9	\$ 183.6	5%
<i>Gross margin:</i>				
North America	\$ 501.5	\$ 592.7	\$ (91.2)	(15)%
International	87.0	16.4	70.6	430%
Consolidated	\$ 588.5	\$ 609.1	\$ (20.6)	(3)%
<i>Selling, general and administrative expenses:</i>				
North America	\$ 382.8	\$ 397.9	\$ (15.1)	(4)%
International	65.0	10.7	54.3	507%
Consolidated	\$ 447.7	\$ 408.6	\$ 39.2	10%
<i>Goodwill impairment charge:</i>				
North America	\$	\$ 309.9	\$ (309.9)	(100)%
International				
Consolidated	\$	\$ 309.9	\$ (309.9)	(100)%
<i>Operating income (loss):</i>				
North America	\$ 59.9	\$ (174.3)	\$ 234.2	134%
International	10.4	3.8	6.6	174%
Consolidated	\$ 70.3	(170.5)	\$ 240.8	141%
Interest expense	(139.6)	(116.5)	23.1	20%
Other, net	(5.9)	8.4	(14.3)	(170)%
Income tax benefit (expense)	23.4	(13.1)	36.5	279%
Net (loss)	\$ (51.8)	\$ (291.7)	\$ 239.9	82%
Adjusted EBITDA	\$ 149.6	\$ 334.1	\$ (184.5)	(55)%

Sales. Our sales were \$3.85 billion for the year ended December 31, 2010, as compared to the \$3.66 billion for the year ended December 31, 2009, an increase of 5%.

Although our North American sales were down slightly year-over-year, we started to see signs of an improving economy beginning in the fourth quarter of 2009. The previous year's results included the carryover effect from high average capital and other expenditures during 2008, which was evident in our strong results through the first four months of 2009. As the economic environment in which we operate improved, including the year-over-year growth in rig counts and commodity prices, our sales have followed. The fourth quarter of 2010 represented our fifth consecutive quarter of revenue growth. During the year ended December 31, 2010, the U.S. Gross Domestic Product (GDP) expanded by 2.9%, compared with a 2.6% contraction during the year ended December 31, 2009.

Internationally, our sales have weakened in 2010, due to reduced capital and other expenditures and project delays by our customers, especially in our downstream end market.

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Sales of energy carbon steel tubular products accounted for approximately 38% and 40% of our total sales for the years ended December 31, 2010 and 2009. The change in sales of our energy carbon steel tubular products from 2009 to 2010 can be attributed to an approximate 22% increase in sales volumes, offset by an approximate 11% decrease in price. Substantially all of our energy carbon steel tubular products are sold in North America. Our valves, fittings, flanges and other products are not as susceptible to significant price fluctuations and pricing was largely consistent with 2009 levels.

We operate in many foreign countries and are subject to foreign currency rate fluctuations. Approximately 20% of our 2010 revenues were generated in domiciles outside of the United States, compared to 12% in 2009 (principally as a result of the acquisition of Transmark at the end of October 2009).

Gross Margin. Our gross margin was \$589 million (or 15.3% of sales) for the year ended December 31, 2010, as compared to \$609 million (or 16.6% of sales) for the year ended December 31, 2009.

Our North American gross margin decreased to 14.0% in 2010, from 16.4% in 2009. During the year ended December 31, 2010, we recognized \$75 million in increased cost of sales related to our use of the last in-first-out (LIFO) method of accounting for inventory costs, compared to an \$116 million decrease in cost of sales for the year ended December 31, 2009. Also, during the year ended December 31, 2009, we recognized a \$46 million inventory write-down; there was no significant inventory write-down during the year ended December 31, 2010. In addition, we continue to work through higher cost inventory, from the carryover effect of 2008. Although a majority of the inventory was worked through in 2009, and to a lesser extent in 2010, some small amounts remain. These factors resulted in a reduction in our gross margins from 2009 to 2010.

Internationally, our margin remained strong, increasing to 34.0% of sales in 2010 from 31.7% of sales in 2009.

Selling, General and Administrative (SG&A) Expenses. Our selling, general and administrative expenses were \$448 million (or 11.6% of sales) for the year ended December 31, 2010, as compared to \$409 million (or 11.2% of sales) for the year ended December 31, 2009. Our North American SG&A expenses as a percentage of sales decreased to 10.7% from 11.0%, as we implemented various cost savings initiatives, including reducing employee headcount by 2%, to right size our operations in light of the economic environment we faced. With our International business softening, we are currently evaluating similar cost savings initiatives for our International segment for 2011.

Goodwill Impairment Charge. During 2009, our earnings progressively decreased due to the reductions in our customers' expenditure programs caused by the global economic recession, reductions in oil and natural gas commodity prices and other factors. These reductions resulted in reduced demand for our products and lower sales prices/margins, which altered our view of our marketplace. Consequently, we revised certain long-term projections for our business, which in turn impacted its estimated fair value. As a result, we concluded that the carrying value of our North American reporting unit exceeded its fair value and recorded a non-cash goodwill impairment charge in the amount of \$310 million during the year ended December 31, 2009. There was no such goodwill impairment charge recorded during the year ended December 31, 2010.

Operating Income (Loss). Operating income was \$70 million for the year ended December 31, 2010, as compared to an operating loss of \$170 million for the year ended December 31, 2009, an improvement of \$240 million. The results of 2009 were impacted by the \$310 million non-cash goodwill impairment charge, as well as the \$46 million non-cash inventory write-down.

Interest Expense. Our interest expense was \$140 million for the year ended December 31, 2010, as compared to \$117 million for the year ended December 31, 2009. The increase was due to a higher weighted-average interest rate, including the impact of our interest rate swap agreements and various commitment fees, which increased to 8.5%

during 2010 from 6.6% in 2009. The issuance of our 9.50% senior secured notes in December 2009 and February 2010 had the impact of increasing the interest rate that we pay on \$1.05 billion of debt by approximately 250 basis points. Also, in connection with the amendment to our principal revolving credit facility, the interest rate and commitment fees on such facility increased by approximately 200 basis points and 12.5 basis points, respectively.

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Other, net. We use derivative instruments to help manage our exposure to interest rate risks and certain foreign currency risks. The change in the fair market value of our derivatives reduced earnings by \$5 million for the year ended December 31, 2010 and increased earnings by \$9 million for the year ended December 31, 2009.

Income Tax Benefit (Expense). Our income tax benefit was \$23 million for the year ended December 31, 2010, as compared to income tax expense of \$13 million for the year ended December 31, 2009. Our effective tax rates were 31.1% for the year ended December 31, 2010 and (4.7)% for the year ended December 31, 2009. The 2010 rate differs from the federal statutory rate of 35% principally as a result of the impact of differing foreign income tax rates, which included the establishment of a valuation allowance related to certain foreign net operating loss carryforwards. The 2009 rate differs from the federal statutory rate primarily as a result of our nondeductible goodwill impairment charge.

Net (Loss). Our net loss was \$52 million for the year ended December 31, 2010 as compared to \$292 million for the year ended December 31, 2009, an improvement of \$240 million, primarily as a result of the \$310 million goodwill impairment charge recorded in 2009.

Adjusted EBITDA. Adjusted EBITDA (as calculated for purposes of the indenture governing the exchange notes) was \$150 million for the year ended December 31, 2010, as compared to \$334 million for the year ended December 31, 2009.

The following table reconciles Adjusted EBITDA with our net income (loss), as derived from our financial statements (in millions):

	Year Ended December 31,	
	2010	2009
Net (loss)	\$ (51.8)	\$ (291.7)
Income tax (benefit) expense	(23.4)	13.1
Interest expense	139.6	116.5
Depreciation and amortization	16.6	14.5
Amortization of intangibles	53.9	46.6
Inventory write-down	0.4	46.5
Change in fair value of derivative instruments	4.9	(8.9)
Goodwill impairment charge		309.9
MRC Transmark pre-acquisition contribution		38.5
Gain on early extinguishment of debt		(1.3)
Other non-recurring and non-cash expenses(1)	9.4	50.4
Adjusted EBITDA(2)	\$ 149.6	\$ 334.1

(1) Other non-recurring and non-cash expenses include transaction related expenses, equity based compensation and other items added back to net income pursuant to our debt agreements.

(2) Adjusted EBITDA includes the impact of our LIFO costing methodology, which resulted in an increase in cost of sales of \$75 million in 2010 and a decrease in cost of sales of \$116 million in 2009.

Table of Contents***Year Ended December 31, 2009 Compared to the Year Ended December 31, 2008***

For the years ended December 31, 2009 and 2008, the following table summarizes our results of operations (in millions):

	Year Ended December 31,		\$ Change	% Change
	2009	2008		
<i>Sales:</i>				
North America	\$ 3,610.1	\$ 5,255.2	\$ (1,645.1)	(31)%
International	51.8		51.8	
Consolidated	\$ 3,661.9	\$ 5,255.2	\$ (1,593.3)	(30)%
<i>Gross margin:</i>				
North America	\$ 592.7	\$ 1,037.8	\$ (445.1)	(43)%
International	16.4		16.4	
Consolidated	\$ 609.1	\$ 1,037.8	\$ (428.7)	(41)%
<i>Selling, general and administrative expenses:</i>				
North America	\$ 397.9	\$ 482.1	\$ (84.2)	(17)%
International	10.7		10.7	
Consolidated	\$ 408.6	\$ 482.1	\$ (73.5)	(15)%
<i>Goodwill impairment charge:</i>				
North America	\$ 309.9	\$	\$ 309.9	100%
International				
Consolidated	\$ 309.9	\$	\$ 309.9	100%
<i>Operating income (loss):</i>				
North America	\$ (174.3)	\$ 500.0	\$ (674.3)	(135)%
International	3.8		3.8	
Consolidated	(170.5)	500.0	(670.5)	(134)%
Interest expense	(116.5)	(84.5)	32.0	38%
Other, net	8.4	(8.7)	17.1	197%
Income tax benefit (expense)	(13.1)	(153.3)	(140.2)	(91)%
Net (loss)	\$ (291.7)	\$ 253.5	\$ (545.2)	(215)%
Adjusted EBITDA	\$ 334.1	\$ 618.2	\$ (284.1)	(46)%

Sales. Our sales were \$3.66 billion for the year ended December 31, 2009, as compared to \$5.26 billion for the year ended December 31, 2008.

Our North American sales decreased approximately \$1.6 billion (31%), primarily due to reduced operating expenses and capital and other expenditures by our customers. Although our strong 2008 results carried over into the first four months of 2009, our results suffered from the global economic slowdown. Both the average rig counts in North America and commodity prices substantially fell, as the U.S. Gross Domestic Product contracted by 2.6% in 2009, compared to being virtually flat for the 2008 year.

Gross Margin. Our gross margin was \$609 million (or 16.6% of sales) for the year ended December 31, 2009, as compared to \$1,038 million (or 19.8% of sales) for the year ended December 31, 2008.

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Our North American gross margin decreased to 16.4% from 19.8%. During the year ended December 31, 2009, we recognized a \$116 million decrease in our cost of sales related to our use of the LIFO method of accounting for inventory costs, compared to an \$126 million increase in cost of sales for the year ended December 31, 2008.

We perform an internal analysis of our inventory on a quarterly basis, comparing the carrying value of our inventory to the estimated market value of the inventory. As a result of this analysis, we recognized a \$46 million inventory write-down; there was no such inventory write-down during the year ended December 31, 2008.

Selling, General and Administrative (SG&A) Expenses. Our selling, general and administrative expenses were \$409 million (or 11% of sales) for the year ended December 31, 2009, as compared to \$482 million (or 9% of sales) for the year ended December 31, 2008. Our North American SG&A expenses decreased 17%, due to a decrease in personnel costs and an overall effort to reduce our expenses due to a reduction in our sales volumes. As part of our cost savings initiatives, we reduced our North American headcount by approximately 18%.

Goodwill Impairment Charge. During 2009, our earnings progressively decreased due to the reductions in our customers' expenditure programs caused by the global economic recession, reductions in oil and natural gas commodity prices and other factors. These reductions resulted in reduced demand for our products and lower sales prices/margins, which altered our view of our marketplace. Consequently, we revised certain long-term projections for our business, which in turn impacted its estimated fair value. As a result, we concluded that the carrying value of our North American reporting unit exceeded its fair value and recorded a non-cash goodwill impairment charge in the amount of \$310 million during the year ended December 31, 2009. There was no such goodwill impairment charge recorded during the year ended December 31, 2008.

Operating (Loss) Income. Including the impact of the \$310 million goodwill impairment charge, our operating loss was \$171 million for the year ended December 31, 2009, as compared to operating income of \$500 million for the year ended December 31, 2008.

Interest Expense. Our interest expense was \$117 million for the year ended December 31, 2009, as compared to \$85 million for the year ended December 31, 2008. The increase of \$32 million was due to an increase in the average debt balances during the year. The increase in the average debt balances was due to: (i) debt assumed in conjunction with the LaBarge acquisition (October 2008), (ii) debt incurred for working capital expansion during the first quarter of 2009, (iii) debt incurred for the May 2008 dividend recapitalization transaction, and (iv) debt assumed in conjunction with the Transmark acquisition (October 2009). Also, as a result of the 2009 de-designation and termination of our \$700 million interest rate swap agreement, we recorded \$12 million and \$16 million, respectively, to interest expense. Our weighted average interest rates increased slightly to 6.6% from 6.5%.

Other, net. We recorded a net gain on early extinguishment of debt of \$1 million for the year ended December 31, 2009. We purchased and retired \$10 million of junior term loan facility debt in March 2009, resulting in a gain on early extinguishment of debt of \$6 million (\$4 million, net of deferred income taxes). We purchased and retired \$25 million of junior term loan facility debt in April 2009, resulting in a gain of \$10 million (\$6 million, net of deferred income taxes). We used the proceeds from the sale of the notes issued in December 2009 to pay off our term loan facility and our junior term loan facility. In connection with these payoffs, we wrote off approximately \$14 million of unamortized debt issue costs that pertained to those facilities. We had no such extinguishments of debt during the year ended December 31, 2008.

We use derivative instruments to help manage our exposure to interest rate risks and certain foreign currency risks. The change in the fair market value of our derivatives increased our earnings by \$9 million for the year ended December 31, 2009 and reduced our earnings by \$6 million for the year ended December 31, 2008.

Income Tax Benefit (Expense). Our income tax expense was \$13 million for the year ended December 31, 2009, as compared to \$153 million for the year ended December 31, 2008. Our effective tax rates were (4.7%) and 37.7% for the years ended December 31, 2009 and 2008, respectively. These rates differ from the federal statutory rate of 35% principally as a result of our goodwill impairment charge and state income taxes. Partially offsetting these decreases was an increase in taxes attributable to our international operations. Excluding the impact of our goodwill impairment charge, our effective tax rate for the year ended December 31, 2009 would have been 41.9%.

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Net (Loss). Our net loss was \$292 million for the year ended December 31, 2009 as compared to net income of \$253 million for the year ended December 31, 2008. Excluding the impact of MRC Transmark (\$4 million), net income decreased \$550 million as a result of the items noted above, including, in particular, the \$310 million goodwill impairment charge.

Adjusted EBITDA. Adjusted EBITDA (as calculated for purposes of the indenture governing the exchange notes) was \$334 million for the year ended December 31, 2009, as compared to \$618 million for the year ended December 31, 2008.

The following table reconciles Adjusted EBITDA with our net (loss) income, as derived from our financial statements (in millions):

	Year Ended December 31,	
	2009	2008
Net (loss) income	\$ (291.7)	\$ 253.5
Income tax benefit (expense)	13.1	153.2
Interest expense	116.5	84.5
Depreciation and amortization	14.5	11.3
Amortization of intangibles	46.6	44.4
Inventory write-down	46.5	
Change in fair value of derivative instruments	(8.9)	6.2
Goodwill impairment charge	309.9	
MRC Transmark pre-acquisition contribution	38.5	
Gain on early extinguishment of debt	(1.3)	
Other non-recurring and non-cash expenses(1)	50.4	65.1
Adjusted EBITDA(2)	\$ 334.1	\$ 618.2

(1) Other non-recurring and non-cash expenses include transaction related expenses, equity based compensation and other items added back to net income pursuant to our debt agreements.

(2) Adjusted EBITDA includes the impact of our LIFO costing methodology, which resulted in an decrease in cost of sales of \$116 million in 2009 and an increase in cost of sales of \$126 million in 2008.

Financial Condition and Cash Flows**Financial Condition**

The following table sets forth selected balance sheet data for the periods indicated below (in millions):

December 31, 2010	December 31, 2009
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Inventory	\$ 765.4	\$ 871.7
Working capital	842.6	930.2
Long-term debt, including current portion	1,360.2	1,452.6

Starting in 2010, we have been emphasizing a shift in our sales to higher gross margin products. Typically, oil country tubular goods (within our energy carbon steel tubular product portfolio) has generated the lowest gross margin. In alignment with this shift in emphasis, we have been re-balancing our inventories. At the end of 2010, our energy carbon steel tubular products constituted approximately 45% of our inventory balance, down from 56% at the end of 2009. Conversely, our oilfield and natural gas distribution products, which typically generate a higher gross margin, comprised 55% of our inventory at the end of 2010, up from 44% at the end of 2009.

Our working capital decreased 9%, as reduction in inventories was offset by volume related increases in accounts receivable and accounts payable, resulting in a \$92 million reduction in long-term borrowings. We closely monitor our working capital position to ensure that we have the appropriate flexibility for our operations.

Table of Contents**Cash Flows**

The following table sets forth our cash flows for the periods indicated below (in millions):

	Year Ended December 31,		
	2010	2009	2008
Net cash provided by (used in):			
Operating activities	\$ 112.5	\$ 505.5	\$ (137.4)
Investing activities	(16.2)	(66.9)	(314.2)
Financing activities	(97.9)	(393.9)	452.0
Net (decrease) increase in cash and cash equivalents	\$ (1.6)	\$ 44.7	\$ 0.4
Effect of foreign exchange rate on cash	\$ 1.7	\$ (0.6)	\$ 1.7

Operating Activities

Net cash provided by operating activities decreased by \$393 million to \$113 million for the year ended December 31, 2010, primarily from operations. Net cash provided by operations increased \$643 million from 2008 to 2009, primarily from changes in our working capital, most notably inventory, as we implemented our Inventory Reduction Plan in response to changing market conditions. This provided \$367 million of cash in 2009 as compared to using \$462 million in 2008.

Investing Activities

Net cash used in investing activities decreased by \$51 million to \$16 million for the year ended December 31, 2010. In each year, our net cash used primarily related to our acquisition activity. In 2010, \$12 million was used to acquire South Texas and Dresser. In 2009, \$56 million was used to acquire Transmark. In 2008, \$299 million was used for three transactions: (1) acquisition of LaBarge Pipe & Steel Company (\$152 million), (2) purchase of the remaining 49% interest in Midfield Supply ULC (\$132 million), and (3) carryover from the Red Man Pipe & Supply Co. acquisition (\$15 million).

Our capital expenditures, net, are typically approximately 0.3% of our sales for any given year.

Financing Activities

Net cash provided by (used in) financing activities decreased by \$296 million to \$98 million for the year ended December 31, 2010. The decrease represents our discipline in managing our working capital and paying down our indebtedness. The decrease from 2008 to 2009 reflected our efforts to reduce our working capital, primarily inventories, the proceeds of which were used to reduce our outstanding debt balances. During 2009, we substantially reduced the balance of our indebtedness. Excluding the impact of the Transmark acquisition and costs associated with the notes, our debt is down from its peak in February 2009 to its low point in April 2010 by approximately \$580 million. As a result of this reduction, we reduced the balance of our revolving credit facilities by approximately \$343 million during 2009. Also, in conjunction with the various amendments to our credit facilities and the issuance of the notes, we paid \$27 million in debt issuance costs, which will be amortized over the life of the respective facility. During 2008, we increased the balance on our revolving credit facilities to support the growth of our business, both for acquisitions and for working capital. In 2008, we received proceeds of \$897 million, partially offset by our

dividend recapitalization of \$475 million to our shareholders.

Liquidity and Capital Resources

Our primary sources of liquidity consist of cash generated from our operating activities, existing cash balances and borrowings under our existing revolving credit facilities. Our ability to generate sufficient cash flows from our operating activities will continue to be primarily dependent on our sales of PVF and other products and services to our customers at margins sufficient to cover our fixed and variable expenses. As of December 31, 2010 and 2009, we had cash and cash equivalents of \$56 million. A substantial portion of our cash and cash equivalents is maintained in

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the accounts of our various foreign subsidiaries and, if such amounts were transferred among countries or repatriated to the U.S., such amounts may be subject to additional tax liabilities.

Our credit facilities consist of a \$900 million revolving credit facility in the U.S., two credit facilities of our Canadian subsidiary and a credit facility of our international subsidiary. We maintain these facilities primarily to finance our working capital, as well as certain mergers and acquisitions. At December 31, 2010, we had \$475 million available under these credit facilities. As noted above, our ability to transfer funds among countries could be hampered by additional tax liabilities imposed as a result of these transfers. From time to time, we may consider opportunistic refinancing of our outstanding indebtedness based on market conditions and the needs of our business.

We also have \$1.05 billion of 9.50% senior secured notes due December 15, 2016 (the notes) outstanding. In December 2009, \$1.0 billion of notes were issued and the net proceeds of the offering of the notes were primarily used to pay all the outstanding borrowings under our \$575 million term loan facility (the Term Loan Facility) and our \$450 million junior term loan facility (the Junior Term Loan Facility). This financing transaction enabled us to gain more operating flexibility, in that several of our most restrictive covenants were eliminated. In February 2010, we issued an additional \$50.0 million of notes and applied the net proceeds to repay amounts outstanding under our Revolving Credit Facility.

Our credit ratings are below investment grade and as such could impact both our ability to raise new funds as well as the interest rates on our future borrowings. Our ability to incur additional debt is restricted by our existing obligations. We were in compliance with covenants under our various credit facilities at December 31, 2010.

We believe our sources of liquidity will be sufficient to satisfy the anticipated cash requirements associated with our existing operations for at least the next twelve months. However, our future cash requirements could be higher than we currently expect as a result of various factors. Additionally, our ability to generate sufficient cash from our operating activities depends on our future performance, which is subject to general economic, political, financial, competitive and other factors beyond our control. Our business may not generate sufficient cash flow from operations, and future borrowings may not be available to us under our credit facilities in an amount sufficient to enable us to pay our indebtedness or to fund our other liquidity needs. We may seek to sell assets to fund our liquidity needs but may not be able to do so.

Contractual Obligations, Commitments and Contingencies***Contractual Obligations***

The following table summarizes our minimum payment obligations as of December 31, 2010 relating to long-term debt, interest payments, capital leases, operating leases, purchase obligations and other long-term liabilities for the periods indicated (in millions):

	Total	2011	2012 to 2013	2014 to 2015	After 2015
Long-term debt	\$ 1,360.2	\$	\$ 332.3	\$	\$ 1,027.9
Interest payments(1)	625.4	110.8	219.5	199.5	95.6
Interest rate swap	12.0	9.5	2.5		
Capital leases	8.6	1.2	2.4	1.8	3.2
Operating leases	90.9	27.6	38.7	19.0	5.6
Purchase obligations(2)	349.9	349.9			

Other long-term liabilities	17.8					17.8
Total	\$ 2,464.8	\$ 499.0	\$ 595.4	\$ 220.3	\$ 1,150.1	

- (1) Interest payments are based on interest rates in effect at December 31, 2010 and assume contractual amortization payments.
- (2) Purchase obligations reflect our commitments to purchase PVF products in the ordinary course of business. While our vendors often allow us to cancel these purchase orders without penalty, in certain cases cancellations may subject to cancellation fees or penalties, depending on the terms of the contract.

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We historically have been an acquisitive company. We expect to fund future acquisitions primarily with cash flows from (i) borrowings, either the unused portion of our facilities or new debt issuances, (ii) cash provided by operations, and/or (iii) may also issue additional equity in connection with such acquisitions.

Description of Our Indebtedness

Revolving Credit Facility

McJunkin Red Man Corporation is the borrower under a \$900 million Revolving Credit Facility. The description of the Revolving Credit Facility presented below gives effect to the amendment to the Revolving Credit Facility entered into in December 2009. See Amendment below.

Letter of Credit and Swingline Sublimits. The Revolving Credit Facility provides for the extension of both revolving loans and swingline loans and the issuance of letters of credit. The aggregate principal amount of revolving loans outstanding at any time under the Revolving Credit Facility may not exceed \$900 million, subject to adjustments based on changes in the borrowing base and less the sum of aggregate letters of credit outstanding and the aggregate principal amount of swingline loans outstanding, provided that the borrower may elect to increase the limit on the revolving loans outstanding as described in Incremental Facilities below. There is a \$60 million sub-limit on swingline loans and the total letters of credit outstanding at any time may not exceed \$60 million.

Maturity. The revolving loans have a maturity date of October 31, 2013 and the swingline loans have a maturity date of October 24, 2013. Any letters of credit outstanding under the Revolving Credit Facility will expire on October 24, 2013.

Borrowing Base. Availability under the \$900 million facility is subject to a borrowing base. The borrowing base under the Revolving Credit Facility at any time is equal to 85% of the sum of eligible accounts receivable and the net orderly liquidation value of eligible inventory of us and the guarantors of the facility, in each case subject to customary reserves and eligibility criteria. As of December 31, 2010, \$286 million of borrowings were outstanding and, due to limitations imposed by the borrowing base, \$360 million was available under the Revolving Credit Facility.

Interest Rate and Fees. The revolving loans bear interest at a rate per annum equal to, at the borrower's option, either (i) the greater of the prime rate and the federal funds effective rate plus 0.50%, plus in either case (a) 2.00% if the borrower's consolidated total debt to Consolidated EBITDA ratio is greater than or equal to 2.75 to 1.00, (b) 1.75% if such ratio is greater than or equal to 2.00 to 1.00 but less than 2.75 to 1.00, or (c) 1.50% if such ratio is less than 2.00 to 1.00; or (ii) LIBOR plus (a) 3.00% if the borrower's consolidated total debt to Consolidated EBITDA ratio is greater than or equal to 2.75 to 1.00, (b) 2.75% if such ratio is greater than or equal to 2.00 to 1.00 but less than 2.75 to 1.00, or (c) 2.50% if such ratio is less than 2.00 to 1.00. Interest on swingline loans is calculated on the basis of the rate described in clause (i) of the preceding sentence. At December 31, 2010, our consolidated total debt to Consolidated EBITDA ratio was 8.8 to 1.0. The weighted average interest rate on the revolving loans outstanding at December 31, 2010 was 3.34%.

During the period from and including the effective date of the amendment (December 21, 2009) to but excluding the date that we delivered financial statements to the Revolving Credit Facility lenders for the fiscal quarter ending on March 31, 2010, the revolving loans bore interest at a rate per annum equal to, at our option, either the greater of the prime rate and the federal funds effective rate plus 2.50%, or LIBOR plus 3.00%, without regard to the ratio of our consolidated total debt to Consolidated EBITDA.

Additionally, the borrower is required to pay a commitment fee with respect to unutilized revolving credit commitments at a rate per annum equal to (i) 0.50% if the borrower's consolidated total debt to Consolidated EBITDA ratio is greater than or equal to 2.75 to 1.00 and (ii) 0.375% if such ratio is less than 2.75 to 1.00. The borrower is also required to pay fees on the stated amounts of outstanding letters of credit for the account of all revolving lenders at a per annum rate equal to (i) 2.875% if the borrower's consolidated total debt to Consolidated EBITDA ratio is greater than or equal to 2.75 to 1.00, (ii) 2.625% if such ratio is greater than or equal to 2.00 to 1.00 but less than 2.75 to 1.00, or (iii) 2.375% if such ratio is less than 2.00 to 1.00. The borrower is required to pay a fronting fee for the account of the letter of credit issuer in respect of each letter of credit issued by it at a rate for each day equal to 0.125% per annum on the average daily stated amount of such letter of credit. The borrower is also

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obligated to pay directly to the letter of credit issuer upon each issuance of, drawing under, and/or amendment of, a letter of credit issued by it such amount as the borrower and the letter of credit issuer agree upon for issuances of, drawings under or amendments of, letters of credit issued by the letter of credit issuer. At December 31, 2010, our consolidated total debt to Consolidated EBITDA ratio was 8.8 to 1.0.

Prepayments. The borrower may voluntarily prepay revolving loans and swingline loans in whole or in part at the borrower's option, in each case without premium or penalty. If at any time the aggregate amount of outstanding loans, unreimbursed letter of credit drawings and undrawn letters of credit under the Revolving Credit Facility exceeds the total revolving credit commitments and the borrowing base, the borrower will be required to repay outstanding loans or cash collateralize letters of credit in an aggregate amount equal to such excess, with no reduction of the commitment amount. If the amount available under the Revolving Credit Facility is less than 7% of total revolving credit commitments for any period of five consecutive business days, or an event of default pursuant to certain provisions of the Revolving Credit Facility has occurred, the borrower would be required to transfer funds from certain blocked accounts daily into a collection account under the exclusive control of the agent under the Revolving Credit Facility. While we will continue to draw down and repay the facility during the normal course of business, we currently have no plan to prepay the Revolving Credit Facility in full prior to its maturity date.

Incremental Facilities. Subject to certain terms and conditions, the borrower may request an increase in revolving loan commitments. The increase in revolving loan commitments may not exceed the sum of (i) \$150 million, plus (ii) only after the entire amount in the preceding clause (i) is drawn, an amount such that on a pro forma basis after giving effect to the new revolving credit commitments and certain other specified transactions, the secured leverage ratio will be no greater than 4.75 to 1.00. The borrower's ability to borrow under such incremental facilities, however, would still be limited by the borrowing base. Any lender that is offered to provide all or part of the new revolving loan commitments may elect or decline, in its sole discretion, to provide such new commitments. No lender is required to fund any of such amounts.

Collateral and Guarantors. The obligations under the Revolving Credit Facility are guaranteed by the borrower's wholly owned domestic subsidiaries and secured, subject to certain significant exceptions, by a senior security interest in personal property consisting of and arising from inventory and accounts receivable.

Covenants. The Revolving Credit Facility contains customary covenants. This agreement, among other things, restricts, subject to certain exceptions, the ability of the borrower and its subsidiaries to incur additional indebtedness, create liens on assets, engage in mergers, consolidations or sales of assets, dispose of subsidiary interests, make investments, loans or advances, pay dividends, make payments with respect to subordinated indebtedness, enter into sale and leaseback transactions, change the business conducted by the borrower and its subsidiaries taken as a whole, and enter into agreements that restrict subsidiary dividends or limit the ability of the borrower or any subsidiary guarantor to create or keep liens for the benefit of the lenders with respect to the obligations under the Revolving Credit Facility. The Revolving Credit Facility requires the borrower to enter into interest rate swap, cap and hedge agreements for purposes of ensuring that no less than 50% of the aggregate principal amount of the total indebtedness of the borrower and its subsidiaries then outstanding is either subject to such interest rate agreements or bears interest at a fixed rate. At December 31, 2010, we had 100% of our floating interest rate debt hedged with interest rate contracts.

Although the Revolving Credit Facility does not require the borrower to comply with any financial ratio maintenance covenants, if less than 7% of the then-outstanding credit commitments are available to be borrowed under the Revolving Credit Facility at any time, the borrower will not be permitted to borrow additional amounts unless its pro forma ratio of Consolidated EBITDA to consolidated fixed charges is at least 1.00 to 1.00.

Events of Default. The Revolving Credit Facility contains customary events of default. The events of default include the failure to pay interest and principal when due, failure to pay fees and any other amounts owed under the Revolving Credit Facility when due, a breach of certain covenants in the Revolving Credit Facility, a breach of any representation or warranty contained in the Revolving Credit Facility in any material respect, defaults in payments with respect to any other indebtedness in excess of \$30 million, defaults with respect to other indebtedness in excess of \$30 million that have the effect of accelerating such indebtedness, bankruptcy, certain events relating to employee benefits plans, failure of a material subsidiary's guarantee to remain in full force and effect, failure of the security agreement, pledge agreements pursuant to which the stock of any material subsidiary is pledged, or any

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mortgage for the benefit of the lenders under the Revolving Credit Facility to remain in full force and effect, entry of one or more judgments or decrees against the borrower or its restricted subsidiaries involving a liability of \$30 million or more in the aggregate, and the invalidation of subordination provisions of any document evidencing permitted additional debt having a principal amount in excess of \$15 million. If an event of default were to occur with respect to this facility, the maturity of this facility would be accelerated to payable upon demand. The event of default on this facility would cause us to cross-default on the notes, whereby the note holders would have the right to accelerate the maturity of the notes to payable upon demand.

The Revolving Credit Facility also contains an event of default upon the occurrence of a change of control. Under the Revolving Credit Facility, a change of control shall have occurred if (i) the Goldman Sachs Funds and certain of their affiliates shall cease to beneficially own at least 35% of the voting power of the outstanding voting stock of the borrower (other than as a result of one or more widely distributed offerings of the common stock of the borrower or any direct or indirect parent of the borrower); or (ii) any person, entity or group (within the meaning of Section 13(d) or 14(d) of the Securities Exchange Act of 1934, as amended) shall have acquired beneficial ownership of a percentage of the voting power of the outstanding voting stock of the borrower that exceeds the percentage of the voting power of such voting stock then beneficially owned, in the aggregate, by the Goldman Sachs Funds and certain of their affiliates, unless, in the case of either clause (i) or (ii) above, the Goldman Sachs Funds and certain of their affiliates have, at such time, the right or the ability by voting power, contract or otherwise to elect or designate for election at least a majority of the board of directors of the borrower; or (iii) a majority of the board of directors of the borrower ceases to consist of continuing directors, defined as individuals who (a) were members of the board of directors of the borrower on October 31, 2007, (b) who have been a member of the board of directors for at least 12 preceding months, (c) who have been nominated to be a member of the board of directors, directly or indirectly, by the Goldman Sachs Funds and certain of their affiliates or persons nominated by the Goldman Sachs Funds and certain of their affiliates or (d) who have been nominated to be a member of the board of directors by a majority of the other continuing directors then in office.

Amendment. In connection with the issuance of the notes in December 2009, we amended the Revolving Credit Facility to permit the issuance of the notes and permit the payment of a one-time dividend by McJunkin Red Man Corporation to McJunkin Red Man Holding Corporation for purposes of repaying the Junior Term Loan Facility. Pursuant to the amendment, we agreed to increase the interest rate margin on outstanding borrowings by an additional 1.50% per annum in all cases whether determined by reference to the greater of prime rate and the federal funds effective rate or to LIBOR, and for all levels of our ratio of consolidated total debt to Consolidated EBITDA. The amendment also fixed the applicable margin at a rate equivalent to the otherwise maximum margin during the period from and including the effective date of the amendment to but excluding the date that we delivered financial statements to the Revolving Credit Facility lenders for the fiscal quarter ending on March 31, 2010. We also agreed to increase the commitment fee under this facility by an additional 0.125% per annum for all levels of our ratio of consolidated total debt to Consolidated EBITDA.

Notes

On December 21, 2009, McJunkin Red Man Corporation issued \$1.0 billion of 9.50% senior secured notes due December 15, 2016 (the notes). The proceeds of the offering of the notes were used to pay all the outstanding borrowings under the Term Loan Facility and the Junior Term Loan Facility. McJunkin Red Man Corporation issued an additional \$50 million of notes on February 11, 2010.

The notes mature on December 15, 2016. Interest accrues at 9.50% per annum and is payable semi-annually in arrears on June 15 and December 15, commencing on June 15, 2010. The notes are guaranteed on a senior secured basis by McJunkin Red Man Holding Corporation and all of the current and future wholly owned domestic subsidiaries of McJunkin Red Man Corporation (other than certain excluded subsidiaries) and any of McJunkin Red Man

Corporation's future restricted subsidiaries that guarantee any indebtedness of McJunkin Red Man Corporation or any subsidiary guarantor, including the Revolving Credit Facility (the "Subsidiary Guarantors").

Redemption and Repurchase. At any time prior to December 15, 2012 and subject to certain conditions, the Issuer may, on any one or more occasions, redeem up to 35% of the aggregate principal amount of notes issued under the indenture governing the notes (the "Indenture") at a redemption price of 109.50%, plus accrued and

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unpaid interest, with the cash proceeds of certain qualifying equity offerings. Additionally, at any time prior to December 15, 2012, the Issuer may, on any one or more occasions, redeem all or a part of the notes at a redemption price equal to 100%, plus any accrued and unpaid interest, and plus a make-whole premium. On or after December 15, 2012, the Issuer may redeem all or a part of the notes upon not less than 15 nor more than 60 days' notice, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest:

Year	Percentage
2012	107.125%
2013	104.750%
2014	102.375%
2015 and thereafter	100.000%

Upon the occurrence of a change of control, the Issuer will be required to make an offer to repurchase each holder's notes at a repurchase price equal to 101% of their principal amount, plus accrued and unpaid interest to the date of repurchase.

Covenants. The Indenture contains covenants that limit the ability of McJunkin Red Man Corporation and its restricted subsidiaries to, among other things, incur additional indebtedness, issue certain preferred stock or disqualified capital stock, create liens, pay dividends or make other restricted payments, make certain payments on debt that is subordinated or secured on a basis junior to the notes, make investments, sell assets, create restrictions on the payment of dividends or other amounts to McJunkin Red Man Corporation from restricted subsidiaries, consolidate, merge, sell or otherwise dispose of all or substantially all of McJunkin Red Man Corporation's assets, enter into transactions with affiliates, and designate subsidiaries as unrestricted subsidiaries.

In connection with issuing the notes, we entered into registration rights agreements in which we agreed to file a registration statement which will permit the Issuer to offer to exchange the notes for a new issue of identical debt securities registered under the Securities Act of 1933. We agreed to file a registration statement for the exchange offer by April 5, 2011 (the Filing Deadline), and to use our commercially reasonable efforts to cause the registration statement to be declared effective within 110 days after the Filing Deadline (the Effectiveness Deadline). The exchange offer is required to be completed within 30 business days of the Effectiveness Deadline. We also agreed to provide a shelf registration statement to cover resales of the notes under certain circumstances.

Collateral. The notes and the guarantees by the Subsidiary Guarantors are secured on a senior basis (subject to permitted prior liens), together with any other notes issued under the Indenture or other debt that is secured equally and ratably with the notes, subject to certain conditions (Priority Lien Obligations), equally and ratably by security interests granted to the collateral trustee in all Notes Priority Collateral (as such term is defined in the Indenture) from time to time owned by McJunkin Red Man Corporation or the Subsidiary Guarantors. The guarantee of McJunkin Red Man Holding Corporation of the notes is not secured. The Notes Priority Collateral generally comprises substantially all of McJunkin Red Man Corporation's and the Subsidiary Guarantors' tangible and intangible assets, other than specified excluded assets.

The notes and the guarantees by the Subsidiary Guarantors are also secured on a junior basis (subject to the lien to secure the Revolving Credit Facility and other permitted prior liens) by security interests granted to the collateral trustee in all ABL Priority Collateral (as such term is defined in the Indenture) from time to time owned by McJunkin Red Man Corporation or the Subsidiary Guarantors. Subject to certain exceptions, the ABL Priority Collateral generally comprises substantially all of McJunkin Red Man Corporation's and the Subsidiary Guarantors' accounts receivable, inventory, general intangibles and other assets relating to the foregoing, deposit and securities accounts,

and proceeds and products of the foregoing, other than specified excluded assets. Assets owned by the Issuer's non-guarantor subsidiaries and by McJunkin Red Man Holding Corporation are not part of the collateral securing the notes or the Revolving Credit Facility.

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Midfield Supply ULC CAD\$80 Million (USD\$80 million) Revolving Credit Facility

One of our subsidiaries, Midfield Supply ULC (Midfield), is the borrower under a CAD\$80 million (USD\$80 million) revolving credit facility (the Midfield Revolving Credit Facility) with Bank of America, N.A. and certain other lenders from time to time parties thereto.

On November 18, 2009, the facility was amended to, among other things, reduce the total revolving credit commitments under the facility from CAD\$150 million (USD\$150 million) to CAD\$60 million (USD\$60 million), extend the maturity from November 2, 2010 to November 18, 2012 and change the pricing terms of the facility. On September 10, 2010, the facility was amended to defer compliance with a leverage ratio covenant until March 31, 2011 and to modify the calculation of a fixed charge covenant ratio for the compliance period ended September 30, 2010. On October 20, 2010, the facility was amended to increase the maximum limit of the facility to CAD\$80 million (USD\$80 million).

The facility provides for the extension of up to CAD\$80 million (USD\$80 million) in revolving loans, subject to adjustments based on the borrowing base and less the aggregate letters of credit outstanding under the facility. Letters of credit may be issued under the facility subject to certain conditions, including a CAD\$10 million (USD\$10 million) sub-limit. The revolving loans have a maturity date of November 18, 2012. All letters of credit issued under the facility must expire at least 20 business days prior to November 18, 2012.

Borrowing Base. Availability under the Midfield Revolving Credit Facility is subject to a borrowing base that at any time is equal to the lesser of 60% of eligible inventory and 85% of the net orderly liquidation value of eligible inventory, subject to customary reserves and eligibility criteria. As of December 31, 2010, USD\$2 million of borrowings were outstanding and USD\$69 million were available under the Midfield Revolving Credit Facility.

Interest Rate and Fees. From the period from November 18, 2009 to December 31, 2009, the revolving loans bore interest at a rate equal to either (i) the Canadian prime rate plus 2.00% or (ii) the greater of 2.00% and the rate of interest per annum equal to the rates applicable to Canadian Dollar Bankers' Acceptances having a comparable term as the proposed loan displayed on the CDOR Page of Reuter Monitor Money Rates Service (the BA Equivalent Rate), plus 3.50%. After December 31, 2009, the revolving loans bear interest at a rate equal to either:

the Canadian prime rate, plus (a) 2.25% if the average daily availability (as defined in the loan and security agreement for the facility) for the previous fiscal quarter was less than CAD\$30 million (USD\$30 million), (b) 2.00% if the average daily availability for the previous fiscal quarter was greater than or equal to CAD\$30 million (USD\$30 million) but less than CAD\$60 million (USD\$60 million), or (c) 1.75% if the average daily availability for the previous fiscal quarter was greater than or equal to CAD\$60 million (USD\$60 million), or, at the borrower's option,

the BA Equivalent Rate plus (a) 3.75% if the average daily availability for the previous fiscal quarter was less than CAD\$30 million (USD\$30 million), (b) 3.50% if the average daily availability for the previous fiscal quarter was greater than or equal to CAD\$30 million (USD\$30 million) but less than CAD\$60 million (USD\$60 million), or (c) 3.25% if the if the average daily availability for the previous fiscal quarter was greater than or equal to CAD\$60 million (USD\$60 million).

At December 31, 2010, the weighted average interest rate on borrowings outstanding under the Midfield Revolving Credit Facility was 5.00%.

The borrower must pay a monthly unused line fee with respect to unutilized revolving loan commitments equal to (i) 1.00% if the outstanding amount of borrowings under the facility for the immediately preceding fiscal quarter are

greater than 50% of the revolving loan commitments, or (ii) 1.25% if otherwise. The borrower must pay a monthly fronting fee equal to 0.125% per annum of the stated amount of letters of credit issued and must also pay a monthly fee to the agent on the average daily stated amount of letters of credit issued equal to (i) 3.75% if the average daily availability for the previous fiscal quarter was less than CAD\$30 million (USD\$30 million), (ii) 3.50% if the average daily availability for the previous fiscal quarter was greater than or equal to CAD\$30 million (USD\$30 million) but less than CAD\$60 million (USD\$60 million), or (iii) 3.25% if the average daily availability for the previous fiscal quarter was greater than or equal to CAD\$60 million (USD\$60 million).

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Prepayments. The borrower may prepay the revolving loans from time to time without premium or penalty. While we will continue to draw down and repay the facility during the normal course of business, we currently have no plan to prepay the revolving loans in full prior to its maturity date.

Collateral and Guarantors. The Midfield Revolving Credit Facility is secured by substantially all of the personal property of Midfield Supply ULC and its subsidiary guarantors, Mega Production Testing Inc. and Hagan Oilfield Supply Ltd.

Certain Covenants and Events of Default. The Midfield Revolving Credit Facility contains customary covenants. These agreements, among other things, restrict, subject to certain exceptions, the ability of the borrower and its subsidiaries to incur additional indebtedness, create liens on assets, make distributions, make investments, sell, lease or transfer assets, make loans or advances, pay certain debt, amalgamate, merge, combine or consolidate with another entity, enter into certain types of restrictive agreements, engage in any business other than the business conducted by the borrower and its subsidiaries on November 18, 2009, enter into transactions with affiliates, become a party to certain employee benefit plans, enter into certain amendments with respect to subordinated debt, make acquisitions, enter into transactions which would reasonably be expected to have a material adverse effect or cause a default, enter into sale and leaseback transactions, and terminate certain agreements.

The Midfield Revolving Credit Facility requires the borrower to maintain Canadian Adjusted EBITDA (as such term is defined in the loan and security agreement for the facility) of (i) CAD\$1.5 million for the two fiscal quarters ending December 31, 2009, (ii) CAD\$4.8 million for the three fiscal quarters ending March 31, 2010 and (iii) CAD\$3.7 million for the four fiscal quarters ending June 30, 2010. Midfield's Adjusted EBITDA was \$5.0 million, \$6.3 million and \$5.5 million for those periods, respectively. The facility also requires the borrower, beginning with the fiscal quarter ending March 31, 2011, to (i) maintain a leverage ratio of no greater than 3.50 to 1.00 and (ii) maintain a fixed charge coverage ratio of at least 1.15 to 1.00. The facility also prohibits the borrower and its subsidiaries from making capital expenditures in excess of CAD\$10 million (USD\$10 million) in the aggregate during any fiscal year, subject to exceptions for certain expenditures and provided that if the actual amount of capital expenditures made in any fiscal year is less than the amount permitted to be made in such fiscal year, up to CAD\$0.25 million (USD\$0.25 million) of such excess may be carried forward and used to make capital expenditures in the succeeding fiscal year. During the year ended December 31, 2010, Midfield's capital expenditures totaled CAD\$0.7 million (USD\$0.7 million).

The Midfield Revolving Credit Facility contains customary events of default. The events of default include, among others, the failure to pay interest, principal and other obligations under the facility's loan documents when due, a breach of any representation or warranty contained in the loan documents, breaches of certain covenants, the failure of any loan document to remain in full force and effect, a default with respect to other indebtedness in excess of CAD\$0.25 million (USD\$0.25 million) if the other indebtedness may be accelerated due to such default, judgments against the borrower and its subsidiaries in excess of CAD\$0.25 million (USD\$0.25 million) in the aggregate, the occurrence of any loss or damage with respect to the collateral if the amount not covered by insurance exceeds CAD\$0.50 million (USD\$0.50 million), cessation or governmental restraint of a material part of the borrower's or a subsidiary's business, insolvency, certain events related to benefits plans, the criminal indictment of a senior officer of the borrower or a guarantor or the conviction of a senior officer of the borrower or a guarantor of certain crimes, an amendment to the shareholders agreement among Midfield Supply ULC, the entity now known as McJunkin Red Man Canada Ltd. and Midfield Holdings (Alberta) Ltd. without the prior written consent of Bank of America, N.A., a change of control (as defined in the loan and security agreement for the facility) occurs, and any event or condition that has a material adverse effect on the borrower or a guarantor. If an event of default were to occur with respect to this facility, Bank of America, N.A. would have the right to accelerate the maturity of this facility to payable upon demand. The event of default on this facility would cause us to cross-default on the Revolving Credit Facility, which in turn would cause us to cross-default on the notes. In each instance of cross-default, the debt holders would have the

right to accelerate the maturity of the respective obligation to payable upon demand.

Table of Contents***Midfield Supply ULC CAD\$15 Million (USD\$15 Million) Facility***

One of our subsidiaries, Midfield Supply ULC (Midfield), is also the borrower under a CAD\$15 million (USD\$15 million) credit facility with Alberta Treasury Branches. The facility provides for revolving loans until July 31, 2011 (subject to extension under certain circumstances), after which the revolving loans outstanding under the facility convert to term loans that mature on July 31, 2012 (subject to extension under certain circumstances). The facility is secured by substantially all of the real property and equipment of Midfield Supply ULC and its subsidiary guarantors. The facility contains the same customary covenants and events of default as the Midfield Revolving Credit Facility, as well as its ratio of tangible asset value to borrowings outstanding must be at least 2.00 to 1.00 (at December 31, 2010, this ratio was 2.03 to 1.00). At December 31, 2010, USD\$14 million was outstanding under this facility and the weighted average interest rate on borrowings was 5.86%.

On September 16, 2010, we amended our Midfield term loan facility to defer compliance with a leverage covenant until March 31, 2011 and to defer compliance with a fixed charge coverage ratio until December 31, 2010.

The Midfield CAD\$15 million (USD\$15 million) facility and the Midfield CAD\$80 million (USD\$80 million) facility are subject to an intercreditor agreement which relates to, among other things, priority of liens and proceeds of sale of collateral.

At December 31, 2010, we were in compliance with these covenants, as amended.

Transmark Facility

Transmark Fcx Group B.V. and its subsidiaries are parties to a credit facility with HSBC Bank PLC, dated September 17, 2010 (the Transmark Facility), which consists of a 60 million (USD\$80 million) revolving credit facility, with a 20 million (USD\$27 million) sublimit on letters of credit. At December 31, 2010, USD\$23 million was outstanding on the revolving credit facility, and USD\$46 million was available under the facility and the weighted average interest rate on borrowings was 2.61%.

The facility will be reduced by 10 million (USD\$13 million) over its term, as follows: 0.5 million (USD\$0.7 million) per quarter starting in the fourth quarter of 2010 through the third quarter of 2012, and then by 1.5 million (USD\$2.0 million) per quarter, starting in the fourth quarter of 2012 through the third quarter of 2013.

The facility bears interest at LIBOR or, in relation to any loan in Euros, EURIBOR, plus an applicable margin. The margin is calculated according to the following table:

Leverage Ratio	Margin
Less than or equal to 0.75:1	1.50%
Greater than 0.75:1, but less than or equal to 1.00:1	1.75%
Greater than 1.00:1, but less than or equal to 1.50:1	2.00%
Greater than 1.50:1, but less than or equal to 2.00:1	2.25%
Greater than 2.00:1	2.50%

The facility is secured by substantially all of the assets of MRC Transmark and its wholly owned subsidiaries.

The facility also requires MRC Transmark to maintain: (i) an interest coverage ratio not less than 3.50:1 and (ii) a leverage ratio not to exceed 2.50:1. We were in compliance with these covenants as of and for the year ended

December 31, 2010.

Other Commitments

In the normal course of business with customers, vendors and others, we are contingently liable for performance under standby letters of credit and bid, performance and surety bonds. We were contingently liable for approximately \$16 million of standby letters of credit and bid, performance and surety bonds at December 31, 2010. Management does not expect any material amounts to be drawn on these instruments.

Certain of our international subsidiaries also have trade guarantees given by bankers on their behalf. The amount of these guarantees at December 31, 2010 was approximately 6 million (USD \$8 million).

Table of Contents**Legal Proceedings**

We are involved in various legal proceedings and claims, both as a plaintiff and a defendant, which arise in the ordinary course of business. These legal proceedings include claims where we are named as a defendant in lawsuits brought against a large number of entities by individuals seeking damages for injuries allegedly caused by certain products containing asbestos. As of December 31, 2010, we are a defendant in lawsuits involving approximately 940 such claims. Each claim involves allegations of exposure to asbestos-containing materials by a single individual or an individual, his or her spouse and/or family members. The complaints typically name many other defendants. In a majority of these lawsuits, little or no information is known regarding the nature of the plaintiff's alleged injuries or their connection with the products distributed by us. Through December 31, 2010, lawsuits involving over 11,700 claims have been brought against us. No asbestos lawsuit has resulted in a judgment against us to date, with the majority being settled, dismissed or otherwise resolved. In total, since the first asbestos claim brought against us through December 31, 2010, approximately \$1.2 million has been paid to asbestos claimants in connection with settlements of claims against us without regard to insurance recoveries. Of this amount, approximately \$1.0 million has been paid to settle claims alleging mesothelioma, \$0.2 million for claims alleging lung cancer and \$0.1 million for non-malignant claims. The following chart summarizes, for each year since 2006, the approximate number of pending claims, new claims, settled claims, dismissed claims, and approximate total settlement payments, average settlement amount and total defense costs:

	Claims Pending at End of Period	Claims Filed	Claims Settled	Claims Dismissed	Settlement Payments \$	Average Settlement Amount \$	Defense Costs \$
Fiscal year ended December 31, 2006	815	27	6	11	75,000	12,500	179,791
Fiscal year ended December 31, 2007	828	23	4	6	75,500	18,875	218,900
Fiscal year ended December 31, 2008	849	43	15	7	292,500	19,500	336,497
Nine months ended September 28, 2009	894	61	11	5	192,500	17,500	540,113
Fiscal year ended September 30, 2010	942	111	29	34	482,000	16,620	538,354

With the assistance of accounting and financial consultants and our asbestos litigation counsel, we annually conduct analyses of our asbestos-related litigation in order to estimate the adequacy of the reserve for pending and probable asbestos-related claims. These analyses consist of separately estimating our reserve with respect to pending claims (both those scheduled for trial and those for which a trial date had not been scheduled), mass filings (including lawsuits brought in West Virginia each involving many in some cases over a hundred plaintiffs, which include little information regarding the nature of each plaintiff's claim and historically have rarely resulted in any payments to plaintiff) and probable future claims. A key element of the analysis is categorizing our claims by the type of disease alleged by the plaintiffs and developing benchmark estimated settlement values for each claim category based on our historical settlement experience. These estimated settlement values are applied to each of our pending individual claims. With respect to pending claims where the disease type is unknown, the outcome is projected based on the historic ratio of disease types among filed claims (or disease mix) and dismissal rate. The reserve with respect to mass

filings is estimated by determining the number of individual plaintiffs included in the mass filings likely to have claims resulting in settlements based on our historical experience with mass filings. Finally, probable claims expected to be asserted against us over the next fifteen years are estimated based on public health estimates of future incidences of certain asbestos-related diseases in the general U.S. population. Estimated settlement values are applied to those projected claims. Our annual assessment, dated September 30, 2010, projected that our payments to asbestos claimants over the next fifteen years are estimated to range from \$5 million to \$10 million. Given these estimates and existing insurance coverage that historically has been available to cover substantial portions of our past payments to claimants and defense costs, we believe that our current accruals and associated estimates relating to pending and probable asbestos-related litigation likely to be asserted over the next

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fifteen years are currently adequate. Our belief that our accruals and associated estimates are currently adequate, however, relies on a number of significant assumptions, including:

That our future settlement payments, disease mix and dismissal rates will be materially consistent with historic experience;

That future incidences of asbestos-related diseases in the U.S. will be materially consistent with current public health estimates;

That the rates at which future asbestos-related mesothelioma incidences result in compensable claims filings against us will be materially consistent with its historic experience;

That insurance recoveries for settlement payments and defense costs will be materially consistent with historic experience;

That legal standards (and the interpretation of these standards) applicable to asbestos litigation will not change in material respects;

That there are no materially negative developments in the claims pending against us; and

That key co-defendants in current and future claims remain solvent.

If any of these assumptions prove to be materially different in light of future developments, liabilities related to asbestos-related litigation may be materially different than amounts accrued and/or estimated. Further, while we anticipate that additional claims will be filed in the future, we are unable to predict with any certainty the number, timing and magnitude of such future claims.

Also, there is a possibility that resolution of certain legal contingencies for which there are no liabilities recorded could result in a loss. Management is not able to estimate the amount of such loss, if any. However, in our opinion, after consultation with counsel, the ultimate resolution of all pending matters is not expected to have a material effect on our financial position, although it is possible that such resolutions could have a material adverse impact on results of operations in the period of resolution.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements as such term is defined within the rules and regulations of the SEC.

Critical Accounting Estimates

We prepare our consolidated financial statements in accordance with U.S. generally accepted accounting principles. In order to apply these principles, management must make judgments and assumptions and develop estimates based on the best available information at the time. Actual results may differ based on the accuracy of the information utilized and subsequent events. Our accounting policies are described in the notes to our audited financial statements included elsewhere in this prospectus. These critical accounting policies could materially affect the amounts recorded in our financial statements. We believe the following describes significant judgments and estimates used in the preparation of our consolidated financial statements:

Allowance for Doubtful Accounts: We evaluate the adequacy of the allowance for losses on receivables based upon periodic evaluation of accounts that may have a higher credit risk using information available about the customer and other relevant data. This formal analysis is inherently subjective and requires us to make significant estimates of factors affecting doubtful accounts, including customer-specific information, current economic conditions, volume, growth and composition of the account, and other factors such as financial statements, news reports and published credit ratings. The amount of the allowance for the remainder of the trade balance is not evaluated individually, but is based upon historical loss experience, adjusted for current economic conditions. Because this process is subjective and based on estimates, ultimate losses may differ materially from those estimates. During 2010 we reduced our allowance for doubtful accounts by approximately \$2 million, as the economic conditions in which we, and our customers, operate improved. At December 31, 2010 and 2009, the allowance for doubtful accounts was \$4.5 million and \$8.8 million, or 0.7% and 1.7% of gross accounts receivable.

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Inventories: Our inventories are generally valued at the lower of cost (principally last-in, first-out method (LIFO)) or market. We record an estimate each month, if necessary, for the expected annual effect of inflation and estimated year-end inventory volume. These estimates are adjusted to actual results determined at year-end. This practice excludes certain inventories, which are held outside of the U.S., totaling \$140 million (approximately 18% of the consolidated total) at December 31, 2010, which were valued at the lower of weighted-average cost or market.

Under the LIFO inventory valuation method, changes in the cost of inventory are recognized in cost of sales in the current period even though these costs may have been incurred at significantly different values. Since the company values most of its inventory using the LIFO inventory costing methodology, a rise in inventory costs has a negative effect on operating results, while, conversely, a fall in inventory costs results in a benefit to operating results. In a period of rising prices, cost of sales recognized under LIFO is generally higher than the cash costs incurred to acquire the inventory sold. Conversely, in a period of declining prices, costs of sales recognized under LIFO are generally lower than cash costs of the inventory sold.

The LIFO inventory valuation methodology is not utilized by many of the companies with which we compete, including foreign competitors. As such, our results of operations may not be comparable to those of our competitors during periods of volatile material costs due, in part, to the differences between the LIFO inventory valuation method and other acceptable inventory valuation methods.

During 2008, in addition to an increase in sales volumes, we experienced inflation in the cost of our products of approximately 21% on a weighted average basis. The increase in our tubular products was even more significant, with 2008 inflation of approximately 28%. In 2009, this trend reversed, with our overall product mix experiencing 15% deflation, with tubular products deflating approximately 20%. As a result of lengthening lead times from our manufacturers during mid to late 2008, we continued to receive inventory during the fourth quarter and into the first quarter of 2009 that was ordered to support the greater demand during mid to late 2008. The resulting inventory overstock, coupled with the deflation we experienced, resulted in the cost of our inventory balance being above market value. As a result of our lower-of-cost-or-market assessment, we recorded a \$46.5 million write-down of our inventory during the year ended December 31, 2009. There were no significant write-downs during the year ended December 31, 2010.

Impairment of Long-Lived Assets: Our long-lived assets consist primarily of amortizable intangible assets, which comprise approximately 18% of our total assets. These assets are recorded at fair value at the date of acquisition and are amortized over their estimated useful lives. We make significant judgments and estimates in both calculating the fair value of these assets, as well as determining their estimated useful lives.

The carrying value of these assets is subject to an impairment test when events or circumstances indicate a possible impairment. When events or circumstances indicate a possible impairment, we assess recoverability from future operations using an undiscounted cash flow analysis, derived from the lowest appropriate asset group. If the carrying value exceeds the undiscounted cash flows, we would recognize an impairment charge to the extent that the carrying value exceeds the fair value, which is determined based on a discounted cash flow analysis. During 2009, as the key factors affecting our business declined and our profitability progressively declined throughout the year, we determined that an impairment indicator existed and performed an impairment test on our long-lived assets. This test required us to make forecasts of our future operating results, the extent and timing of future cash flows, working capital, profitability and growth trends. We performed our impairment test as of October 27, 2009 which did not result in an impairment charge. During 2010, no indicators of impairment existed. While we believe our assumptions and estimates are reasonable, the actual results may differ materially from the projected results.

Goodwill and Other Indefinite-Lived Intangible Assets: Our goodwill and other indefinite-lived intangible assets comprise approximately 29% of our total assets. Goodwill and intangible assets with indefinite useful lives are tested

for impairment annually or more frequently if circumstances indicate that impairment may exist. Historically, we have evaluated the company as one reporting unit and have elected to perform our annual tests for indications of goodwill impairment as of the end of October of each year, updating on an interim basis should indications of impairment exist. As a result of our Transmark acquisition, which closed on October 30, 2009, we began evaluating goodwill for impairment at two reporting units that mirror our two reportable segments (North America and International).

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The goodwill impairment test compares the carrying value of the reporting unit that has the goodwill with the estimated fair value of that reporting unit. If the carrying value is more than the estimated fair value, the second step is performed, whereby we calculate the implied fair value of goodwill by deducting the fair value of all tangible and intangible net assets of the reporting unit from the estimated fair value of the reporting unit. Impairment losses are recognized to the extent that recorded goodwill exceeds implied goodwill. Our impairment methodology uses discounted cash flow and multiples of cash earnings valuation techniques, plus valuation comparisons to similar businesses. These valuation methods require us to make certain assumptions and estimates regarding future operating results, the extent and timing of future cash flows, working capital, sales prices, profitability, discount rates and growth trends. As a result of our impairment test, we recognized a \$309.9 million pre-tax impairment charge during the year ended December 31, 2009. No such impairment charges were recognized during the year ended December 31, 2010. While we believe that such assumptions and estimates are reasonable, the actual results may differ materially from the projected results.

Income Taxes: Our tax provision is based upon our expected taxable income and statutory rates in effect in each country in which we operate. This provision involves the interpretation of the respective tax laws in each country in which we operate, as well as significant judgments regarding future events, such as the amount, timing and character of income, deductions and tax credits. Changes in tax laws, regulations and our profitability in each respective country could impact our tax liability for any given year. Deferred tax assets and liabilities are recorded for differences between the financial reporting and tax bases of assets and liabilities using the tax rate expected to be in effect when the taxes will actually be paid or refunds received. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in earnings in the period that includes the enactment date. Each reporting period, we assess the likelihood that we will be able to recover our deferred tax assets. If recovery is not likely, we record a valuation allowance against the deferred tax assets that we believe will not be recoverable. The ultimate recovery of our deferred tax assets is dependent on various factors and is subject to change. The benefit of an uncertain tax position that meets the probable recognition threshold is recognized in the financial statements. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized.

Recently Issued Accounting Standards

In October 2009, the Financial Accounting Standards Board (FASB) issued an amendment to ASC 605, Revenue Recognition, related to the accounting for revenue in arrangements with multiple deliverables including how the arrangement consideration is allocated among delivered and undelivered items of the arrangement. Among the amendments, this standard eliminated the use of the residual method for allocating arrangement considerations and requires an entity to allocate the overall consideration to each deliverable based on an estimated selling price of each individual deliverable in the arrangement in the absence of having vendor-specific objective evidence or other third-party evidence of fair value of the undelivered items. This standard also provides further guidance on how to determine a separate unit of accounting in a multiple-deliverable revenue arrangement and expands the disclosure requirements about the judgments made in applying the estimated selling price method and how those judgments affect the timing or amount of revenue recognition. This standard will become effective on January 1, 2011. We do not expect that the adoption of this standard will have a material impact on our consolidated financial statements.

In January 2010, FASB issued Accounting Standards Update (ASU) No. 2010-06, *Improving Disclosures about Fair Value Measurements*, an amendment to ASC Topic 820, *Fair Value Measurement and Disclosures*. This amendment will require us to disclose separately the amounts of significant transfers in and out of Levels 1 and 2 fair value measurements and describe the reasons for the transfers and present separate information for Level 3 activity pertaining to gross purchases, sales, issuances and settlements. This amendment is effective for reporting periods beginning after December 31, 2009, except for the disclosures about purchases, sales, issuances and settlements in the roll forward activity in Level 3 fair value measurements, which are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. Our adoption of this amendment, pertaining to

the Level 1 and Level 2 disclosures, on January 1, 2010 did not have a material impact on our consolidated financial statements. We do not believe that the Level 3 amendment disclosures will have a material impact on our consolidated financial statements.

In February 2010, FASB issued ASU No. 2010-09, *Amendments to Certain Recognition and Disclosure Requirements*, an amendment to ASC Topic 855, Subsequent Events, that removed the requirements for SEC

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registrants to disclose the date through which subsequent events were evaluated. There were no changes to the accounting for or disclosure of events that occur after the balance sheet date but before the financial statements are issued. Our adoption of this amendment on January 1, 2010 did not have a material impact on our consolidated financial statements.

In July 2010, FASB issued ASU No. 2010-20, *Disclosures about the Credit Quality of Financing Receivables and the Allowance for Credit Losses*, which amended ASC Topic 310, *Receivables*. This amendment enhances the disclosure requirements regarding the nature of credit risk inherent in our portfolio of accounts receivable, how that risk is assessed in arriving at our allowance for doubtful accounts and the changes and reasons for those changes in the allowance for doubtful accounts. The adoption of this amendment did not have a material impact on our consolidated financial statements.

In December 2010, FASB issued ASU No. 2010-29, *Disclosure of Supplementary Pro Forma Information for Business Combinations*, which amended ASC Topic 805, *Business Combinations*. This ASU amended certain existing and added additional pro forma disclosure requirements. The standard will become effective on January 1, 2011. We do not expect that the adoption of this standard will have a material impact on our consolidation financial statements.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, including, for example, statements about our business strategy, our industry, our future profitability, growth in our various markets and our expectations, beliefs, plans, strategies, objectives, prospects and assumptions. These forward-looking statements are not guarantees of future performance. For these statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. These statements are based on management's expectations that involve a number of business risks and uncertainties, any of which could cause actual results to differ materially from those expressed in or implied by the forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, including the factors described under "Risk Factors", that may cause our actual results and performance to be materially different from any future results or performance expressed or implied by these forward-looking statements. Such risks and uncertainties include, among other things:

risks related to the notes, to the collateral and to high yield securities generally;

decreases in oil and natural gas prices;

decreases in oil and natural gas industry expenditure levels, which may result from decreased oil and natural gas prices or other factors;

increased usage of alternative fuels, which may negatively affect oil and natural gas industry expenditure levels;

U.S. and international general economic conditions;

our ability to compete successfully with other companies in our industry;

the risk that manufacturers of the products we distribute will sell a substantial amount of goods directly to end users in the markets that we serve;

unexpected supply shortages;

cost increases by our suppliers;

our lack of long-term contracts with most of our suppliers;

increases in customer, manufacturer and distributor inventory levels;

price reductions by suppliers of products sold by us, which could cause the value of our inventory to decline;

decreases in steel prices, which could significantly lower our profit;

increases in steel prices, which we may be unable to pass along to our customers, which could significantly lower our profit;

our lack of long-term contracts with many of our customers and our lack of contracts with customers that require minimum purchase volumes;

changes in our customer and product mix;

the potential adverse effects associated with integrating Transmark into our business and whether this acquisition will yield its intended benefits;

ability to integrate other acquired companies into our business;

the success of our acquisition strategies;

our significant indebtedness;

the dependence on our subsidiaries for cash to meet our debt obligations;

changes in our credit profile;

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a decline in demand for certain of the products we distribute if import restrictions on these products are lifted;

environmental, health and safety laws and regulations;

the sufficiency of our insurance policies to cover losses, including liabilities arising from litigation;

product liability claims against us;

pending or future asbestos-related claims against us;

the potential loss of key personnel;

interruption in the proper functioning of our information systems;

loss of third-party transportation providers;

potential inability to obtain necessary capital;

risks related to hurricanes and other adverse weather events or natural disasters;

impairment of our goodwill or other intangible assets;

adverse changes in political or economic conditions in the countries in which we operate;

exposure to U.S. and international laws and regulations, including the Foreign Corrupt Practices Act and other economic sanction programs;

potential increases in costs and distraction of management resulting from the requirements of being a publicly reporting company;

risks relating to evaluations of internal controls required by Section 404 of the Sarbanes-Oxley Act; and

the limited usefulness of our historic financial statements.

Undue reliance should not be placed on our forward-looking statements. Although forward-looking statements reflect our good faith beliefs, reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise.

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BUSINESS

General

We are the largest global distributor of pipe, valves and fittings (PVF) and related products and services to the energy industry based on sales and hold the leading position in our industry across each of the upstream (exploration, production, and extraction of underground oil and natural gas), midstream (gathering and transmission of oil and natural gas, natural gas utilities, and the storage and distribution of oil and natural gas) and downstream (crude oil refining, petrochemical processing and general industrials) end markets. We currently serve our customers through over 400 global service locations, including over 180 branches, 6 distribution centers and over 190 pipe yards located in the most active oil and natural gas regions in North America and over 30 branch locations throughout Europe, Asia and Australasia.

McJunkin Red Man Holding Corporation was incorporated in Delaware on November 20, 2006 and McJunkin Red Man Corporation was incorporated in West Virginia on March 21, 1922 and was reincorporated in Delaware on June 14, 2010. Our principal executive office is located at 2 Houston Center, 909 Fannin, Suite 3100, Houston, Texas 77010. We also have corporate offices located at 835 Hillcrest Drive, Charleston, West Virginia 25311 and 8023 East 63rd Place, Tulsa, Oklahoma 74133. Our telephone number is (877) 294-7574. Our website address is www.mrcpvf.com. Information contained on our website is expressly not incorporated by reference into this prospectus.

Our business is segregated into two operating segments, one consisting of our North American operations and one consisting of our international operations. These segments represent our business of providing PVF and related products and services to the energy and industrial sectors, across each of the upstream, midstream and downstream markets.

Financial information regarding our reportable segments appears in Management's Discussion and Analysis of Financial Condition and Results of Operations and in Note 13 of the Notes to the Consolidated Financial Statements included in this prospectus.

Our Strengths

Global Market Leader with Worldwide Branch Network and Significant Scale. We are the leading global distributor of PVF and related products to the energy industry based on sales, with over twice the sales of our nearest competitor in 2010. We have a significant market presence through a global network of over 400 service locations worldwide providing us with substantial economies of scale, global reach and product breadth that we believe makes us a more effective competitor. The benefits of our size and extensive international presence include: (1) the ability to act as a single-source supplier to large, multi-national customers operating across all segments of the global energy industry; (2) the ability to commit significant financial resources to further develop our operating infrastructure, including our information systems, and provide a strong platform for future expansion; (3) volume purchasing benefits from our suppliers; (4) an ability to leverage our extensive global inventory coverage to provide greater overall breadth and depth of product offerings; (5) the ability to attract and retain effective managers and salespeople; and (6) a business model exhibiting a high degree of operating leverage. Our presence and scale have also enabled us to establish an efficient supply chain and logistics platform, allowing us to better serve our customers and further differentiate us from our competitors.

The following chart summarizes our revenue by geography for the year ended December 31, 2010:

	Year Ended December 31, 2010
United States	80%
Canada	13%
International	7%
	100%

(International includes Europe, Asia and Australasia)

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High Level of Integration and MRO Contracts with a Blue Chip Customer Base. We have a diversified customer base with over 10,000 active customers and serve as the sole or primary supplier in all end markets or in specified end markets or geographies for many of our customers. Our top ten customers, with whom we have had relationships for more than 20 years on average, accounted for approximately half of our sales for 2010, and no single customer accounted for more than 5% of sales in either period. We enjoy fully integrated relationships, including interconnected technology systems and daily communication, with many of our customers and we provide an extensive range of integrated and outsourced supply services, allowing us to market a total transaction cost concept as opposed to individual product prices. We provide such services as multiple daily deliveries, zone stores management, valve tagging, truck stocking and significant system support for tracking and replenishing inventory, which we believe results in deeply integrated customer relationships. We sell products to many of our customers through multi-year MRO contracts which are typically renegotiated every three to five years. Although there are typically no guaranteed minimum purchase amounts under these contracts, these MRO customers, representing approximately two-thirds of our 2010 sales, provide a relatively stable revenue stream and help mitigate against industry downturns. We believe we have been able to retain customers by ensuring a high level of service and integration. Furthermore, during 2010 we signed several new MRO contracts, including both contracts with new customers that displace competitors and contracts with existing customers that broaden existing customer relationships.

Business and Geographic Diversification in High-Growth Areas. We are well diversified across the upstream, midstream and downstream operations of the energy industry, as well as through our participation in selected industrial end markets. During the year ended December 31, 2010, we generated approximately 45% of our sales in the upstream sector, 23% in the midstream sector, and 32% in the downstream, industrial and other energy end markets. This diversification affords us some measure of protection in the event of a downturn in any one end market while providing us the ability to offer a one stop solution for our integrated energy customers. In North America, our more than 180 branches are located near major hydrocarbon and refining regions, including rapidly expanding oil and natural gas E&P areas such as the Bakken, Barnett, Fayetteville, Haynesville and Marcellus shales, where MRO expenditures for PVF are typically over five times that of MRO expenditures for PVF in conventional upstream areas. Outside North America, we have a network of over 30 branch locations throughout Europe, Asia and Australasia. Our geographic diversity enhances our ability to quickly respond to customers worldwide, gives us a strong presence in these high growth areas and reduces our exposure to a downturn in any one region.

For the years ended December 31, 2008, December 31, 2009, and December 31, 2010, the breakdown of our revenue by end market was as follows:

	Year Ended December 31,		
	2008	2009	2010
Upstream	45%	44%	45%
Midstream	22%	24%	22%
Downstream and industrial	33%	32%	33%
	100%	100%	100%

The shift to midstream markets in the year ended December 31, 2009 is a direct result of our acquisition of LaBarge Pipe & Steel Company (LaBarge) in October 2008 (the LaBarge Acquisition), which increased our presence in the midstream market. Our acquisition of Transmark in October 2009 increased our presence in the downstream and industrial market.

Strategic Supplier Relationships. We have extensive relationships with our suppliers and have key supplier relationships dating back in certain instances over 60 years. Approximately 39% of our total purchases for the year ended December 31, 2010 were from our top ten suppliers. We believe our customers view us as an industry leader for the formal processes we use to evaluate vendor performance and product quality. We employ individuals, certified by the International Registry of Certificated Auditors, who specialize in conducting manufacturer assessments both domestically and internationally. Our Supplier Registration Process (SRP), which allows us to maintain the MRC Approved Supplier List (MRC ASL), serves as a significant strategic advantage to us in

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developing, maintaining and institutionalizing key supplier relationships. For our suppliers, being included on the MRC ASL represents an opportunity for them to increase their product sales to our customers. The SRP also adds value to our customers, as they collaborate with us regarding specific manufacturer performance, our past experiences with products and the results of our on-site supplier assessments. Having a timely, uninterrupted supply of those mission critical products from approved vendors is an essential part of our customers' day-to-day operations and we work to fulfill that need through our SRP.

An IT Platform Focused on Customer Service. Our business is supported by our integrated, scalable, customer-linked and highly customized information systems. These systems and our more than 3,600 employees (including Transmark) are linked by a wide area network. We recently combined our North American business operations onto one legacy enterprise server-based sales, inventory & management system (SIMS). This enabled real-time access to our business resources, including customer order processing, purchasing and material requests, distribution requirements planning, warehousing and receiving, inventory control and accounting and financial functions. Significant elements of our systems include firm-wide pricing controls resulting in disciplined pricing strategies, advanced scanning and customized bar-coding capabilities allowing for efficient warehousing activities at customer as well as our own locations, and significant levels of customer-specific integrations. We believe that the customized integration of our customers' systems into our own information systems has increased customer retention by reducing our customers' expenses, thus creating switching costs when comparing us to alternative sources of supply. Typically, smaller regional and local competitors do not have IT capabilities that are as advanced as ours.

Highly Efficient, Flexible Operating Structure Drives Significant Free Cash Flow Generation. We place a particular emphasis on practicing financial discipline as evidenced by our strong focus on return on assets, minimal routine capital expenditures and high free cash flow generation. Our disciplined cost control, coupled with our active asset management strategies, result in a business model exhibiting a high degree of operating leverage. As is typical with the flexibility associated with a distribution operating model, our variable cost base includes substantially all of our cost of goods sold and a large portion of our operating costs. Furthermore, our capital expenditures were approximately 0.3% of our sales for the year ended December 31, 2010. This cost structure allows us to adjust to changing industry dynamics and, as a result, during periods of decreased sales activity, we typically generate significant free cash flow as our costs are reduced and working capital contracts. During the year ended December 31, 2010, we generated approximately \$101 million of free cash flow, which we define as net cash provided by operations, less capital expenditures.

Experienced and Motivated Management Team. Our senior management team has an average of approximately 30 years of experience (over 225 years in total) in the oilfield and industrial supply business, the majority of which has been with McJunkin Red Man or its predecessors. Employees own approximately 7% of our company, including approximately 4% that is owned by senior management, either directly or indirectly through their equity interests in PVF Holdings LLC, our indirect parent company. We also seek to incentivize and align management with shareholder interests through equity-linked compensation plans. Furthermore, executive compensation is based on profitability and return-on-investment targets which we believe drives accountability and further aligns the organization with our shareholders.

Our Business Strategy

Our goal is to grow our market position as the largest global distributor of PVF and related products to the energy industry. Our strategy is focused on pursuing growth by increasing organic market share and growing our business with current customers, expanding into new geographies and end markets, increasing recurring revenues through integrated supply, maintenance, repair and operations (MRO) and project business, continuing to increase our operational efficiency and making and integrating strategic acquisitions. We also seek to extend our current North American MRO contracts internationally, as well as cross-sell certain products, most notably pipe, flanges, fittings

and other products (PFF) into MRC Transmark s existing customer base, branch network and valve-focused platform. We will also look at future complementary PFF distribution acquisitions that would supplement MRC Transmark s valve leadership position, and we will look at future bolt-on acquisitions in North America that broaden our geographic footprint or expand our product offering to our major customers.

Increase Organic Market Share and Grow Business with Current Customers. We are committed to expanding upon existing deep relationships with our current customer base while at the same time striving to

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secure new customers. To accomplish this, we are focused on providing a global one stop PVF procurement solution across the upstream, midstream and downstream sectors of the energy industry, maximizing cross-selling opportunities by leveraging our extensive product offering and increasing our penetration of existing customers' new multi-year projects.

The migration of existing customer relationships to sole or primary sourcing arrangements is a core strategic focus. We seek to position ourselves as the sole or primary provider of a broad complement of PVF products and services for a particular customer, often by end market and/or geography, or in certain instances across all of a customer's global upstream, midstream and downstream operations. Several of our largest customers have recently switched to sole or primary sourcing contracts with us. Additionally, we believe that significant opportunities exist to expand our deep customer and supplier relationships and thereby increase our market share. There is also a significant opportunity to extend our current North American MRO contracts internationally as well as cross-sell certain products, most notably pipe, flanges, fittings and other products, into Transmark's existing customer base, branch network and valve-focused product platform.

We also aim to increase our penetration of our existing customers' new projects. For example, while we often provide nearly 100% of the PVF products for certain customers under MRO contracts, increased penetration of those customers' new downstream and midstream projects remains a strategic priority. Initiatives are in place to deepen relationships with engineering and construction firms and to extend our product offering into certain niches.

Increase Recurring Revenues through Integrated Supply, MRO and Project Contracts. We have entered into and continue to pursue integrated supply, MRO and project contracts with certain of our customers. Under these arrangements, we are typically the sole or primary source provider of the upstream, midstream, and/or downstream requirements of our customers. In certain instances we are the sole or primary source provider for our customers across all the energy sectors and/or North American geographies within which the customer operates and we will seek to extend these contracts internationally as a result of the Transmark acquisition.

Our customers have, over time, increasingly moved toward centralized PVF procurement management at the corporate level rather than at individual local units. While these developments are partly due to significant consolidation among our customer base, sole or primary sourcing arrangements allow customers to focus on their core operations and provide economic benefits by generating immediate savings for the customer through administrative cost and working capital reductions, while providing for increased volumes, more stable revenue streams and longer term visibility for us. We believe we are well positioned to obtain these arrangements due to our (1) geographically diverse and strategically located global branch network, (2) experience, technical expertise and reputation for premier customer service operating across all segments of the energy industry, (3) breadth of available product lines, value added services and scale in purchasing, and (4) existing deep relationships with customers and suppliers.

We also have both exclusive and non-exclusive MRO contracts and new project contracts in place. Our customers over the long term are increasing their maintenance and capital spending, which is being driven by aging infrastructure, increasing regulatory, safety and environmental requirements, the increased utilization of existing facilities and the decreasing quality of energy feedstocks. Our customers benefit from MRO agreements through lower inventory investment and the reduction of transaction costs associated with the elimination of the bid submission process, and our company benefits from the recurring revenue stream that occurs with an MRO contract in place. We believe there are additional opportunities to utilize MRO arrangements through our one-stop PVF solution, both in North America and globally as a result of our Transmark acquisition, for servicing the requirements of our customers and we are actively pursuing such agreements.

We recently significantly enhanced our business development efforts by implementing global account management processes more closely aligned with our customers' procurement operations at the national and local level in order to

continue to grow our business. Our global account management strategy is based on aligning key sales executives as single-point MRC contacts servicing the upstream, midstream and downstream requirements of customer accounts that represent the largest percentage of our revenue. As a result in part of this effort, during 2009 our executive sales force has had success in increasing sales under, and in obtaining new, MRO contracts, and we continue to focus on increasing our MRO business both in North America and globally.

Continued Focus on Operational Efficiency. We strive for continued operational excellence. Our branch managers, regional management and corporate leadership team continually examine branch profitability, working

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capital management, and return on managed assets and utilize this information to optimize global, regional and local strategies, reduce operating costs and maximize cash flow generation. As part of this effort, management incentives are centered on achieving adjusted EBITDA and return on assets targets.

In response to the recent downturn in certain of our end markets, our management team has focused on several restructuring initiatives to align our cost structure with the level of business activity. For example, during 2008 and 2009 we streamlined our organization by realigning our eight North American geographic regions into four and merged, converted, reorganized or closed over 47 branches as part of this process. These cost saving initiatives include branch consolidations, supplier rationalizations, regional realignments and reductions in corporate overhead, personnel and profit sharing programs. Several of these cost saving initiatives were put in place as part of the McJunkin Red Man merger integration plan and thus we believe will not need to be reversed once activity returns to more normalized levels.

In order to improve efficiencies and profitability, we work to leverage operational best practices, optimize our vendor relationships, purchasing, and inventory levels, and source inventory internationally when appropriate. As part of this strategy, we have integrated our purchasing functions and believe we have developed strong relationships with vendors that value our international footprint, large sales force and volume purchasing capabilities. Because of this, we are often considered the preferred distribution channel. As we continue to consolidate our vendor relationships, we plan to devote additional resources to assist our customers in identifying products that improve their processes, day-to-day operations and overall operating efficiencies. We believe that offering these value added services maximizes our value to our customers and helps differentiate us from competitors.

Expand into New Geographies and End Markets. We intend to selectively establish new branches in order to facilitate our expansion into new geographies, and enter end markets where extreme operating environments generate high PVF product replacement rates. We continue to evaluate establishing branches and service and supply centers in select domestic and international regions as well as identifying existing branches for overlap and strategic elimination.

We believe that an attractive opportunity also exists to continue to expand internationally. We continue to actively evaluate opportunities to extend our offering to key international markets, particularly in Asia, the Middle East and South America, and recently expanded our global presence through our acquisition of Transmark. The current installed base of energy infrastructure internationally, including the upstream, midstream and downstream end markets, is significantly larger than in North America, and as a result we believe represents an attractive long term opportunity both for us and our largest customers. In addition, the increased focus, particularly by foreign-owned integrated oil companies that traditionally have not used distributors for their PVF procurement requirements, on efficiency, cost savings, process improvements and core competencies, has also generated potential growth opportunities to add new customers that we will continue to monitor closely.

We also believe opportunities exist for expansion into new and under-penetrated end markets where PVF products are used in specialized, highly corrosive applications. These end markets include pulp and paper, waterworks, food and beverage and other general industrial markets, in addition to other energy end markets such as power generation, solar, liquefied natural gas, coal, nuclear and ethanol. We believe our extensive global branch network, comprehensive PVF product offering, large sales force and reputation for high customer service and technical expertise positions us to participate in the growth in these end markets.

We believe there also remains an opportunity to continue to expand into certain niche and specialty products that complement our current extensive product offering.

Focus on Acquisition Integration. Since January 2007, we have completed five acquisitions and one major merger that have provided us with additional product, end market or geographic adjacencies and diversification. In addition,

prior to the investment in our company by the Goldman Sachs Principal Investment Area in January 2007, we completed 18 acquisitions between 2000 and 2006. As part of these transactions, we believe we have demonstrated a track record of successful acquisition integration, including expediently bringing new systems onto ours, consolidating redundant branches, leveraging operational best practices and generating cost savings in purchasing and administrative functions. Acquisitions, particularly of tuck-in family owned competitors, remain an attractive growth opportunity and we believe are a core competency of our company.

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Further Penetrate the Canadian Oil Sands, Particularly the Downstream Sector. The Canadian Oil Sands region and its attendant downstream markets represent long-term growth areas for our company. Improvements in mining and in-situ technology are driving significant long-term investment in the area and, according to the Alberta Energy Resources and Conservation Board, the Canadian Oil Sands contain an ultimately recoverable crude bitumen resource of 315 billion barrels, with established reserves of 170 billion barrels in 2008. Canada has the second largest recoverable crude oil reserves in the world, behind Saudi Arabia. Capital and maintenance investments in the Canadian Oil Sands are expected to experience significant growth due to advancements in recovery and upgrading technologies. According to the Alberta Ministry of Energy, an estimated CDN\$91 .0 billion (US\$91.0 billion) was invested in Canadian Oil Sands projects from 1999 to 2009. These large facilities require significant ongoing PVF maintenance well in excess of traditional energy infrastructure, given the extremely harsh operating environments and highly corrosive conditions. MRO expenditures for PVF in the Canadian Oil Sands are typically over five times that of MRO expenditures for PVF in traditional downstream environments. According to the Alberta Ministry of Energy, almost CDN\$170 billion (US\$170 billion) in Canadian Oil Sands-related projects were underway or proposed as of September 2009, which we estimate could generate significant PVF expenditures. However, current uncertainties regarding oil prices and market conditions may postpone some of these projects.

While Midfield has historically focused on the upstream and midstream sectors in Canada, we believe that a significant opportunity exists to penetrate the Canadian Oil Sands and downstream markets which include the upgrader, refinery and petrochemical markets. We are the leading provider of PVF products to the downstream market in the U.S. and believe this sector expertise and existing customer relationships can be utilized by our upstream and midstream Canadian operations to grow our downstream sector presence in this region. We also believe there is a significant opportunity to penetrate the Canadian Oil Sands extraction market involving in-situ recovery methods, including SAGD (steam assisted gravity drainage) and CSS (cyclic steam stimulation) techniques used to extract the bitumen. We utilize a full team overseen by senior management and have made targeted inventory and facility investments in Canada, including a 60,000 square foot distribution center located near Edmonton and a recently opened approximately 16,000 square foot distribution center near Fort McMurray, to address this opportunity. Finally, we also believe that an attractive opportunity exists to more fully penetrate the MRO market in Canada, particularly in Eastern Canada, including refineries, petrochemical facilities, gas utilities and pulp and paper and other general industrial markets. We recently opened a branch in Sarnia, Ontario to target these end markets.

History

McJunkin Corporation (McJunkin) was founded in 1921 in Charleston, West Virginia and initially served the local oil and natural gas industry, focusing primarily on the downstream end market. In 1989, McJunkin broadened its upstream end market presence by merging its oil and natural gas division with Appalachian Pipe & Supply Co. to form McJunkin Appalachian Oilfield Supply Company (McJunkin Appalachian), which was a subsidiary of McJunkin Corporation, but has since been merged with and into McJunkin Red Man Corporation), which focused primarily on upstream oil and natural gas customers.

In April 2007, we acquired Midway-Tristate Corporation (Midway), a regional PVF oilfield distributor, primarily serving the upstream Appalachia and Rockies regions. This extended our leadership position in Appalachia/Marcellus shale region, while adding additional branches in the Rockies.

Red Man Pipe & Supply Co. (Red Man) was founded in 1976 in Tulsa, Oklahoma and began as a distributor to the upstream end market and subsequently expanded into the midstream and downstream end markets. In 2005, Red Man acquired an approximate 51% voting interest in Canadian oilfield distributor Midfield Supply ULC (Midfield), giving Red Man a significant presence in the Western Canadian Sedimentary Basin.

In October 2007, McJunkin and Red Man completed a business combination transaction to form the combined company, McJunkin Red Man Corporation. This transformational merger combined leadership positions in the upstream, midstream and downstream end markets, while creating a one stop PVF leader across all end markets with full geographic coverage across North America. Red Man has since been merged with and into McJunkin Red Man Corporation.

On July 31, 2008, we acquired the remaining voting and equity interest in Midfield. Also, in October 2008, we acquired LaBarge Pipe & Steel Company (LaBarge). LaBarge is engaged in the sale and distribution of carbon

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steel pipe (predominately large diameter pipe) for use primarily in the North American midstream energy infrastructure market. The acquisition of LaBarge expanded our midstream end market leadership, while adding a new product line in large outside diameter pipe.

On October 30, 2009, we acquired Transmark Fcx Group B.V. (Transmark) and as part of the acquisition, we renamed Transmark as MRC Transmark Group B.V. (MRC Transmark) MRC Transmark is a leading distributor of valves and flow control products in Europe, Southeast Asia and Australasia. Transmark was formed from a series of acquisitions, the most significant being the acquisition of FCX European and Australasian distribution business in July 2005. The acquisition of Transmark provided geographic expansion internationally, additional downstream diversification and enhanced valve market leadership.

During 2010, we acquired The South Texas Supply Company, Inc. (South Texas Supply) and also certain operations and assets from Dresser Oil Tools, Inc. (Dresser). With these two acquisitions, we expanded our footprint in the Eagle Ford and Bakken shale regions, expanding our local presence in two of the emerging active shale basins in North America.

Industry

We primarily serve the global oil and natural gas industry, generating approximately 90% of our sales from supplying products and various services to customers throughout the energy industry. Of our total sales, 95% are comprised of PVF and related oilfield supplies. Given the diverse requirements and various factors that drive the growth of the upstream, midstream and downstream end markets, our sales to each end market may vary over time, though the overall strength of the global energy market and the level of our customers' capital and other expenditures are typically good indicators of our performance. While customer spending improved in 2010 over 2009, as part of the broader global economic recovery, overall oil and natural gas drilling and completion spending still remained at 2006 levels. Over the longer term we expect customer spending to increase due to a variety of global supply and demand fundamentals. Globally, the energy industry has, during the past several years, experienced a number of favorable supply and demand dynamics that have led companies to make substantial investments to expand their physical infrastructure and processing capacities. On the demand side, world energy markets are benefiting from: (i) increased consumption of energy, caused in part by the industrialization of China, India and other non-OECD countries, (ii) continued global energy infrastructure expansion and (iii) increased use of natural gas, as opposed to coal, in power generation. At the same time, energy supply has been generally constrained due to increasing scarcity of natural resources, declining excess capacity of existing energy assets, geopolitical instability, natural and other unforeseen disasters, and more stringent regulatory, safety and environmental standards. These demand and supply dynamics underscore the need for investment in energy infrastructure and the next level of global exploration, extraction, production, transportation, refining and processing of energy inputs. Furthermore, as companies in the energy industry continue to focus on improving operating efficiencies, they have been increasingly looking to outsource their procurement and related administrative functions to distributors such as MRC.

The following table summarizes our revenue by end market for the years ended December 31, 2010, 2009 and 2008:

	Year Ended December 31,		
	2010	2009	2008
Upstream	45%	44%	45%
Midstream	23%	24%	22%
Downstream and industrial	32%	32%	33%

Upstream: Exploration and production (E&P) companies, commonly referred to as upstream companies, search for oil and natural gas underground and extract it to the surface. Representative companies include Anadarko, Canadian Natural Resources, Ltd., Chesapeake Energy Corporation, Chevron Corporation, ConocoPhillips Company, EnCana Corporation, Exxon Mobil Corporation, Husky Energy Inc., Marathon and Royal Dutch

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Shell plc. E&P companies typically purchase oilfield supplies, including carbon steel and other pipe, valves, sucker rods, tools, pumps, production equipment and meters.

Notwithstanding the significant decrease in 2009 and slight increase in 2010, the capital spending budgets of E&P companies have grown over the past decade as tight supply conditions and strong global demand for oil and natural gas have spurred companies to expand their operations.

Oil and Natural Gas Drilling and Completion Spending(1)

	2011E	2010E	2009A	2008A	2007A	2006A
	(In billions)					
United States	\$ 140.6	\$ 115.7	\$ 83.5	\$ 150.7	\$ 127.6	\$ 117.0
Canada	21.0	17.0	10.0	20.5	17.7	21.1
North America total	\$ 161.6	\$ 132.7	\$ 93.5	\$ 171.2	\$ 145.3	\$ 138.1
International(2)	\$ 38.9	\$ 36.6	\$ 38.4	\$ 39.5	\$ 33.9	\$ 30.1

(1) Source Spears & Associates: Drilling and Production Outlook, December 2010

(2) Includes Europe and the Far East

Rig counts are indicative of activity levels in the upstream end market. The average North American rig count increased at an approximate 4% compound annual growth rate between 2006 and 2008, but, due to the global economic recession that started in late 2008, the average fell by more than 40% in 2009. As the economy recovered, the rig count recovered, increasing by 45% in 2010. Furthermore, more technically sophisticated drilling methods, such as deep and horizontal drilling and the multiple fracturing of hydrocarbon production zones, coupled with higher oil and natural gas prices relative to long term averages, have made E&P in previously underdeveloped areas, such as Appalachia and the Rockies, more economically feasible. As part of this trend, there has been growing commercial interest by our customers in several shale deposit areas in the United States, including the Bakken, Barnett, Fayetteville, Haynesville, Eagle Ford and Marcellus shales, where we have an extensive local presence. During 2010, there was a significant shift towards oil prospects, with an average oil rig count of approximately 39% of the total for 2010, the highest percentage in the United States in the last twenty years. Additionally, we believe improved E&P technologies will allow for more deepwater drilling both offshore in the Gulf of Mexico and offshore in certain international areas, where we maintain a presence. In the Gulf of Mexico, new drilling and safety requirements will have to be met in 2011 before there will be a significant activity increase. In Canada, improvements in mining and in-situ technology are driving increased investment in the Canadian Oil Sands.

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	2010	2009	2008	2007	2006
<i>Average Total Rig Count(1)</i>					
United States	1,546	1,089	1,879	1,768	1,649
Canada	351	221	381	344	470
Total North America	1,897	1,310	2,260	2,112	2,119
International	1,094	997	1,079	1,005	925
Total Worldwide	2,991	2,307	3,339	3,117	3,044
<i>Average Natural Gas Rig Count(1)</i>					
United States	943	801	1,491	1,466	1,372
Canada	148	120	220	215	361
Total North America	1,091	921	1,711	1,681	1,733
<i>Average Commodity Prices(2)</i>					
Natural gas (\$/Mcf)	\$ 4.16	\$ 3.66	\$ 7.98	\$ 6.26	\$ 6.40
WTI crude oil (per barrel)	\$ 79.39	\$ 61.95	\$ 99.67	\$ 72.34	\$ 66.05
Brent crude oil (per barrel)	\$ 79.50	\$ 61.74	\$ 96.94	\$ 72.44	\$ 65.16
<i>Well Permit(3)</i>					
United States	1,260	989	1,682	1,512	1,514

(1) Source Baker Hughes (www.bakerhughes.com)

(2) Source Department of Energy, Energy Information Administration (www.eia.gov)

(3) Source RigData

Midstream: The midstream end market of the oil and natural gas industry is comprised of companies that provide gathering, storage, transmission, distribution and other services related to the movement of oil, natural gas and refined petroleum products from sources of production to demand centers. Representative midstream companies include AGL Resources Inc., Atmos Energy Corporation, Chesapeake Midstream Partners, Consolidated Edison, Inc., DCP Midstream Partners, LP, El Paso Natural Gas Company, Enterprise Products Partners L.P., Kinder Morgan Energy Partners, L.P., Magellan Midstream Partners, L.P., NiSource, Inc., Vectren Energy and Williams Partners L.P. Core products supplied for midstream infrastructure include carbon steel line pipe for gathering and transporting oil and natural gas, actuation systems for the remote opening and closing of valves, polyethylene pipe for last mile transmission to end user locations, and metering equipment for the measurement of oil and natural gas delivery.

The natural gas utilities portion of the midstream sector has been one of our fastest growing markets since regulatory changes enacted in the late 1990s encouraged utilities to outsource through distribution their PVF purchasing and procurement needs. Outsourcing provides significant labor and working capital savings to customers through the consolidation of standardized product procurement spending and the delegation of warehousing operations to us. We estimate that less than one-half of natural gas utilities currently outsource in varying degrees and we anticipate that

some of the remaining large natural gas utilities will most likely switch from the direct sourcing model to a distributor model. Furthermore, we believe natural gas utilities will increasingly seek operating efficiencies as large natural gas pipelines and related distribution networks continue to be built, and will increasingly rely on companies such as ours to optimize their supply chains and enable them to focus on their core operations.

The gathering and transmission pipeline activity is anticipated to exhibit significant growth over the next several years due to the new discoveries of natural gas reserves in various shale natural gas fields and the need for additional pipelines to carry heavy sour crude from Canada to refineries in the United States. Recent heightened activity in oil and natural gas fields such as the Bakken, Eagle Ford, Niobrara and Marcellus shale regions remain largely unsupported by transmission facilities of the appropriate scale necessary to bring the oil and natural gas to

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market. This need for large pipelines to transport energy feedstocks to markets is creating significant growth for PVF and other products we sell. Drivers of pipeline development and growth include the development of natural gas production in new geographies, increased pipeline interconnection driven by a need to lower price differences within regions, and the need to link facilities that may be developed over the next decade.

The need for increased safety and governmental demands for pipeline integrity have also accelerated the MRO cycle for PVF products in this segment. Governmentally mandated programs have hastened the testing of existing lines to ensure that the integrity of the pipe remains consistent with its original design criteria. All pipe falling outside the necessary performance criteria as it relates to safety and overall integrity must be replaced. These regulations for pipeline integrity management should continue to stimulate MRO demand for products as older pipelines are inspected and eventually replaced.

Additions to Natural Gas Pipeline Mileage 2006-2010(1)

(1) U.S. Energy Information Administration (www.eia.gov)

Downstream: Typical downstream activities include the refining of crude oil and the selling and distribution of products derived from crude oil, as well as the production of petrochemicals. Representative downstream companies include BP plc, Chevron, ConocoPhillips Company, Exxon Mobil Corporation, Marathon Oil Corporation, Royal Dutch Shell plc and Valero Energy Corporation. Refinery infrastructure products include carbon steel line pipe and gate valves, fittings to construct piping infrastructure and chrome or high alloy pipe and fittings for high heat and pressure applications. Chemical/petrochemical products include corrosive-resistant stainless steel or high alloy pipes, multi-turn valves and quarter-turn valves.

Over the past year, refinery utilization rates have decreased significantly as part of the global economic slowdown. As a result, several new projects to increase capacity have been delayed, or in some cases cancelled. The number of operable refineries in the U.S. declined from 223 in 1985 to approximately 148 in 2010, and we believe that the continued stress on this refinery infrastructure caused by demand for petroleum products will accelerate PVF replacement rates over the longer term. This trend is most pronounced outside the U.S. where capacity utilization rates are the highest and the demand for petroleum products is growing the fastest.

Table of Contents**Percent Utilization of Refinery Operable Capacity(1)****United States****European Union**

(1) Source BP Statistical Review of World Energy June 2010 (www.bp.com/statisticalreview)

The pre-recession gap between fuel consumption and domestic refining capacity, coupled with an anticipated recovery in refinery utilization levels, may necessitate new projects and generate new project and MRO contract opportunities for MRC. Further, as refineries look for ways to improve margins and value-added capabilities, they are also increasingly broadening the crude processed to include heavier, sourer crude. Heavier, sour crude is harsher and more corrosive than light sweet crude, and requires high-grade alloys in many parts of the refining process, shortening product replacement cycles and creating additional MRO contract opportunities for us following project completion. Thus, we believe that this need will create greater demand for our specialty products that include, among others, corrosion resistant components and steam products used in various process applications in refineries.

Petrochemical plants generally use crude oil, natural gas or coal in production of a variety of primary petrochemicals (e.g. ethylene and propylene) that are the building blocks for many of the manufactured goods produced in the world today. The burgeoning economies in China, India and other non-OECD countries have generated increasing demand for petrochemicals and we expect that future increases in demand will require additional capital and other expenditures to increase capacity. Industry participants include integrated oil and natural gas companies with significant petrochemical operations and large industrial chemical companies, such as BP Chemicals, Celanese Chemicals, E.I. du Pont de Nemours and Company, Eastman Chemicals Company and Exxon Mobil Corporation.

Other Industries Served. Beyond the oil and natural gas industry, we also supply products and services to other energy sectors such as chemical, petrochemical, coal, power generation, liquefied natural gas and alternative energy facilities. We also serve more general industrial end markets such as pulp and paper, metals processing, fabrication, pharmaceutical, food and beverage and manufacturing, which together make use of products such as corrosion resistant piping products as well as automation and instrumentation products. Some of the customers we serve in these markets include Alcoa, Inc., Arcelor Mittal, Eli Lilly and Company, Georgia Pacific Corporation, International Paper Company and U.S. Steel Corporation. These other markets are typically characterized by large physical plants requiring significant ongoing maintenance and capital programs to ensure efficient and reliable operations. We include these industries within our downstream end market category.

North American Operations

Our North American segment represented approximately 93% of our consolidated revenues in 2010 and is comprised of our business of distributing pipe, valves and fittings to the energy and industrial sectors, across each of the upstream, midstream and downstream end markets, through our distribution operations located throughout North America.

Products: Through our over 180 branches strategically located throughout North America, we distribute a complete line of PVF products, primarily used in specialized applications in the energy infrastructure market, from our global network of suppliers. The products we distribute are used in the construction, maintenance, repair and overhaul of equipment used in extreme operating conditions such as high pressure, high/low temperature, high

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corrosive and high abrasive environments. The breadth and depth of our product offerings and our extensive North American presence allow us to provide high levels of service to our customers. Due to our national inventory coverage, we are able to fulfill more orders more quickly, including those with lower volume and specialty items, than we would be able to if we operated on a smaller scale and/or only at a local or regional level. Key product types are described below:

Carbon Steel Fittings and Flanges. Products include carbon weld fittings, flanges and piping components used primarily to connect piping and valve systems for the transmission of various liquids and gases. These products are used across all the industries in which we operate.

Carbon Steel Line Pipe and Oil Country Tubular Goods (OCTG). Carbon standard and line pipe are typically used in high-yield, high-stress, abrasive applications such as the gathering and transmission of oil, natural gas and phosphates. OCTG is used as down hole well casing, production casing and tubing for the conveying of hydrocarbons to the surface and is either classified as carbon or alloy depending on the grade of material.

Natural Gas Distribution Products. Products include risers, meters, polyethylene pipe and fittings and various other components and supplies used primarily in the distribution of natural gas to residential and commercial customers.

Oilfield Supplies. We offer a full range of oilfield supplies and completion equipment. Products offered include high density polyethylene pipe and fittings, valves, well heads, pumping units and rods. Additionally, we can supply a wide range of production equipment including meter runs, tanks and separators used in our upstream end market.

Stainless Steel and Alloy Pipe and Fittings. Products include stainless, alloy and corrosion resistant pipe, tubing, fittings and flanges. These are used most often in the chemical, refining and power generation industries but are used across all of the end markets in which we operate. Alloy products are principally used in high-pressure, high-temperature and high-corrosion applications typically seen in process piping applications.

Valves and Specialty Products. Products offered include ball, butterfly, gate, globe, check, needle and plug valves which are manufactured from cast steel, stainless/alloy steel, forged steel, carbon steel or cast and ductile iron. Valves are generally used in oilfield and industrial applications to control direction, velocity and pressure of fluids and gases within transmission networks. Specialty products include lined corrosion resistant piping systems, valve automation and top work components used for regulating flow and on/off service, and a wide range of steam and instrumentation products used in various process applications within our refinery, petrochemical and general industrial end markets.

Services: We provide many of our customers with a comprehensive array of services including multiple deliveries each day, zone store management, valve tagging and significant system interfaces that directly tie the customer into our proprietary information systems. This allows us to interface with our customers' information technology (IT) systems and provide an integrated supply service. Such services strengthen our position with our customers as we become more integrated into the customer's business and supply chain and are able to market a total transaction cost solution rather than individual product prices.

Our comprehensive legacy information systems, which provide for customer and supplier electronic integrations, information sharing and e-commerce applications, further strengthen our ability to provide high levels of service to our customers. In 2010, we processed over 1.5 million EDI/EDE customer transactions. Our highly specialized implementation group focuses on the integration of our information systems and implementation of improved business processes with those of a new customer during the initiation phase. By maintaining a specialized team, we are able to

utilize best practices to implement our systems and processes, thereby providing solutions to customers in a more organized, efficient and effective manner. This approach is valuable to large, multi-location customers who have demanding service requirements.

As major integrated and large independent energy companies have implemented efficiency initiatives to focus on their core business, many of these companies have begun outsourcing certain of their procurement and inventory management requirements. In response to these initiatives and to satisfy customer service requirements, we offer integrated supply services to customers who wish to outsource all or a part of the administrative burden associated

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with sourcing PVF and other related products, and we also often have MRC employees on-site full-time at many customer locations. Our integrated supply group offers procurement-related services, physical warehousing services, product quality assurance and inventory ownership and analysis services.

Suppliers: We source the products we distribute from a global network of suppliers. Our suppliers benefit from access to our diversified customer base and, by consolidating customer orders, we benefit from stronger purchasing power and preferred vendor programs. Our purchases from our top ten suppliers in 2010 approximated 41% of our North American total purchases, with our single largest supplier constituting approximately 12%. We are the largest buyer for many of our suppliers and we source a significant majority of the products we distribute directly from the manufacturer. The remainder of the products we distribute are sourced from manufacturer representatives, trading companies and, in some instances, other distributors.

We believe our customers and suppliers recognize us as an industry leader for the quality of products we supply and for the formal processes we use to evaluate vendor performance. This vendor assessment process is referred to as the MRC Supplier Registration Process, which involves employing individuals, certified by the International Registry of Certificated Auditors, who specialize in conducting on-site assessments of our manufacturers as well as monitoring and evaluating the quality of goods produced. The result of this process is the MRC Approved Supplier List (MRC ASL). Products from the manufacturers on this list are supplied across many of the end markets we support. Given that many of our largest customers, especially those in the refinery and chemical industries, maintain their own formal Approved Manufacturer List (AML) listing, we are recognized as an important source of information sharing with our key customers regarding the results of our on-site assessment. For this reason, together with our commitment to promote high quality products that bring the best overall value to our customers, we often become the preferred provider of AML products to these customers. Many of our customers regularly collaborate with us regarding specific manufacturer performance, our own experience with vendors products and the results of our on-site supplier assessments. The emphasis placed on the MRC ASL by both our customers and suppliers helps secure our central and critical position in the global PVF supply chain.

We utilize a variety of freight carriers in addition to our corporate truck fleet to ensure timely and efficient delivery of our products. With respect to deliveries of products from us to our customers, or our outbound needs, we utilize both our corporate fleet and third-party transportation providers. With respect to shipments of products from suppliers to us, or our inbound needs, we principally use third party carriers. We utilize third parties for approximately 20% of our outbound deliveries and for nearly all of our inbound shipments.

Seasonality: Our business experiences mild seasonal effects as demand for the products we distribute is generally higher during the months of August, September and October. Demand for the products we distribute during the months of November and December and early in the year generally tends to be lower due to a lower level of activity in our end markets near the end of the calendar year and due to winter weather disruptions. In addition, certain E&P activities, primarily in Canada, typically experience a springtime reduction due to seasonal thaws and regulatory restrictions, limiting the ability of drilling rigs to operate effectively during these periods.

Customers: Our principal customers are companies active in the upstream, midstream and downstream sectors of the energy industry as well as in other industrial and energy sectors. Due to the demanding operating conditions in the energy industry and high costs associated with equipment failure, our customers require highly reliable products from distributors with established qualifications and experience. As our PVF products typically represent a fraction of the total cost of a given project, our customers place a premium on service given the high cost to them of maintenance or new project delays. We strive to build long-term relationships with our customers by maintaining our reputation as a supplier of high-quality, efficient and reliable products and value-added services and solutions.

We have a diverse customer base of over 10,000 active customers. We are not dependent on any one customer or group of customers. A majority of our customers are offered terms of net 30 days (due within 30 days of the date of the invoice). Customers generally have the right to return products we have sold, subject to certain conditions and limitations, although returns have historically been immaterial to our sales. For the years ended December 31, 2010 and 2009, our top twenty-five North American customers represented approximately half of our North American sales. For many of our largest customers, we are often their sole or primary PVF provider by end market or geography, their largest or second largest supplier in aggregate or, in certain instances, the sole provider for their upstream, midstream and downstream procurement needs. We believe that many customers for which we are not the

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end market exclusive or comprehensive North American sole source PVF provider will continue to reduce their number of suppliers in an effort to reduce costs and administrative burdens and focus on their core operations. As such, we believe these customers will seek to select PVF distributors with the most extensive product offering and broadest geographic presence. Furthermore, we believe our business will benefit as companies in the energy industry continue to consolidate and the larger, resulting companies look to larger distributors such as ourselves as their sole or primary source PVF provider.

Backlog: Backlog is determined by the amount of unshipped third-party customer orders, either specific or general (including under pipe programs) in nature, which may be revised or cancelled by the customer in certain instances. There can be no assurance that the backlog amounts will be ultimately realized as revenue, or that the Company will earn a profit on the backlog of orders. Our backlog at December 31, 2010 was \$519 million. At December 31, 2009, our backlog, which at that time generally excluded oil and gas well program orders, was \$264 million.

Competition: We are the largest North American PVF distributor to the energy industry based on sales. The broad PVF distribution industry is fragmented and includes large, nationally recognized distributors, major regional distributors and many smaller local distributors. The principal methods of competition include offering prompt local service, fulfillment capability, breadth of product and service offerings, price and total costs to the customer. Our competitors include nationally recognized distributors, such as Wilson Industries, Inc. (a subsidiary of Schlumberger) and National Oilwell Varco, Inc., several large regional or product-specific competitors and many local, family-owned PVF distributors.

Employees: As of December 31, 2010, we had approximately 3,120 employees in North America. Twenty-two employees in the United States belong to a union and are covered by collective bargaining agreements. We consider our relationships with our employees to be good.

International Operations

Our International segment represents our valve distribution business to the energy and general industrial sectors, across each of the upstream and downstream end markets, through our distribution operations located throughout Europe, Asia and Australasia. Our International segment represented approximately 7% of our consolidated revenues in 2010.

Products: Through our over 30 strategic branch and service facilities throughout Europe, Asia and Australasia, we distribute a complete line of valve and specialty products. The products we distribute are used in the construction, maintenance, repair and overhaul of equipment used in extreme operating conditions such as high pressure, high/low temperature, high corrosive and high abrasive environments.

Due to our geographical footprint, we are able to service our global customers at several of their locations. Key product types are described below:

Valves and Specialty Products. Products offered include ball, butterfly, gate, globe, check, needle and plug valves which are manufactured from cast steel, stainless/alloy steel, forged steel, carbon steel or cast and ductile iron. Valves are generally used in oilfield and industrial applications to control direction, velocity and pressure of fluids and gases within transmission networks. Specialty products include lined corrosion resistant piping systems, valve automation and top work components used for regulating flow and on/off service and a wide range of steam and instrumentation products used in various process applications within our offshore refinery, petrochemical and general industrial end markets.

Services: We provide our customers with a comprehensive array of services, including multiple daily deliveries, zone stores management, valve tagging and significant system interfaces that directly tie the customer into our proprietary information systems. This allows us to interface with our customers' IT systems and provide an integrated supply service. Such services strengthen our position with our customers as we become more integrated into the customer's business and supply chain and are able to market a total transaction cost solution rather than individual product prices.

As major integrated and large independent energy companies have implemented efficiency initiatives to focus on their core business, many of these companies have begun outsourcing certain of their procurement and inventory management requirements. In response to these initiatives and to satisfy customer service requirements, we offer

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integrated supply services to customers who wish to outsource all or a part of the administrative burden associated with sourcing valves and other related products. Our integrated supply group offers procurement-related services, physical warehousing services, product inspection, product quality assurance and inventory ownership and analysis services.

Suppliers: We source the products we distribute from a global and regional network of suppliers. Our suppliers benefit from access to our diversified customer base and, by consolidating customer orders, we benefit from stronger purchasing power and preferred vendor programs. Our purchases from our top ten suppliers in 2010 approximated 43% of our International total purchases, with our single largest supplier constituting approximately 9%. We are a significant buyer for many of our suppliers and we source a significant majority of the products we distribute directly from the manufacturer. The remainder of the products we distribute are sourced from manufacturer representatives, trading companies and other distributors.

Customers: Our principal customers are companies active in the upstream and downstream sectors of the energy industry, as well as in other industrial and energy sectors. Due to the demanding operating conditions in the energy industry and high costs associated with equipment failure, our customers require highly reliable products from distributors with established qualifications and experience. As our valve products typically represent a fraction of the total cost of the project, our customers place a premium on service given the high cost to them of maintenance or new project delays. We strive to build long-term relationships with our customers by maintaining our reputation as a supplier of high-quality, efficient and reliable products and value-added services and solutions.

We have a diverse customer base, consisting of thousands of active customers. We are not dependent on any one customer or group of customers. Customers generally have the right to return products we have sold, subject to certain conditions and limitations, although returns have historically been immaterial to our sales. For the year ended December 31, 2010, our top ten International customers represented approximately 40% of our International sales. For many of our largest customers, we are often their sole or primary valve provider by end market or geography, their largest or second largest supplier in aggregate or, in certain instances, the sole provider for their upstream and downstream procurement needs. We believe that many customers for which we are not the end market exclusive or comprehensive sole source valve provider will continue to reduce their number of suppliers in an effort to reduce costs and administrative burdens and focus on their core operations. As such, we believe these customers will seek to select valve and PVF distributors with the most extensive product offering and broadest geographic presence. Furthermore, we believe our business will benefit as companies in the energy industry continue to consolidate and the larger, resulting companies look to larger distributors such as ourselves as their sole or primary source valve provider.

Backlog: Backlog is determined by the amount of unshipped third-party customer orders, either specific or general in nature, which may be revised or cancelled by the customer in certain instances. There can be no assurance that the backlog amounts will be ultimately realized as revenue or that the Company will earn a profit on the backlog of orders. Our backlog at December 31, 2010 and 2009 was \$64 million and \$98 million, respectively.

Competition: We are one of the largest global valve distributors to the energy industry based on sales. The broad PVF distribution industry is fragmented and includes large, nationally recognized distributors, major regional distributors and many smaller local distributors. The principal methods of competition include offering prompt local service, fulfillment capability, breadth of product and service offerings, price and total costs to the customer. Our competitors include several large regional or product-specific competitors and many local, family-owned PVF distributors.

Employees: As of December 31, 2010, we had approximately 490 employees. Five employees in New Zealand belong to a union and are covered by collective bargaining agreements. We consider our relationships with our employees to be good.

Environmental Matters

We are subject to a variety of federal, state, local, foreign and provincial environmental, health and safety laws and regulations, including those governing the discharge of pollutants into the air or water, the management, storage and disposal of, or exposure to, hazardous substances and wastes, the responsibility to investigate and clean up contamination and occupational health and safety. Fines and penalties may be imposed for non-compliance with applicable environmental, health and safety requirements and the failure to have or to comply with the terms and

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conditions of required permits. Historically, the costs to comply with environmental and health and safety requirements have not been material. We are not aware of any pending environmental compliance or remediation matters that, in the opinion of management, are reasonably likely to have a material effect on our business, financial position or results of operations. However, the failure by us to comply with applicable environmental, health and safety requirements could result in fines, penalties, enforcement actions, third party claims for property damage and personal injury, requirements to clean up property or to pay for the costs of cleanup, or regulatory or judicial orders requiring corrective measures, including the installation of pollution control equipment or remedial actions.

Under certain laws and regulations, such as the U.S. federal Superfund law or its foreign equivalent, the obligation to investigate and remediate contamination at a facility may be imposed on current and former owners or operators or on persons who may have sent waste to that facility for disposal. Liability under these laws and regulations may be imposed without regard to fault or to the legality of the activities giving rise to the contamination. Although we are not aware of any active litigation against us under the U.S. federal Superfund law or its state or foreign equivalents, contamination has been identified at several of our current and former facilities, and we have incurred and will continue to incur costs to investigate and remediate these conditions. Moreover, we may incur liabilities in connection with environmental conditions currently unknown to us relating to our prior, existing or future sites or operations or those of predecessor companies whose liabilities we may have assumed or acquired.

In addition, environmental, health and safety laws and regulations applicable to our business and the business of our customers, including laws regulating the energy industry, and the interpretation or enforcement of these laws and regulations, are constantly evolving and it is impossible to predict accurately the effect that changes in these laws and regulations, or their interpretation or enforcement, may have upon our business, financial condition or results of operations. Should environmental laws and regulations, or their interpretation or enforcement, become more stringent, our costs could increase, which may have a material adverse effect on our business, financial condition and results of operations.

In particular, legislation and regulations limiting emissions of greenhouse gases (GHGs), including carbon dioxide associated with the burning of fossil fuels, are at various stages of consideration and implementation at the international, national, regional and state levels. In 2005, the Kyoto Protocol to the 1992 United Nations Framework Convention on Climate Change, which established a binding set of emission targets for GHGs, became binding on the countries that ratified it. Certain states have adopted or are considering legislation or regulation imposing overall caps on GHG emissions from certain facility categories or mandating the increased use of electricity from renewable energy sources. Similar legislation has been proposed at the federal level. In addition, the U.S. Environmental Protection Agency (the EPA) has begun to implement regulations that would require permits for and reductions in greenhouse gas emissions for certain categories of facilities, the first of which became effective in January 2010. The EPA also intends to set GHG emissions standards for power plants in May 2012 and for refineries in November 2012. These laws and regulations could negatively impact the market for the products we distribute and, consequently, our business.

In addition, the federal government and certain state governments are considering enhancing the regulation of hydraulic fracturing, a practice involving the injection of certain substances into rock formations to stimulate production of hydrocarbons, particularly natural gas, from shale basin regions. Any increased federal or state regulation of hydraulic fracturing could reduce the demand for our products in these regions.

Exchange Rate Information

In this prospectus, unless otherwise indicated, foreign currency amounts are converted into U.S. dollar amounts at the exchange rates in effect on December 31, 2010 and 2009 for balance sheet figures. Income statement figures are converted on a monthly basis, using each month's average conversion rate.

Table of Contents**MANAGEMENT****Executive Officers and Directors**

The following table sets forth the names, ages (as of December 31, 2010) and positions of each person who is an executive officer or director of McJunkin Red Man Holding Corporation:

	Age	Position
Andrew R. Lane	51	Chairman, President and Chief Executive Officer
James F. Underhill	55	Executive Vice President and Chief Financial Officer
Stephen W. Lake	47	Executive Vice President and General Counsel
Gary A. Ittner	58	Executive Vice President and Chief Administrative Officer
Rory M. Isaac	60	Executive Vice President Business Development
Scott A. Hutchinson	55	Executive Vice President North America Operations
Neil P. Wagstaff	47	Executive Vice President International Operations
Leonard M. Anthony	56	Director
Rhys J. Best	64	Director
Peter C. Boylan III	46	Director
Henry Cornell	54	Director
Christopher A.S. Crampton	32	Director
John F. Daly	44	Director
Craig Ketchum	53	Director
Gerard P. Krans	63	Director
Dr. Cornelis A. Linse	61	Director
John A. Perkins	63	Director
H.B. Wehrle, III	59	Director

Andrew R. Lane has served as our president and chief executive officer since September 2008 and our chairman of the board since December 2009. He has also served as a director since September 2008. From December 2004 to December 2007, he served as executive vice president and chief operating officer of Halliburton Company, where he was responsible for Halliburton's overall operational performance, managed over 50,000 employees worldwide and oversaw several mergers and acquisitions integrations. Prior to that, he held a variety of leadership roles within Halliburton, serving as president and chief executive officer of Kellogg Brown & Root, Inc. from July 2004 to November 2004, as senior vice president, global operations of Halliburton Energy Services Group from April 2004 to July 2004, as president of the Landmark Division of Halliburton Energy Services Group from May 2003 to March 2004, and as president and chief executive officer of Landmark Graphics Corporation from April 2002 to April 2003. He was also chief operating officer of Landmark Graphics from January 2002 to March 2002 and vice president, production enhancement PSL, completion products PSL and tools/testing/TCP of Halliburton Energy Services Group from January 2000 to December 2001. Mr. Lane also served as a director of KBR, Inc. from June 2006 to April 2007. He began his career in the oil and natural gas industry as a field engineer for Gulf Oil Corporation in 1982, and later worked as a production engineer in Gulf Oil's Pipeline Design and Permits Group. Mr. Lane received a B.S. in mechanical engineering from Southern Methodist University in 1981, (Cum Laude). He also completed the Advanced Management Program (A.M.P.) at Harvard Business School in 2000. He is a member of the executive board of the Southern Methodist University School of Engineering. Mr. Lane is uniquely qualified to serve as one of our directors due to his extensive executive and leadership experience in the oil and natural gas industry and his deep knowledge of

our operations.

James F. Underhill has served as our executive vice president and chief financial officer since November 2007. He served as our chief financial officer from May 2006 through October 2007, as senior vice president of accounting and information services from 1994 to May 2006, and vice president and controller from 1987 to 1994. Prior to

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1987, Mr. Underhill served as controller, assistant controller, and corporate accounting manager. Mr. Underhill joined MRC in 1980 and has since overseen our accounting, information systems, and mergers and acquisitions areas. He has been involved in numerous implementations of electronic customer solutions and has had primary responsibility for the acquisition and integration of more than 30 businesses. Mr. Underhill was also project manager for the design, development, and implementation of our IT operating system. He received a B.A. in accounting and economics from Lehigh University in 1977 and is a certified public accountant. Prior to joining MRC, Mr. Underhill worked in the New York City office of the accounting firm of Main Hurdman (Main Hurdman was incorporated into the successor accounting firm, KPMG).

Stephen W. Lake has served as our executive vice president and general counsel since May 2010. Prior to that time, he served as our executive vice president, general counsel and corporate secretary since October 2008. Prior to that, he had served as our senior vice president, general counsel and corporate secretary since June 2008. Prior to that, he was our senior vice president general counsel since joining MRC in January 2008. Previously, Mr. Lake was a shareholder at the law firm Gable & Gotwals in Tulsa, Oklahoma from January 1998 through January 2008, where he practiced in the areas of mergers and acquisitions and securities law. He was a member of the board of directors of Gable & Gotwals from January 2005 through January 2008 and an associate of that firm from September 1991 until becoming a shareholder in January 1998. Mr. Lake graduated from Vanderbilt University in 1987 with honors in economics and graduated first in his class from the University of Oklahoma law school in 1991. He was editor-in-chief of the Oklahoma Law Review from 1990-1991.

Gary A. Ittner has served as our executive vice president and chief administrative officer since September 2010. Prior to that, he served as our executive vice president supply chain management since February 2009. Prior to that, he had served as our senior corporate vice president of supply chain management since November 2007, having specific responsibility for the procurement of all industrial valves, automation, fittings and alloy tubular products. From March 2001 to November 2007, he served as our senior corporate vice president of supply chain management. Before joining the supply chain management group, Mr. Ittner worked in various field positions including branch manager, regional manager, and senior regional vice president. He is a past chairman of the executive committee of the American Supply Association's Industrial Piping Division. Mr. Ittner began working at MRC in 1971 following his freshman year at the University of Cincinnati and joined MRC full-time following his graduation in 1974.

Rory M. Isaac has served as our executive vice president business development since December 2008. Prior to that, he served as our senior corporate vice president of sales (focusing on downstream, industrials and natural gas utilities operations) since November 2007. From 2000 to 2007 he served as our senior vice president national accounts, utilities and marketing. From 1995 to 2000 he served as our senior vice president national accounts. Mr. Isaac joined MRC in 1981. He has extensive experience in sales, customer relations and management and has served at MRC as a branch manager, regional manager and regional vice president. In 1995 he began working in our corporate office in Charleston, West Virginia as senior vice president for national accounts, where he was responsible for managing and growing our national accounts customer base and directing business development efforts into integrated supply markets. Prior to joining MRC, Mr. Isaac worked at Consolidated Services, Inc. and Charleston Supply Company. Mr. Isaac attended the Citadel.

Scott A. Hutchinson has served as our executive vice president North America operations since November 2009. Prior to that, he had served as our senior vice president of the Eastern region covering most operational units east of the Mississippi River. Mr. Hutchinson's extensive background in branch sales and operations was instrumental as he led the integration effort of the Midwest, Eastern and Appalachian regions. From October 1998 to January 2009 he served as senior vice president of our Midwest region. During this time he was key in the acquisitions and integration of Wilkins Supply, Joliet Valve, Cigma and Valvax, solidifying and expanding the market reach of the company in the Midwest. From May 1988 to October 1998 he worked in various field positions including branch manager, regional manager, and regional vice president in our Western Region. From 1984 to 1988 he served as outside sales

representative for Grant Supply in Houston, TX which became part of our company in 1987. Prior to joining us, Mr. Hutchinson worked for Fluor Corporation in procurement. Mr. Hutchinson received a Bachelor of Arts degree in marketing from the University of Central Florida in 1977.

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Neil P. Wagstaff has served as our executive vice president international operations since January 1, 2011. Prior to that, he served as our executive vice president international operations and as chief executive officer of MRC Transmark since October 2009. From July 2006 until October 2009, he served as group chief executive of Transmark Fcx Group B.V. where he was responsible for the group's overall performance in 13 operating companies in Europe, Asia and Australia and oversaw a number of acquisitions and integrations. Prior to that he held a variety of positions within Transmark Fcx, serving as a group divisional director from 2003, responsible for operations in the UK and Asia, as well as managing director for the UK businesses. He was also sales and marketing director of Heaton Valves prior to the acquisition by Transmark group in 1996, as well as Sales and Marketing Director for Hattersley Heaton valves and Shipham Valves. Mr. Wagstaff began his career in the valve manufacturing business in 1983 when he studied mechanical engineering at the Saunders Valve Company. Educated at London Business School, he is a chartered director and fellow of the UK Institute of Directors.

Leonard M. Anthony has been a member of our board of directors since October 2008. Mr. Anthony served as the president and chief executive officer of WCI Steel, Inc., an integrated producer of custom steel products, from December 2007 to October 2008. He was also a member of the board of directors of WCI Steel from December 2007 to October 2008. Mr. Anthony has more than 25 years of financial and operational management experience. From April 2005 to August 2007, Mr. Anthony was the executive vice president and chief financial officer of Dresser-Rand Group Inc., a global supplier of rotating equipment solutions to the oil, natural gas, petrochemical and processing industries. From May 2003 to April 2005, he served as chief financial officer of International Steel Group Inc. From 1979 to 2003, he worked at Bethlehem Steel Corporation, where he held various managerial and leadership positions. Bethlehem filed for bankruptcy protection under Chapter 11 of the United States Bankruptcy Code on October 15, 2001. Mr. Anthony had been the vice president of finance and treasurer of Bethlehem from October 1999 to September 2001 and senior vice president and chief financial officer from immediately prior to its bankruptcy in October 2001 to its acquisition by International Steel in April 2003, where he assumed the role of chief financial officer and treasurer. Mr. Anthony earned a B.S. in accounting from Pennsylvania State University, an M.B.A. from the Wharton School of the University of Pennsylvania and an A.M.P. from Harvard Business School. Mr. Anthony has extensive experience at multiple levels of financial control, planning and reporting and risk management for large corporate enterprises.

Rhys J. Best has been a member of our board of directors since December 2007. From 1999 until June 2004, Mr. Best was chairman, president and chief executive officer of Lone Star Technologies, Inc., a company engaged in producing and marketing casing, tubing, line pipe and couplings for the oil and natural gas, industrial, automotive, and power generation industries. From June 2004 until Lone Star was acquired by the United States Steel Corporation in June 2007, Mr. Best was chairman and chief executive officer of Lone Star. Mr. Best retired in June 2007. Before joining Lone Star in 1989, Mr. Best held several leadership positions in the banking industry. Mr. Best graduated from the University of North Texas with a Bachelor of Business Administration Degree and earned an M.B.A. from Southern Methodist University. He is a member of the board of directors of Cabot Oil & Gas Corporation, an independent natural gas producer, Trinity Industries, which owns a group of businesses providing products and services to the industrial, energy, transportation, and construction sectors, and Austin Industries, Inc., a Dallas-based general construction company. He is also a member of the board of directors of Commercial Metals Corporation, a producer and marketer of scrap metals and metal products and the chairman (non-executive) and a member of the board of directors of Crosstex Energy, L.P., an independent midstream energy services company. He is also involved in a number of industry-related and civic organizations, including the Petroleum Equipment Suppliers Association (for which he has previously served as chairman) and the Maguire Energy Institute of Southern Methodist University. He serves on the board of advisors of the College of Business Administration at the University of North Texas. Mr. Best has extensive executive and leadership experience in overseeing the production and marketing of pipes and fittings in the oil and natural gas industry.

Peter C. Boylan III has been a member of our board of directors since August 2010 and a member or PVF Holdings, LLC board of directors since November 2007. Mr. Boylan has served as the chief executive officer of Boylan Partners, LLC, a provider of investment and advisory services, since March 2002. From April 2002 through March 2004, Mr. Boylan served as director, president and chief executive officer of Liberty Broadband Interactive Television, Inc., a global technology provider controlled by Liberty Media Corporation. From July 2000 to April 2002, Mr. Boylan was co-president, co-chief operating officer, member of the office of the chief executive officer,

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and director of Gemstar-TV Guide International, Inc., a media, entertainment, technology and communications company. Mr. Boylan currently serves on the board of directors of BOK Financial Corporation, a \$24 billion publicly traded regional financial services company operating seven banking divisions in eight states and a broker/dealer subsidiary in 10 states. Mr. Boylan serves on the credit committee and the risk oversight and audit committees. Mr. Boylan has extensive corporate executive management and leadership experience, accounting, financial, and audit committee expertise, media and technology expertise, civic service, and experience sitting on other public and private boards of directors. In 2004, after a federal judge dismissed a U.S. Securities & Exchange Commission (SEC) civil suit filed against Mr. Boylan in the United States District Court for the Central District of California (Western Division) he entered into court ordered mediation with the SEC leading to a civil settlement and a Final Judgment against Mr. Boylan, enjoining him from violating the anti-fraud, books and records and other provisions of the federal securities laws, and ordering the payment of \$600,000 in disgorgement and civil penalties. Mr. Boylan consented to the entry of the order without admitting or denying any wrongdoing. The Final Judgment and settlement had no officer and director bar. The judgment against Mr. Boylan arose out of a complaint filed against Mr. Boylan and other executive officers by the U.S. Securities & Exchange Commission, alleging that Mr. Boylan and other executive officers violated various provisions of the U.S. securities laws during his tenure as co-president, co-chief operating officer and director of Gemstar-TV Guide International, Inc. (Gemstar) from July 2000 to April 2002. Mr. Boylan was indemnified by Gemstar for legal fees and expenses.

Henry Cornell has been a member of our board of directors since November 2006. Mr. Cornell is a Managing Director of Goldman, Sachs & Co. He is the Chief Operating Officer of Goldman Sachs Merchant Banking Division, which includes all of the firm's corporate, real estate and infrastructure investment activities, and is a member of the global Merchant Banking Investment Committee. Mr. Cornell also serves on the Board of Directors of First Marblehead Corporation, Cobalt International Energy, Kinder Morgan, Inc., and USI Holdings Corporation. Mr. Cornell is the Chairman of The Citizens Committee of New York City, Treasurer and Trustee of the Whitney Museum of American Art, a Trustee of Grinnell College (and Chairman of the Investment Committee), a member of The Council on Foreign Relations, Trustee Emeritus of the Asia Society, a Trustee and Chairman of the Investment Committee of the Japan Society, and a member of Sotheby's International Advisory Board. He earned a B.A. from Grinnell College in 1976 and a J.D. from New York Law School in 1981. Mr. Cornell practiced law with the firm of Davis, Polk & Wardwell from 1981 to 1984 in New York and London. Mr. Cornell joined Goldman, Sachs & Co. in 1984. Mr. Cornell brings extensive experience in corporate investment, corporate governance and strategic planning including in the pipeline transportation and energy storage industries. He also has extensive experience serving on boards of directors of other significant companies including multinational companies in the energy industry.

Christopher A.S. Crampton has been a member of our board of directors since January 2007. He is currently a vice president in the Merchant Banking Division of Goldman, Sachs & Co., which he joined in 2003. From 2000 to 2003, he worked in the investment banking division of Deutsche Bank Securities. He is a graduate of Princeton University. Mr. Crampton has extensive experience in investment banking, corporate finance and strategic planning.

John F. Daly has been a member of our board of the directors since January 2007. Mr. Daly is a managing director in the Principal Investment Area of Goldman Sachs, where he has worked since 2000. In 1998 and from 1999 to 2000, he was a member of the Investment Banking Division of Goldman Sachs. From 1991 to 1997, Mr. Daly was a Senior Instructor of Mechanical & Aerospace Engineering at Case Western Reserve University. He earned a B.S. and M.S. in Engineering from Case Western Reserve University and an M.B.A. from the Wharton School of Business at the University of Pennsylvania. Mr. Daly currently serves as a director of KAG Holding Corp., Fiberlink Communications Corp. and Hawker Beechcraft, Inc. In the past five years, Mr. Daly has also served on the boards of Cooper-Standard Automotive, Inc., Euramax Holdings, Inc. and IPC Systems, Inc. Mr. Daly has extensive experience in investment banking, corporate finance and strategic planning, including in the industrial and manufacturing sectors. He also has extensive experience serving on boards of directors of other significant companies, including multinational companies.

Craig Ketchum has been a member of our board of directors since October 2007. Mr. Ketchum served as our chairman of the board of directors from September 2008 to December 2009 and as our president and chief executive officer from May 2008 to September 2008. Prior to that, he served as co-president and co-chief executive officer of McJunkin Red Man Corporation since the business combination between McJunkin and Red Man in October 2007. He served at Red Man in various capacities since 1979, including store operations and sales, working at Red Man

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locations in Ardmore, Oklahoma, Tulsa, Oklahoma, Denver, Colorado, and Dallas, Texas. He was named vice president sales at Red Man in 1991, executive vice president of Red Man in 1994 and president and chief executive officer in 1995. He also served on Red Man's board of directors. Mr. Ketchum graduated from the University of Central Oklahoma with a business degree and joined Red Man in 1979. He has served as chairman of the Petroleum Equipment Suppliers Association. Mr. Ketchum is intimately familiar with PVF distribution operations and is uniquely qualified to serve as a director due to his years of service in senior management of both Red Man and McJunkin Red Man Corporation.

Gerard P. Krans has been a member of our board of directors since December 2009. Mr. Krans serves as the chairman of the board of directors of Transmark Holdings N.V., a privately owned energy and oil services group, and Transmark Investments. Mr. Krans also serves on the board of directors of Royal Wagenborg and Crucell. From 2001 to 2007, Mr. Krans served as chairman of the board of directors of Royal van Zanten. From 1995 to 2000, Mr. Krans served on the executive board of VOPAK. From 1973 to 1995, Mr. Krans served in various positions with Royal Dutch Shell. Mr. Krans received university degrees in law, econometrics and taxation. Mr. Krans has extensive experience in strategic planning and corporate oversight, including in the energy, chemical and oil sectors.

Dr. Cornelis A. Linse has been a member of our board of directors since May 2010. He is currently a non-executive director of Transmark Holdings N.V., a privately owned energy and oil services group. From February 2007 until January 2010, Dr. Linse was the director of common infrastructure management for Shell International B.V. During this same period, he also served as chairman of the board of Shell Pension Fund the Netherlands, a pension fund sponsored by Shell Petroleum N.V. From February 2003 to February 2007, he was the executive vice president of contracting and procurement for Shell International B.V. Dr. Linse has held various leadership and managerial roles in the oil and gas industry since 1978, and has extensive experience in developing business infrastructure in growing, multinational companies. Dr. Linse earned a PhD from Leiden University in 1978.

John A. Perkins has been a member of our board of directors since December 2009. From 2001 until 2006 he was Chief Executive of London-based Truflo International plc, an international industrial group involved in the manufacture and specialist distribution of valves and related flow control products. Prior to emigrating to the UK in 1987, he was Executive Director and (from 1982) Managing Director of Metboard, a South African investment, property and financial services group which merged with the banking group Investec, which was subsequently listed on the Johannesburg and London Stock Exchanges. Mr. Perkins earned a B.Com degree from the University of the Witwatersrand and is a South African Chartered Accountant. He is currently a non-executive director on the Supervisory Board of Transmark Investments B.V., a privately owned energy and oil services group. Mr. Perkins brings extensive experience in the valve manufacturing and distribution industries throughout Europe, the United States, Australasia and the Far East.

H.B. Wehrle, III has been a member of our board of directors since January 2007. He served as our president and chief executive officer from January 31, 2007 to October 30, 2007. From October 31, 2007 to May 2008, Mr. Wehrle served as co-president and co-chief executive officer of McJunkin Red Man Corporation, and from May 2008 until September 2008 he served as our chairman of the board of directors. Mr. Wehrle began his career with McJunkin in 1973 in sales. He subsequently served as treasurer and was later promoted to executive vice president. He was elected president of McJunkin in 1987. Mr. Wehrle graduated from Princeton University and received an M.B.A. from Georgia State University in 1978. He is affiliated with the Young Presidents' Organization. He serves on the boards of the Central WV Regional Airport Authority, the Mid-Atlantic Technology, Research and Innovation Center and the National Institute for Chemical Studies in Charleston, West Virginia. He also serves on the board of the Mountain Company in Parkersburg, West Virginia and the University of Charleston. Mr. Wehrle is intimately familiar with PVF distribution operations and is uniquely qualified to serve as a director due to his years of service in senior management of both McJunkin and McJunkin Red Man Corporation.

Each of our directors, except for Andrew R. Lane, Leonard M. Anthony, Dr. Cornelis A. Linse and John A. Perkins, is also a director of PVF Holdings LLC, our parent company. Mr. Wehrle and Mr. Ketchum, two of our directors, are each co-chairman of PVF Holdings LLC.

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Board of Directors

Our board of directors currently consists of twelve members. The current directors are included above. Our directors are elected annually to serve until the next annual meeting of stockholders or until their successors are duly elected and qualified. Each director who is an employee of Goldman Sachs & Co. is entitled to six (6) votes and all other directors are entitled to one (1) vote on all matters that come before the board of directors.

Board Leadership Structure

Our board of directors currently combines the positions of CEO and Chairman. These positions are currently held by Mr. Lane. The responsibilities of the chairman include presiding at all meetings of the board, reviewing and approving meeting agendas, meeting schedules and other information, as appropriate, and performing such other duties as required from time to time. We believe that the current model is effective for the company as the combined position of CEO and Chairman maximizes strategic advantages and company and industry expertise. Mr. Lane has extensive leadership experience in our industry and is best positioned to set and execute strategic priorities. Mr. Lane's leadership enhances the board's exercise of its responsibilities. In addition, this model provides enhanced efficiency and effective decision-making and clear accountability. The board evaluates this structure periodically.

In addition, each of our audit committee and compensation committee is led by a chair, each of whom is an independent director. The board believes that having these two key committees with independent chairs provides a structure for strong independent oversight of our management.

Risk Oversight

The Board of Directors administers its risk oversight function primarily through the audit committee, which oversees the Company's risk management practices. The audit committee is responsible for, among other things, discussing with management on a regular basis the Company's guidelines and policies that govern the process for risk assessment and risk management. This discussion includes the Company's major risk exposures and actions taken to monitor and control such exposures. The board believes that its administration of risk management has not affected the board's leadership structure, as described above.

In addition, we have established a risk management committee. Our risk management committee is currently comprised of Andrew R. Lane, James F. Underhill, Stephen W. Lake, Gary A. Ittner, Rory M. Isaac, Scott A. Hutchinson, Neil P. Wagstaff, Diana D. Morris, Elton Bond, Theresa L. Dudding and Hugh Brown. The principal responsibilities of the risk management committee are to review and monitor any material risks or exposures associated with the conduct of our business, the internal risk management systems implemented to identify, minimize, monitor or manage such risks or exposures, and the Company's policies and procedures for risk management. While the audit committee is responsible for reviewing the Company's policies and practices with respect to risk assessment and risk management, it is the responsibility of senior management of the Company to determine the appropriate level of the Company's exposure to risk.

Committees of the Board

Audit Committee. Our audit committee is currently comprised of Leonard M. Anthony, Rhys J. Best, Christopher A.S. Crampton and John A. Perkins. Mr. Anthony is chairman of the audit committee. Our board of directors has determined that Mr. Anthony qualifies as an "audit committee financial expert" and an "independent director" under the rules of the New York Stock Exchange. The audit committee's primary duties and responsibilities are to assist the board of directors in oversight of the integrity of our financial statements, the integrity and adequacy of our auditing, accounting and financial reporting processes and systems of internal controls for financial reporting, compliance with

legal and regulatory requirements, including internal controls designed for that purpose, the independence, qualifications and performance of our independent auditor and the performance of our internal audit function.

Compensation Committee. Our compensation committee is currently comprised of Rhys J. Best, Peter C. Boylan, III, Christopher A.S. Crampton and John F. Daly. Mr. Best is chairman of the compensation committee. The

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principal responsibilities of the compensation committee are to establish policies and periodically determine matters involving executive compensation, recommend changes in employee benefit programs, grant or recommend the grant of stock options and stock awards and provide counsel regarding key personnel selection.

International Committee. Our international committee is currently comprised of Gerard P. Krans, Rhys J. Best, Christopher A.S. Crampton, John F. Daly, Dr. Cornelis A. Linse and John A. Perkins. Mr. Krans is chairman of the international committee. The purpose of the international committee is to assist the board of directors and our management with the oversight of our business strategies and initiatives outside of the United States.

Code of Ethics

We have adopted a code of ethics that applies to our principal executive officer, principal financial officer, principal accounting officer or controller and persons performing similar functions. A copy of the code of ethics has been posted on our website at www.mrcpvf.com. In the event that we amend or waive provisions of this code of ethics with respect to such officers, we intend to also disclose the same on our website.

Executive Compensation

Compensation Discussion and Analysis

Overview

Since the GS Acquisition in January 2007, the overriding objective of our owners and management has been to increase the economic value and size of our company during our owners' period of ownership, and our compensation programs have been designed to support this continuing goal. In addition, compensation decisions during 2007 and 2008 were made to successfully integrate the compensation programs of McJunkin Corporation and Red Man. This integration was largely completed by the end of 2008.

The compensation committee of our board of directors (the Committee) oversees company-wide compensation practices; reviews, develops and administers executive compensation programs; and approves or makes recommendations to our board of directors regarding certain compensation matters. During 2010, the Committee was comprised of Rhys J. Best, Peter C. Boylan, III (appointed in November 2010), Christopher A.S. Crampton, John F. Daly, Harry K. Hornish, Jr. and Sam B. Rovit (appointed in May 2010), with Mr. Best serving as chairman. Each of the directors serving on the Committee during 2010 also currently serves on the Committee, with the exception of Messrs. Hornish and Rovit, who resigned from our board of directors in January 2011 and February 2011, respectively. Each member of the Committee is a non-employee director.

Generally, the Committee has decision-making authority with respect to executive compensation matters, including determination of the compensation and benefits of the executive officers. With respect to equity-based compensation awards (including to the executive officers), the Committee approves grants or makes recommendations to the entire board of directors for final approval.

Pursuant to the Committee's charter, its duties include:

Subject to the terms of any employment contracts, reviewing and determining, or making recommendations to our board of directors with respect to, the annual salary, bonus, stock options and other compensation, incentives and benefits, direct and indirect, of the CEO and other executive officers. In determining long-term incentive compensation of the CEO and other executive officers, the Committee will consider, among other things, the Company's performance and relative shareholder return, the value of similar incentive awards to

chief executive officers and other executive officers of comparable companies and the awards given to the CEO and the executive officers in the past.

Reviewing and approving corporate goals and objectives relevant to compensation of the CEO and other executive officers and evaluating the CEO's and other executive officers' performance in light of those goals and objectives on an annual basis, and, either separately or together with other independent directors (as directed by the Board), determining and approving the CEO's and other executive officers' compensation level based on this evaluation or making recommendations to the board of directors with respect thereto.

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Reviewing and authorizing or recommending to our board of directors to authorize, as determined by the Committee, the Company to enter into, amend or terminate any employment, consulting, change in control, severance or termination, or other compensation agreements or arrangements with the CEO and other executive officers of the Company (and, at the option of the Committee, other officers and employees of the Company).

Periodically reviewing and considering the competitiveness and appropriateness of our executive compensation.

Reviewing new executive compensation programs, reviewing on a periodic basis the operation of our existing executive compensation programs to determine whether they integrate appropriately, and establishing and periodically reviewing policies for the administration of executive compensation programs.

Overseeing the administration of incentive compensation plans and equity-based compensation plans and exercising all authority and discretion provided to the Committee under those plans and performing such duties and responsibilities as may be assigned by our board of directors with respect to such plans.

Conducting a review at least annually of, and determining or making recommendations to our board of directors regarding compensation for non-employee directors (including compensation for service on the board of directors and committees thereof, meeting fees and equity-based compensation). The Committee is also responsible for and oversees administration of any plans or programs providing for the compensation of non-employee directors.

Overseeing the procedures and substance of the Company's compensation and benefit policies (subject, if applicable, to shareholder approval), including establishing, reviewing, approving and making recommendations to our board of directors with respect to any incentive-compensation and equity-based plans of the Company that are subject to board approval.

Compensation Philosophy and Objectives

The Committee believes that our executive compensation programs should be structured to reward the achievement of specific annual, long-term and strategic performance goals of our company. Accordingly, the executive compensation philosophy of the Committee is threefold:

To align the interests of our executive officers with those of our shareholders, thereby providing long-term economic benefit to our shareholders;

To provide competitive financial incentives in the form of salary, bonus and benefits, with the goal of attracting and retaining talented executive officers; and

To maintain a compensation program that includes at-risk, performance based awards whereby executive officers who demonstrate exceptional performance will have the opportunity to realize appropriate economic rewards.

Setting Executive Compensation

Role of the Compensation Committee

The Committee has granted short-term cash incentive and long-term equity incentive awards to motivate our executive officers to achieve the business goals established by our company. In addition to considering our philosophy and objectives, the Committee considers the impact of the duties and responsibilities of each executive officer on the results and success of the Company. Based on these factors, the Committee has devised a compensation program designed to keep our executive officers highly incentivized and also to achieve parity among executive officers with similar duties and responsibilities.

Role of Executive Officers

Since Andrew R. Lane was hired as chief executive officer in September 2008, he has met periodically with Diana D. Morris, our senior vice president of human resources, to discuss executive compensation issues.

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Ms. Morris makes quarterly presentations to the Committee with respect to issues and developments regarding compensation and our compensation programs. Mr. Lane and Ms. Morris work together annually to develop tally sheets, which Mr. Lane presents to the Committee. These tally sheets present the current compensation of each executive officer, divided into each element of compensation, and also present the proposed changes to such compensation for the upcoming year (except that no proposals are made with respect to changes to Mr. Lane's compensation). Such changes to Mr. Lane's compensation are left to the discretion of the Committee. Following Mr. Lane's presentation of the tally sheets, the Committee determines appropriate changes in compensation for the upcoming year. During the first quarter of each year, the Committee approves the executive officers' annual target bonuses (expressed in each case as a percentage of base salary) and the performance metrics for the Variable Compensation Plan with respect to such year. Certain elements of compensation (such as annual base salary and annual target bonus percentage) are set forth in employment agreements entered into between the company and certain executive officers. Decisions with respect to equity-based compensation awards granted to our named executive officers are made by the Committee, which may recommend such awards to the entire board of directors for final approval.

Role of Compensation Consultant

Pursuant to the Committee's charter, the Committee has the power to retain or terminate compensation consultants and engage other advisors. In 2008, the Company engaged Hewitt Associates, a third-party global human resources consulting firm, to review and make recommendations with respect to the structure of our compensation programs, including executive compensation, following the business combination of McJunkin Corporation and Red Man Pipe & Supply Co. in October 2007. During this engagement Hewitt Associates worked with a team from the Company to review and assess compensation. The primary task of Hewitt Associates in 2008 was to assist the Company in successfully integrating the compensation programs of McJunkin Corporation and Red Man Pipe & Supply Co. As part of this process, Hewitt Associates reviewed existing McJunkin Corporation and Red Man compensation programs and made recommendations as to how such programs could be integrated based on its review and survey data. As part of Hewitt Associates' integration work in 2008, an executive compensation specialist from Hewitt Associates advised the Committee regarding the appropriate allocation of executive compensation among each element of compensation using benchmark data. Certain recommendations from the Hewitt study were approved by the Compensation Committee. Starting on January 1, 2009, McJunkin Red Man implemented a new compensation program structure, which included integration of multiple heritage plans previously maintained by McJunkin Corporation and Red Man Pipe & Supply Co. The Committee did not engage Hewitt Associates or any other compensation consultant during 2009. In December 2010, the Committee engaged Meridian Compensation Partners, LLC (an independent consultant specializing in executive compensation) to formulate a report and make recommendations to the Committee regarding executive compensation during 2011, based on peer group and other market data, as well as industry trends and current practices.

Components of Executive Compensation

Our named executive officers for the fiscal year ended December 31, 2010 were Andrew R. Lane, James F. Underhill, Neil P. Wagstaff, Gary A. Ittner and Scott A. Hutchinson. In addition, the company has elected to also describe and disclose compensation earned by Rory M. Isaac and Stephen W. Lake, who are not named executive officers and who shall be referred to as additional executive officers throughout the executive compensation disclosure. The principal components of compensation for our named executive officers and the additional executive officers are:

Base salary;

Short-term incentive compensation;

Long-term equity compensation;

Retirement benefits; and

Perquisites and other personal benefits.

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We provide our named executive officers and additional executive officers with base salary to compensate them for services rendered during the fiscal year. Base salary for executives (including the named executive officers and additional executive officers) is reviewed on an annual basis and is determined based on each executive's position, responsibilities, performance, current compensation (both individually and as compared to other executives) and survey data. Each of Messrs. Lane, Underhill, Wagstaff and Lake is party to an employment agreement. The initial base salaries of these executive officers are set forth in their respective agreements, and are reviewed by the Committee annually and may be adjusted upward at the time of such review based on the factors described above.

Short-term Incentive Compensation

We utilize an annual cash bonus plan called the Variable Compensation Plan, in which each of our named executive officers and additional executive officers participates, to provide appropriate incentives to achieve annual objectives. Each of the named executive officers and additional executive officers had a target annual bonus for the 2010 performance year equal to 100% of his annual base salary. The target annual bonus percentages for each of Messrs. Lane, Underhill, Wagstaff and Lake are set forth in their respective employment agreements with us. The Committee determined in early 2009 that all of our executive vice presidents (including Messrs. Ittner, Hutchinson and Isaac) should have annual target bonuses equal to 100% of annual base salary during 2009 due to the responsibilities and duties associated with these positions. These target annual bonuses remained in effect during 2010. The payment of awards under the Variable Compensation Plan for the 2010 performance year depended on the achievement of three weighted performance metrics. Those metrics were adjusted earnings before interest, taxes, depreciation and amortization (EBITDA); return on net assets (RONA), calculated as EBITDA divided by net assets; and individualized key performance indicators (KPIs) established for each participant in the plan. Achievement of goals with respect to EBITDA, RONA and KPIs constituted 70%, 20% and 10% of annual awards, respectively.

KPIs for the named executive officers and additional executive officers normally comprise 10% of annual bonuses, but were capped at 5% for 2010. These KPIs during 2010 related directly to the functions of their respective disciplines which contributed to the achievement of the Company's financial goals for 2010. The following is a summary of the achievements by the named executive officers in 2010 with respect to their individual KPI goals. Andrew R. Lane led a growth focused plan which resulted in the company meeting revenue goals with stronger balance sheet positions for inventory management and debt reduction. Mr. Lane has also led improvements in business processes and more strategic account management plans for major customers. Mr. Lane also engaged outside consultants to assess growth opportunities and strategies and furthered the growth potential and market position of the company by targeting strategic acquisitions. In addition, Mr. Lane examined opportunities internally for more efficient operational structures and processes. James F. Underhill successfully met goals relating to the improvement of timely financial reporting as well as the preparation of public reporting documents on Forms 10-K, 10-Q, and 8-K. Mr. Underhill also made significant progress and achieved success with respect to internal audit capacity and the implementation of certain compliance measures as well as measurable improvement in the finance and accounting areas relating to process improvements and consolidation of accounting and financial reporting for all operating entities. Neil P. Wagstaff led efforts of MRC Transmark to integrate project and global contract groups with the North American operating sector and expanded the capabilities of MRC Transmark by opening a new facility in Singapore and a business development office in London. Mr. Wagstaff also managed the operational efficiency of MRC Transmark by reducing expenses and divesting of non-core operations while maintaining attractive gross margin levels. Gary A. Ittner successfully managed our inventory and supply chain purchases. Mr. Ittner also integrated the activities of support functions, information technology, human resources, and business processes, safety and quality to address and organize process improvements and operational support for the company. Scott A. Hutchinson managed strategic growth by expanding operations in the markets serving the oil and gas shale plays through target acquisitions

in key geographic areas and the opening or relocation of branch operations. Mr. Hutchinson also furthered and enhanced the efficiency of operations through improved processes, strong leadership of this regional operations management, and close cooperation with the executive team including the business development and administrative groups. Rory M. Isaac successfully streamlined the business development organization to align with market opportunities, strengthened the pricing organization increasing resources

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to maximize revenue potential as well as the development of a gross margin enhancement strategy, and led the negotiation and execution of new customer contracts and the renewal of existing customer contracts. Stephen W. Lake, as General Counsel, assisted in closing the sale of two acquisitions during 2010 as well as the closing of certain non core asset divestitures. Mr. Lake's oversight and guidance was also instrumental in the development of processes and reporting as required for public companies and was responsible for the rollout of and training for key global policies including with respect to import/export policy, ethics, Foreign Corrupt Practices Act, Office of Foreign Assets Control and antitrust. Mr. Lake also implemented systems to track and review the terms of company contracts.

For the 2010 performance year, the EBITDA and RONA performance goals were determined by a budgeting process that involved an examination of our company's markets, customers and general outlook with respect to 2010. The final budget was approved by our board of directors. 70% of annual incentive awards are earned based on achievement of EBITDA, 20% are earned based on achievement of RONA and 10% are earned based on achievement of KPIs applicable to the particular participant. The 2010 EBITDA and RONA performance goals related to the performance of the entire MRC organization. No awards under the Variable Compensation Plan were payable with respect to the EBITDA or RONA performance metrics unless at least 51% of the relevant performance goal was achieved. At 51% achievement of each such performance metric, there was a payout of 2% of each participant's target annual incentive bonus related to such performance metric; this portion of the payout increased with respect to such performance metric in 2% increments for each additional percent of achievement up to full achievement of the relevant performance goal. Achievement of KPIs was determined on a discretionary basis. Upon full achievement of each of the performance metrics (EBITDA, RONA and KPIs), 100% of the target annual incentive bonus could be paid. In 2010, the maximum award possible under the executive plan was 115% of target if goals were exceeded. The achievement of the performance metrics is evaluated on an annual basis in connection with awards to the named executive officers and additional executive officers under this plan. In 2010, the Company failed to reach its full EBITDA and RONA goals. As a result, the Committee determined that the maximum achievable percentage of the annual awards for KPIs should be capped at a maximum of 5% for 2010 in recognition of the overall financial goals not being met.

Messrs. Lane, Underhill, Wagstaff, Ittner, Hutchinson and Lake were paid 57% of their target annual incentive bonus under the Variable Compensation Plan and Mr. Isaac was paid 56% of this target annual incentive bonus under the Variable Compensation Plan. The amounts paid under the Variable Compensation Plan to the named executive officers and additional executive officers for performance in respect of the 2010 performance year are as follows: \$399,000 for Mr. Lane; \$285,000 for Mr. Underhill; \$189,064 for Mr. Wagstaff; \$213,750 for Mr. Ittner; \$196,650 for Mr. Hutchinson; \$210,000 for Mr. Isaac; and \$213,750 for Mr. Lake.

Long-Term Equity Compensation

We believe that long-term equity compensation is important to assure that the interests of management remain aligned with those of stockholders. Since the GS Acquisition, however, the form of long-term equity compensation that has been granted to executives (including the named executive officers and additional executive officers) has evolved. In connection with the GS Acquisition and the Red Man Transaction, certain executives (including Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake) were granted profits units in PVF Holdings LLC. The number of profits units awarded in connection with those transactions was determined based on various factors, including a consideration of what size award was required to adequately incentivize the executives (as part of the executives' overall compensation package) and, most notably, negotiations between executives and our company as part of the overall negotiations relating to the GS Acquisition and the Red Man Transaction. Starting in 2008, our board of directors along with the Committee decided to grant executives equity compensation in the form of stock options in respect of our common stock and restricted common stock.

We do not currently have a formal policy regarding the timing of equity award grants. In connection with the GS Acquisition and the Red Man transaction, equity awards were made to various executives. Since the Red Man transaction, our board of directors has approved grants of equity awards in connection with new hires and changes in position and has made grants in its discretion to employees to reward their service to our company. The Committee is currently considering a periodic program of equity-based incentive plans.

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Profits Units

Profits units are governed by Articles III and VII of the Amended and Restated Limited Liability Company Agreement of PVF Holdings LLC dated as of October 31, 2007, and amended on December 18, 2007 and October 30, 2009 (the PVF LLC Agreement). Messrs. Underhill, Ittner, Hutchinson and Isaac were granted profits units in PVF Holdings LLC on January 31, 2007 and Mr. Lake was granted profits units in PVF Holdings LLC on January 7, 2008. Grantees who received profits units were not required to make any capital contribution in exchange for their profits units, which were awarded as compensation. Profits units have no voting rights, and PVF Holdings LLC may from time to time distribute its available cash to holders of profits units along with its other equity holders. Distributions by PVF Holdings LLC are made, first, to holders of common units (including restricted common units), pro rata in proportion to the number of such units outstanding at the time of distribution, until each holder has received an amount equal to such holder's net aggregate capital contributions (for purposes of the PVF LLC Agreement) and, second, to holders of all units (including profits units) pro rata in proportion to the number of units outstanding at the time of such distribution. Please see the table titled Outstanding Equity Awards at 2010 Fiscal Year-End below for the number of profits units held by the named executive officers and additional executive officers as of December 31, 2010.

Pursuant to the PVF LLC Agreement, profits units generally become vested in one-third increments on each of the third, fourth and fifth anniversaries of the date of grant. In the event of a termination of employment other than for Cause (as defined in the PVF LLC Agreement), all unvested profits units will be forfeited. However, in the event of a termination for Cause, unless otherwise determined by the board of directors of PVF Holdings LLC, all profits units, whether vested or unvested, will be forfeited. In the event of a termination by reason of death or Disability (as defined in the PVF LLC Agreement), all unvested profits units will become vested and nonforfeitable. Also, in the event of a Transaction (as defined in the PVF LLC Agreement), all unvested profits units will become vested and nonforfeitable.

The PVF LLC Agreement also specifies that profits units may be subject to different vesting schedules if approved by the board of directors of PVF Holdings LLC. The terms of the profits units held by Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake, including the vesting schedules, are governed solely by the PVF LLC Agreement.

Stock Options and Restricted Stock

We maintain a restricted stock plan and a stock option plan (which has a sub-plan for participants residing in Canada). Pursuant to these plans, awards of restricted stock and stock options may be granted to key employees, directors and consultants of the Issuer and its subsidiaries and affiliates. The terms and conditions to which each award is subject are set forth in individual award agreements.

In connection with the hiring of Mr. Lane in September 2008, Mr. Lane purchased 170,218 shares of our common stock, and was granted stock options in respect of 1,758,929 shares of our common stock, with an exercise price of \$17.63 (taking into account the October 2008 stock split). Mr. Lane's options will become vested in equal installments on each of the second, third, fourth and fifth anniversaries of the date of grant, conditioned on continued employment through the applicable vesting date. Mr. Lane's options are subject to pro-rata accelerated vesting in the event his employment is terminated (i) by us other than for Cause (as defined in his employment agreement), (ii) by Mr. Lane for Good Reason (as defined in his employment agreement) or (iii) by reason of Mr. Lane's death or disability. In addition, Mr. Lane's options will become fully vested and exercisable upon the occurrence of a Change in Control (as defined in his employment agreement). All of Mr. Lane's stock options, whether vested or unvested, will be forfeited in the event his employment is terminated by us for Cause (as defined in the stock option plan).

In February 2009, Mr. Lane was granted 50,000 shares of our restricted common stock. This restricted stock award becomes fully vested on the fifth anniversary of the date of grant, and is conditioned on continued employment

through the vesting date. Mr. Lane's restricted stock award will become fully vested in the event of a Transaction (as defined in the restricted stock agreement) or upon the termination of Mr. Lane's employment due to his death or disability. All shares of restricted stock, whether vested or unvested, will be forfeited if his employment is terminated by us for Cause (as defined in the restricted stock plan).

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In June 2009, Mr. Lane transferred all common stock, restricted stock and stock options held by him in respect of the Issuer to Andy & Cindy Lane Family, L.P. for no consideration. The terms and conditions of the stock option and restricted stock awards, including conditions relating to Mr. Lane's employment, continue to govern these awards following such transfer. In September 2009, the option exercise price of the stock options held by Andy & Cindy Lane Family, L.P. was reduced from \$17.63 to \$12.50, which is not less than the fair market value of our common stock as of the date of such amendment. This reduction in exercise price was made to maintain the incentive value of this award. In December 2009, in connection with the \$2.9 million cash dividend paid by McJunkin Red Man Corporation to McJunkin Red Man Holding Corporation, the option exercise price of the stock options held by Andy & Cindy Lane Family, L.P. was reduced to \$12.48.

In December 2009, Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake were granted stock options and on April 1, 2010, Mr. Wagstaff was granted options, in each case that follow the generally applicable vesting schedule of three equal installments on the third, fourth and fifth anniversaries of the date of grant and are conditioned on continued employment through the applicable vesting date. These options will become fully vested and exercisable upon the occurrence of a Transaction (as defined in the stock option plan) or upon the termination of the executive's employment due to death or Disability (as defined in the stock option plan). All stock options granted, whether vested or unvested, will be forfeited in the event of a termination of employment for Cause (as defined in the stock option plan).

Retirement and Other Benefits

On December 31, 2007, we adopted the McJunkin Red Man Corporation Nonqualified Deferred Compensation Plan. Under the terms of the plan, select members of management and highly compensated employees may defer receipt of a specified amount or percentage of cash compensation, including annual bonuses. The plan was adopted in part to compensate certain participants for benefits forgone in connection with the GS Acquisition. Participants in this plan include Messrs. Underhill, Ittner, Hutchinson and Isaac. Pursuant to this plan, prior to 2009, McJunkin Red Man Corporation made predetermined annual contributions to each participant's account, less any discretionary matching contributions made on behalf of the participant by our company to a defined contribution plan for such calendar year. The Committee resolved in 2009 that no further company contributions would be made to participant accounts under this plan. On August 10, 2010, this plan was frozen by resolution of the Committee. As of such date, no company contributions or participant deferral elections have been permitted and any existing participant deferral elections were cancelled. Amounts deferred by participants or contributed by the Company to accounts under the plan prior to August 10, 2010 shall continue to be governed by the applicable provisions of the plan.

If a participant's account balance as of the beginning of a calendar year is less than \$100,000, such balance will be credited quarterly with interest at the Prime Rate (as defined in the plan) plus 1%. If a participant's account balance at the beginning of a calendar year is \$100,000 or greater, the participant may choose between being credited quarterly with interest at the Prime Rate plus 1% or having his or her account deemed converted into a number of phantom common units of PVF Holdings LLC. If no investment election is made, a participant's account will be credited quarterly with interest at the Prime Rate plus 1%. At December 31, 2010, Mr. Underhill had an account balance of \$147,813, Mr. Ittner had an account balance of \$126,698, Mr. Hutchinson had an account balance of \$84,464 and Mr. Isaac had an account balance of \$126,698. None of these executives elected to convert their balances into phantom common units. As of December 31, 2007, all existing participants were fully vested in their entire accounts, including contributions by McJunkin Red Man Corporation. People who became participants after December 31, 2007 are fully vested in their elective deferral amounts and will become vested in contributions by McJunkin Red Man Corporation as determined by the administrator of the plan. For additional information, please see the table titled Nonqualified Deferred Compensation for 2010 below.

Participants receive the vested balance of their accounts, in cash, upon a Separation from Service (as defined in Section 409A of the Internal Revenue Code of 1986, as amended (Section 409A)). Such amount is paid in three annual installments (with interest) commencing on January 1 of the second calendar year following the calendar year in which the Separation from Service occurs. In the event of a participant's death or Permanent Disability (as defined in the plan), or upon a Change in Control (as defined in the plan) of McJunkin Red Man Corporation, the full amount of a participant's account, vested and unvested, shall be paid within 30 days following such event to the

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participant's beneficiary, in the case of death, or to the participant, in the case of Permanent Disability or a Change in Control. Notwithstanding the foregoing regarding the timing of payments, distributions to specified employees (as defined in Section 409A) may be required to be delayed in accordance with Section 409A.

Perquisites and Other Personal Benefits

The Committee reviews the perquisites and personal benefits provided to certain of the named executive officers and additional executive officers on an annual basis to ensure the reasonableness of such programs. Mr. Wagstaff is provided with an automobile allowance, which is the continuation of a perquisite provided prior to the acquisition of Transmark FCX. Other than Mr. Wagstaff, none of the named executive officers or additional executive officers currently receive any perquisites or other personal benefits.

In addition, our named executive officers and additional executive officers who have entered into employment agreements with the Issuer or an affiliate will be provided certain severance payments and benefits in the event of a termination of their employment under certain circumstances. These agreements are designed to promote stability and continuity of senior management. Additional information regarding payment under these severance provisions is provided below, in the section titled Potential Payments upon Termination or a Change in Control.

Relation among Various Components of Compensation

With respect to setting executive compensation amounts generally, since the Red Man Transaction, achieving parity among executives with similar duties and responsibilities has been an important goal as part of our integration process. In determining the amount of compensation of the executive officers attributable to each element of compensation, the Committee considers various factors, including the value of unvested outstanding equity awards, amount of base salary and target bonus. These segments, in total, are then viewed in light of competitiveness of the compensation package in the marketplace and the impact of the executive's position on the success of the company.

Tax and Accounting Implications

All deferred compensation arrangements have been structured in a manner intended to comply with Section 409A.

Compensation Committee Interlocks and Insider Participation

During 2010, the Committee consisted of Rhys J. Best, Peter C. Boylan, III (appointed in November 2010), Christopher A.S. Crampton, John F. Daly, Harry K. Hornish, Jr. and Sam B. Rovit (appointed in May 2010), with Mr. Best serving as chairman. Mr. Hornish resigned from the board of directors in January 2011 and Mr. Rovit resigned from the board of directors in February 2011. No member of the Committee was an officer or employee of the Issuer or any of its subsidiaries during 2010 and no member of the Committee was formerly an officer of MRC or any of its subsidiaries. In addition, during 2010, none of our executive officers served as a member of a compensation committee or board of directors of any other entity an executive officer of which served as a member of our board.

Stock Ownership Guidelines

We do not have any formal policies regarding stock ownership by directors or officers. We believe that awards made pursuant to our long-term equity programs are sufficient to ensure that the interests of directors and officers remain aligned with those of stockholders.

Table of Contents**Compensation Committee Report**

The compensation committee reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the compensation committee recommended to our board of directors that the Compensation Discussion and Analysis be included in this Annual Report.

The Compensation Committee

Rhys J. Best
Peter C. Boylan, III
Christopher A.S. Crampton
John F. Daly

Risk in Relation to Compensation Programs

We have performed an internal review of all of our material compensation programs and have concluded that there are no plans that provide meaningful incentives for employees, including the named executive officers and additional executive officers, to take risks that would be reasonably likely to have a material adverse effect on us. Because our current compensation plans have an upside cap on the amount of variable compensation that can be paid under such plan, risk of windfall or excessive compensation is negligible. This limit also has the effect of not encouraging operational or strategic decisions that expose the business to risk.

Summary Compensation Table for 2010

The following table sets forth certain information with respect to compensation earned during the fiscal year ended December 31, 2010 by our named executive officers and additional executive officers.

Name and Principal Position	Year	Salary (\$)	Non-Equity Incentive Plan Compensation (\$)(1)	Option Awards (\$)(2)	Change in Nonqualified		Total (\$)
					Deferred Compensation Earnings (\$)	All Other Compensation (\$)(3)	
Andrew R. Lane, Chairman, President and Chief Executive Officer	2010	700,000	399,000			12,422	1,111,422
James F. Underhill, Executive Vice President and Chief Financial Officer	2010	500,000	285,000		5,073	52,164	842,237
Neil P. Wagstaff, Executive Vice President International Operations(4)	2010	331,691	189,064	276,225		88,816	885,796

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Gary A. Ittner, Executive Vice President and Chief Administrative Officer	2010	375,000	213,750	4,348	74,812	667,910
Scott A. Hutchinson, Executive Vice President North American Operations	2010	345,000	196,650	2,899	66,226	610,775
Rory M. Isaac, Executive Vice President Business Development	2010	375,000	210,000	4,348	16,324	605,672
Stephen W. Lake, Executive Vice President and General Counsel	2010	375,000	213,750		11,479	600,229

(1) The amounts in this column represent cash awards earned pursuant to the annual Variable Compensation Plan in respect of performance during 2010. As a result of our company's level of achievement with respect to its performance goals for fiscal year 2010, Messrs. Lane, Underhill, Wagstaff, Ittner, Hutchinson and Lake were paid 57% of their target annual incentive bonuses and Mr. Isaac was paid 56% of his target annual bonus. Please refer to the narrative following the table titled "Grants of Plan-Based Awards in Fiscal Year 2010" in the

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Compensation Discussion and Analysis for a discussion of the 2010 performance goals, including a discussion of the 5% maximum cap imposed on the portion of bonus attributable to individual performance in 2010.

- (2) Mr. Wagstaff was granted options to purchase company stock of McJunkin Red Man Holding Corporation on April 1, 2010. The amount in this column represents the grant date fair value of such option award calculated pursuant to ASC Topic 718. This option award will become vested in three equal installments on the third, fourth and fifth anniversaries of the date of grant and is conditioned on continued employment through the applicable vesting date. In addition, this option award will become fully vested and exercisable upon the occurrence of a Transaction (as defined in the stock option plan) or upon the termination of the executive's employment due to death or Disability (as defined in the stock option plan). All stock options granted, whether vested or unvested, will be forfeited in the event of a termination of employment for Cause (as defined in the stock option plan).
- (3) Amounts in this column include (i) company matching contributions made to the McJunkin Red Man Corporation Retirement Plan \$9,800 for Messrs. Lane, Ittner, Hutchinson and Lake and \$8,800 for Messrs. Underhill and Isaac; and (ii) the imputed value for company provided group life insurance of \$2,622, \$4,902, \$4,902, \$4,902, \$7,524 and \$1,679 for Messrs. Lane, Underhill, Ittner, Hutchinson, Isaac and Lake, respectively; (iii) \$38,462 for the value of unused vacation to Mr. Underhill; and (iv) relocation payments made to Messrs. Ittner and Hutchinson in accordance with company policy in the amounts of \$60,110 and \$51,524, respectively. Amounts in this column for Mr. Wagstaff include \$3,415 for medical insurance, \$37,539 for pension contributions and an auto allowance of \$47,862.
- (4) All compensation amounts paid to Mr. Wagstaff were paid in British pounds sterling and have been converted into U.S. Dollars for purposes of the Summary Compensation Table and tables that follow based on the exchange rate £1 = \$1.5609 as of December 31, 2010.

Grants of Plan-Based Awards in Fiscal Year 2010

Name	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Option Awards: Number of Securities Underlying Options	Exercise or Base Price of Option Awards (\$)
	Threshold (\$)(1)	Target (\$)(2)	Maximum (\$)(2)	(#)	
Andrew R. Lane	14,000	700,000	805,000		
James F. Underhill	10,000	500,000	575,000		
Neil P. Wagstaff	6,633	331,691	381,445	87,413	11.44
Gary A. Ittner	7,500	375,000	431,250		
Scott A. Hutchinson	6,900	345,000	396,750		
Rory M. Isaac	7,500	375,000	431,250		
Stephen W. Lake	7,500	375,000	431,250		

- (1) Under the Variable Compensation Plan, no portion of the awards based on EBITDA or RONA for each named executive officer and additional executive officer are payable unless there is at least 51% achievement of those

performance goals. At 51% achievement of each such performance goal, there is a payout of 2% of a participant's target annual incentive bonus with respect to the performance metric for which such achievement has occurred. The amounts in this column reflect 2% of the named executive officers' and additional executive officers' target annual incentive bonuses for 2010.

- (2) Payouts for the EBITDA and RONA performance goals under the Variable Compensation Plan increase in 2% increments for each additional percent of achievement beyond 51% up to full achievement of those annual goals. Upon full achievement of each of those performance goals and full achievement of KPIs, 100% of the target annual incentive bonus is paid. If performance goals are exceeded, the maximum payment is 115% of target annual incentive. The amounts in these columns reflect 100% and 115% of the named executive officers' and additional executive officers' target annual incentive bonuses for 2010.

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Employment Agreements

Certain of the named executive officers and additional executive officers have entered into employment agreements with us. In addition to the terms of these agreements described below, the employment agreements provide for certain severance payments and benefits following a termination of employment under certain circumstances. These benefits are described below in the section titled Potential Payments upon Termination or Change in Control.

Andrew R. Lane

On September 10, 2008, McJunkin Red Man entered into an employment agreement with Andrew R. Lane as chief executive officer and member of the board of directors. This employment agreement has an initial term of five years, which will automatically be extended on September 10, 2013 and each subsequent anniversary thereof for one additional year, unless ninety days written notice of non-renewal is given by either party. Mr. Lane's agreement provides for an initial base salary, to be reviewed annually, of \$700,000, which may be adjusted upward at the discretion of the board of directors (or a committee thereof), and an annual cash bonus to be based upon individual and/or company performance criteria to be established for each fiscal year by our board of directors, with a target annual bonus of 100% of Mr. Lane's base salary in effect at the beginning of the relevant fiscal year. Mr. Lane is subject to covenants prohibiting competition, solicitation of customers and employees and interference with business relationships during his employment and for eighteen months thereafter, and is also subject to perpetual restrictive covenants regarding confidentiality, non-disparagement and proprietary rights.

James F. Underhill

On December 3, 2009, McJunkin Red Man entered into an amended and restated employment agreement with James F. Underhill as executive vice president and chief financial officer, which replaced in its entirety the employment agreement entered into between Mr. Underhill, McJunkin Red Man Corporation and PVF Holdings LLC on December 4, 2006. The term of Mr. Underhill's employment agreement will end on January 31, 2012. Mr. Underhill's agreement provides for an initial base salary, to be reviewed annually, of \$500,000, which may be adjusted upward at the discretion of the board of directors (or a committee thereof), and an annual cash bonus to be based upon individual and/or company performance criteria to be established for each fiscal year by the board of directors, with a target annual bonus of 100% of Mr. Underhill's base salary in effect at the beginning of the relevant fiscal year.

Mr. Underhill is subject to covenants prohibiting competition, solicitation of customers and employees and interference with business relationships during his employment and for twelve months thereafter, and is also subject to perpetual restrictive covenants regarding confidentiality, non-disparagement and proprietary rights.

Neil P. Wagstaff

On September 10, 2009, Transmark Fcx Limited, a subsidiary of McJunkin Red Man Corporation, entered into an employment agreement with Neil P. Wagstaff as executive vice president of McJunkin Red Man Corporation. In addition, until December 31, 2010, Mr. Wagstaff also held the title of Chief Executive Officer of Transmark Fcx Limited. This employment agreement has an initial term ending on October 30, 2014. Mr. Wagstaff's agreement provides for an initial base salary, to be reviewed annually, of £212,500 British pounds sterling, which may be adjusted upward at the discretion of the board of directors (or a committee thereof), and an annual cash bonus to be based upon individual and/or company performance criteria to be established for each fiscal year by the board of directors, with a target annual bonus of 100% of Mr. Wagstaff's base salary in effect at the beginning of the relevant fiscal year. During 2010, Mr. Wagstaff's annual base salary was £212,500 British pounds sterling.

Mr. Wagstaff is subject to covenants prohibiting competition, solicitation of customers and employees and interference with business relationships during his employment and for twelve months thereafter, and is also subject to perpetual restrictive covenants regarding confidentiality, non-disparagement and proprietary rights.

Table of Contents**Stephen W. Lake**

On December 26, 2007, PVF Holdings LLC and McJunkin Red Man Corporation entered into an employment agreement with Stephen W. Lake as general counsel. This employment agreement has an initial term ending on January 7, 2011, which was automatically extended on January 7, 2011 and will be automatically extended each subsequent anniversary for one additional year unless ninety days written notice of non-renewal is given by either party. Mr. Lake's agreement provides for an initial base salary, to be reviewed annually, of \$300,000, which may be adjusted upward at the discretion of the board of directors (or a committee thereof), and an annual cash bonus to be based upon individual and/or company performance criteria to be established for each fiscal year by the board of directors, with a target bonus of 100% of Mr. Lake's base salary in effect at the beginning of the relevant fiscal year. During 2010, Mr. Lake's annual base salary was \$375,000.

Mr. Lake is subject to covenants prohibiting competition, solicitation of customers and employees and interference with business relationships during his employment and for twelve months thereafter, and is also subject to perpetual restrictive covenants regarding confidentiality, non-disparagement and proprietary rights.

Variable Compensation Plan

Please see the section of the Compensation Discussion and Analysis titled "Short-Term Incentive Compensation" for a discussion of the terms and conditions of the Variable Compensation Plan, including the performance goals set for the 2010 performance year.

Outstanding Equity Awards at 2010 Fiscal Year-End

Name	Option Awards		Stock Awards(2)				
	Number of Securities Underlying Options	Number of Securities Underlying Options	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units That Have Vested (#)	Number of Shares or Units That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(3)
Andrew R. Lane	439,732	1,319,197	\$ 12.48(4)	9/10/18		50,000	375,500
James F. Underhill		43,706	\$ 11.42(4)	12/3/19	199.13	398.28	1,343,490
Neil P. Wagstaff		87,413	\$ 11.44	10/30/19			
Gary A. Ittner		43,706	\$ 11.42(4)	12/3/19	127.10	254.22	857,543
Scott A. Hutchinson		131,119	\$ 11.42(4)	12/3/19	55.08	110.15	371,561
Rory M. Isaac		43,706	\$ 11.42(4)	12/3/19	127.10	254.22	857,543
Stephen W. Lake		87,413	\$ 11.42(4)	12/3/19		127.10	428,738

- (1) The stock options granted to Mr. Lane (and currently held by Andy & Cindy Lane Family, L.P.) become vested in equal installments on each of the second, third, fourth and fifth anniversaries of the date of grant, conditioned on continued employment through the applicable vesting date. One-fourth of Mr. Lane's options vested on September 10, 2010. Mr. Lane's options are subject to pro-rata accelerated vesting in the event his employment is terminated (i) by McJunkin Red Man other than for Cause (as defined in his employment agreement), (ii) by Mr. Lane for Good Reason (as defined in his employment agreement) or (iii) by reason of Mr. Lane's death or Disability (as defined in his employment agreement). In addition, Mr. Lane's options will become fully vested and exercisable upon the occurrence of a Change in Control (as defined in his employment agreement).

The stock options held by Messrs. Underhill, Wagstaff, Ittner, Hutchinson, Isaac and Lake will become vested in three equal installments on the third, fourth and fifth anniversaries of the date of grant, and are conditioned on continued employment through the applicable vesting date. These options will become fully vested and exercisable upon the occurrence of a Transaction (as defined in the stock option plan) or upon the termination of the executive's employment due to death or Disability (as defined in the stock option plan).

- (2) For Mr. Lane, the amounts in these columns are in respect of an award of restricted stock made in February 2009 (and currently held by Andy & Cindy Lane Family, L.P.). For Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake, the amounts in these columns are in respect of grants of profits units in PVF Holdings LLC made to Messrs. Underhill, Ittner, Hutchinson and Isaac in 2007 and to Mr. Lake in 2008. Profits units held by Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake become vested in equal increments on each of the third,

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fourth and fifth anniversaries of the date of grant, subject to accelerated vesting in the event of certain terminations of employment or a Transaction (as defined in the PVF LLC Agreement). Messrs. Underhill, Ittner, Hutchinson and Isaac became vested in 33.33% of their profits units on January 31, 2010.

- (3) The market value of Mr. Lane's restricted stock is based on a per share value of the company's stock of \$7.51 as of December 31, 2010. The market value of unvested profits units is based on the value of profits units in PVF Holdings LLC as of December 31, 2010, which was \$3,373.23 per unit.
- (4) In September 2009, the option exercise price of the stock options held by Andy & Cindy Lane Family, L.P. was reduced from \$17.63 to \$12.50, which is not less than the fair market value of our common stock as of the date of such amendment. In December 2009, in connection with the \$2.9 million cash dividend paid by McJunkin Red Man Corporation to McJunkin Red Man Holding Corporation, the option exercise price for Mr. Lane's options reduced to \$12.48. Also in connection with the December 2009 cash dividend, options granted to Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake were reduced from \$11.44 to \$11.42.

Option Exercises and Stock Vested During 2010

Name	Stock Awards	
	Number of Shares That Became Vested (#)(1)	Value Realized on Vesting \$(2)
Andrew R. Lane		
James F. Underhill	199.13	828,952
Neil P. Wagstaff		
Gary A. Ittner	127.10	529,101
Scott A. Hutchinson	55.08	229,291
Rory M. Isaac	127.10	529,101
Stephen W. Lake		

(1) This column reflects the number of profits units in PVF LLC that became vested on January 31, 2010.

(2) The value realized upon the vesting of profits units on January 31, 2010 is based on the value of profits units in PVF Holdings LLC as of January 31, 2010, which was \$4,162.87 per unit.

Nonqualified Deferred Compensation for 2010

Name	Registrant Contributions in Last Fiscal Year \$(1)	Aggregate Balance at Last Fiscal Year End (\$)
Andrew R. Lane		
James F. Underhill	5,073	147,814
Neil P. Wagstaff		
Gary A. Ittner	4,348	126,698

Scott A. Hutchinson	2,899	84,464
Rory M. Isaac	4,348	126,698
Stephen W. Lake		

- (1) No contributions were made by our company to participant accounts under the McJunkin Red Man Nonqualified Deferred Compensation Plan in 2010. However, during 2010 the accounts of the named executive officers with accounts under such plan were credited with interest in accordance with the plan.

Please see the section of the Compensation Discussion and Analysis titled "Retirement and Other Benefits" for a discussion of the terms and conditions of the McJunkin Red Man Corporation Nonqualified Deferred Compensation Plan.

Table of Contents**Potential Payments upon Termination or Change in Control**

Each of the named executive officers and additional executive officers would be entitled to certain payments and benefits following a termination of employment under certain circumstances and upon a change in control. These benefits are summarized below. The amounts of potential payments and benefits reflected in the tables below assume that the relevant trigger event (termination of employment or a change in control, as applicable) took place on December 31, 2010.

The narrative and tables below describe our obligations to each of the named executive officers and additional executive officers pursuant to their employment agreements (in the case of Messrs. Lane, Underhill, Wagstaff and Lake) as well as pursuant to other compensatory arrangements.

Voluntary Separation

In the event of a voluntary separation from employment by a named executive officer or additional executive officer, all unvested profits units in PVF Holdings LLC and all stock option and restricted stock awards in respect of McJunkin Red Man common stock held by such executive would be forfeited. As of December 31, 2010, all stock options held by Messrs. Underhill, Wagstaff, Ittner, Hutchinson, Isaac and Lake were unvested, all restricted stock held by Mr. Lane was unvested, and 75% of options held by Mr. Lane were unvested. As of December 31, 2010, profit units held by Messrs. Underhill, Ittner, Hutchinson and Isaac were one-third vested and all profits units held by Mr. Lake were unvested. The fully vested accounts in the McJunkin Red Man Corporation Nonqualified Deferred Compensation Plan held by Messrs. Underhill, Ittner, Hutchinson and Isaac would become payable (subject to the requirements of Section 409A). In addition, each named executive officer and additional executive officer would be paid the value of any accrued but unused vacation time as of December 31, 2010.

Name	Accrued Obligations (\$)(1)	Deferred Compensation Account Balance (\$)	Total (\$)
Andrew R. Lane	75,385		75,385
James F. Underhill	57,692	147,814	205,506
Neil P. Wagstaff	15,308		15,308
Gary A. Ittner	50,481	126,698	177,179
Scott A. Hutchinson	39,808	84,464	124,272
Rory M. Isaac	43,269	126,698	169,967
Stephen W. Lake	27,404		27,404

(1) These amounts represent accrued but unused vacation time as of December 31, 2010.

Termination Not for Cause and Termination for Good Reason

The employment agreements to which Messrs. Lane, Underhill, Wagstaff and Lake are parties provide that if their employment is terminated other than for Cause or Disability (as such terms are defined in the agreements) or if they resign for Good Reason (as such term is defined in the agreements), they are entitled to the following severance payment and benefits:

All accrued, but unpaid, obligations (including, but not limited to, salary, bonus, expense reimbursement and vacation pay);

In the case of Messrs. Lane and Wagstaff, monthly payments equal to 1/12 of base salary at the rate in effect immediately prior to termination and 1/12 target annual bonus for 18 months following termination. In the case of Messrs. Underhill and Lake, continuation of base salary for 12 months following termination, at the rate in effect immediately prior to termination;

Continuation of medical benefits for 18 months for Messrs. Lane and Wagstaff and 12 months for Messrs. Underhill and Lake or, in each case (except in the case of Mr. Wagstaff), until such earlier time as the executive becomes eligible for medical benefits from a subsequent employer;

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A pro-rata annual bonus for the fiscal year in which termination occurs, based on actual performance through the end of the fiscal year; and

Solely in the case of Mr. Lane, a pro-rata portion of the stock options granted to him, which are currently held by Andy & Cindy Lane Family, L.P., would become vested. However, the restricted stock granted to Mr. Lane, which is currently held by Andy & Cindy Lane Family, L.P., would be forfeited.

The payments and the provision of benefits described in this paragraph are generally subject to the execution of a release and compliance with restrictive covenants prohibiting competition, solicitation of employees and interference with business relationships during employment and thereafter during the applicable restriction period. These restrictions apply to each of Messrs. Lane, Underhill, Wagstaff and Lake during their employment and for 18 months following termination for Messrs. Lane and Wagstaff, and for 12 months following termination for Messrs. Underhill and Lake. In addition, Messrs. Lane, Underhill, Lake and Wagstaff are subject to perpetual restrictive covenants regarding confidentiality, non-disparagement and proprietary rights.

As of December 31, 2010, all stock options held by Messrs. Underhill, Wagstaff, Ittner, Hutchinson, Isaac and Lake were unvested, all restricted stock held by Mr. Lane was unvested and 75% of options held by Mr. Lane were unvested. As of December 31, 2010, profits units held by Messrs. Underhill, Ittner, Hutchinson and Isaac were one-third vested and all profits units held by Mr. Lake were unvested. The vesting schedules of these profits units, stock options and shares of restricted stock are described in the narrative following the table titled Outstanding Equity Awards at 2010 Fiscal Year End. In the event of a termination of employment by us without Cause (as defined in their respective agreements) or upon an executive's resignation for Good Reason (as defined in their respective agreements), the profits units held by Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake that are currently unvested would be forfeited pursuant to the PVF LLC Agreement.

The fully vested account in the McJunkin Red Man Corporation Nonqualified Deferred Compensation Plan held by certain named executive officers and additional executive officers would become payable (subject to the requirements of Section 409A) upon a termination by us of such executive officer's employment other than for Cause or a termination of employment by such executive officer for Good Reason.

In addition, each named executive officer and additional executive officers would also be paid the value of any accrued but unused vacation time as of December 31, 2010.

	Accrued Obligations	Base Salary Continuation	Pro Rata Incentive	Value of Medical Benefits (\$)	Value of Accelerated Vesting of Equity (\$)(3)	Deferred Compensation Account Balance (\$)	Total (\$)
	(\$)(1)	(\$)	(\$)(2)				
Andrew R. Lane	75,385	1,050,000	399,000	28,062	0		1,552,447
James F. Underhill	57,692	500,000	285,000	18,708	0	147,814	1,009,214
Neil P. Wagstaff	15,308	497,536	189,064	5,122	0		707,030
Gary A. Ittner	50,481		213,750		0	126,698	390,929
	39,808		196,650		0	84,464	320,922

Scott A.

Hutchinson

Rory M. Isaac	43,269		210,000		0	126,698	379,967
Stephen W. Lake	27,404	375,000	213,750	18,708	0		634,862

- (1) These amounts represent accrued but unused vacation time as of December 31, 2010.
- (2) Each of the named executive officers and additional executive officers has an annual target bonus of 100% of annual base salary in effect at the beginning of the relevant fiscal year. Assuming a termination date of December 31, 2010, each of Messrs. Lane, Underhill, Wagstaff, Ittner, Hutchinson and Lake would be entitled to receive 57% of his target annual incentive bonus and Mr. Isaac would be entitled to receive 56% of his target annual bonus.
- (3) In the case of Mr. Lane, the amount in this column represents the value of the pro-rata acceleration of the vesting of his stock options. Because the exercise price of these options is \$12.48 per share, which was above the per share value of the company's stock as of December 31, 2010, which was \$7.51, there would be no value realized upon this accelerated vesting. The restricted stock award granted to Mr. Lane would not be subject to accelerated vesting under these circumstances. In the case of Messrs. Underhill, Ittner, Hutchinson, Isaac and

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Lake, all of their unvested profits units held as of December 31, 2010 would be forfeited as of such date. Additionally, because the exercise price of awarded options is \$11.42 for Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake and \$11.44 for Mr. Wagstaff, there would be no value realized upon this accelerated vesting.

Termination by Us for Cause

Upon a termination by us for Cause (as defined in the stock option plan), pursuant to the applicable award agreements, stock options held by Messrs. Lane, Underhill, Wagstaff, Ittner, Hutchinson, Isaac and Lake and restricted stock held by Mr. Lane, whether vested or unvested, would in each case be forfeited immediately for no consideration. Under these circumstances, the profits units held by Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake whether or not vested, would also be forfeited immediately for no consideration.

In addition, as described in the narrative above following the table titled Nonqualified Deferred Compensation for 2010, the fully vested accounts in the McJunkin Red Man Corporation Nonqualified Deferred Compensation Plan would become payable (subject to the requirements of Section 409A).

Each named executive officer and additional executive officer would also be paid the value of any accrued but unused vacation time as of December 31, 2010.

Name	Accrued Obligations (\$)(1)	Deferred Compensation Account Balance (\$)	Total (\$)
Andrew R. Lane	75,385		75,385
James F. Underhill	57,692	147,814	205,506
Neil P. Wagstaff	15,308		15,308
Gary A. Ittner	50,481	126,698	177,179
Scott A. Hutchinson	39,808	84,464	124,272
Rory M. Isaac	43,269	126,698	169,967
Stephen W. Lake	27,404		27,404

(1) These amounts represent accrued but unused vacation time as of December 31, 2010.

Termination due to Death or Disability

Pursuant to the employment agreements with Messrs. Lane, Underhill, Wagstaff and Lake, upon a termination of employment due to death or disability, they (or their beneficiaries) would be entitled to receive a pro-rata portion of the annual bonus for the fiscal year in which termination occurs, based on actual performance through the end of the fiscal year.

Pursuant to the applicable award agreements, all unvested stock options and restricted stock awards granted to the named executive officers and additional executive officers would become fully vested in the event of a termination due to death or Disability (as defined in the applicable plan). Pursuant to the PVF LLC Agreement, all unvested profits units held by Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake would become fully vested and nonforfeitable in the event of a termination due to death or Disability (as defined in the PVF LLC Agreement). In the event of termination due to death or Permanent Disability (as such term is defined in the McJunkin Red Man

Nonqualified Deferred Compensation Plan), the full amount of each account, whether or not vested, would be payable. Each named executive officer and additional executive officer (or their beneficiaries) would also be paid the value of any accrued but unused vacation time as of December 31, 2010.

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Name	Accrued Obligations (\$)(1)	Value of Accelerated Vesting of Equity (\$)(2)	Deferred Compensation Account Balance (\$)	Total (\$)
Andrew R. Lane	75,385	375,500		450,885
James F. Underhill	57,692	1,343,490	147,814	1,548,996
Neil P. Wagstaff	15,308			15,308
Gary A. Ittner	50,481	857,543	126,698	1,034,722
Scott A. Hutchinson	39,808	371,561	84,464	495,833
Rory M. Isaac	43,269	857,543	126,698	1,027,510
Stephen W. Lake	27,404	428,738		456,142

- (1) These amounts represent accrued but unused vacation time as of December 31, 2010.
- (2) In the case of Mr. Lane, the amount in this column includes the value of the pro-rata acceleration of the vesting of his unvested stock options and the full acceleration of vesting of his entire restricted stock award. Because the exercise price of his options is \$12.48 per share, which was above the per share value of the company's stock as of December 31, 2010, which was \$7.51, there would be no value realized upon this accelerated vesting. The value of the accelerated vesting of Mr. Lane's restricted stock is based on the per share value of the company's stock as of December 31, 2010, which was \$7.51. In the case of Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake, all of their profits units and stock options, and in the case of Mr. Wagstaff, stock options, held as of December 31, 2010 would become fully vested as of such date. With respect to profits units, the value realized upon such acceleration is based on the value of profits units in PVF Holdings LLC as of December 31, 2010, which was \$3,373.23 per unit. With respect to options, because the exercise price of their options is \$11.42 per share for Messrs. Underhill, Ittner, Hutchinson, Isaac and Lake, and \$11.44 per share for Mr. Wagstaff, which was above the per share value of the company's stock as of December 31, 2010, which was \$7.51, there would be no value realized upon this accelerated vesting.

Change in Control

The PVF LLC Agreement provides that in the event of a Transaction (as defined in the PVF LLC Agreement), profits units will become fully vested and nonforfeitable. This accelerated vesting of the profits units was negotiated as part of the PVF LLC Agreement in connection with overall negotiations relating to the GS Acquisition. The PVF LLC Agreement defines "Transaction" as (i) any event which results in the GSCP Members (as defined in the PVF LLC Agreement) and its or their Affiliates (as defined in the PVF LLC Agreement) ceasing to directly or indirectly beneficially own, in the aggregate, at least 35% of the equity interests of McJunkin Red Man Corporation that they beneficially owned directly or indirectly as of January 31, 2007; or (ii) in a single transaction or a series of related transactions, the occurrence of the following event: a majority of the outstanding voting power of PVF Holdings LLC, McJunkin Red Man Holding Corporation or McJunkin Red Man Corporation, or substantially all of the assets of McJunkin Red Man Corporation, shall have been acquired or otherwise become beneficially owned, directly or indirectly, by any Person (as defined in the PVF LLC Agreement) (other than any Member (as defined in the PVF LLC Agreement) on the effective date of the PVF LLC Agreement or any of its or their affiliates, or PVF Holdings LLC or any of its affiliates) or any two or more Persons (other than any Member on the date of the PVF LLC Agreement or any of its or their affiliates, or McJunkin Red Man Corporation or any of its affiliates) acting as a partnership, limited partnership, syndicate or other group, entity or association acting in concert for the purpose of voting, acquiring, holding or disposing of the voting power of PVF Holdings LLC, McJunkin Red Man Holding

Corporation or McJunkin Red Man Corporation; it being understood that, for this purpose, the acquisition or beneficial ownership of voting securities by the public shall not be an acquisition or constitute beneficial ownership by any Person or Persons acting in concert. The table below assumes that a Transaction as so defined has occurred.

The McJ Holding Corporation 2007 Stock Option Plan and the McJ Holding Corporation 2007 Restricted Stock Plan, pursuant to which stock options and restricted stock have been granted to our named executive officers and additional executive officers, provide that in the event of a Transaction (as defined in the applicable plan), outstanding stock options and restricted stock shall become fully vested (and exercisable in the case of options). The

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definition of "Transaction" in each of the plans is the same as that set forth in the PVF LLC Agreement. The table below assumes that a Transaction as so defined has occurred.

Pursuant to the McJunkin Red Man Corporation Nonqualified Deferred Compensation Plan, the full amount of a participant's account becomes vested to the extent not already vested upon a Change in Control and shall be paid within thirty days of such Change in Control. The plan defines "Change in Control" as, in a single transaction or a series of related transactions, the occurrence of the following event: a majority of the outstanding voting power of PVF Holdings LLC, McJunkin Red Man Holding Corporation or McJunkin Red Man Corporation, or substantially all of the assets of McJunkin Red Man Corporation, shall have been acquired or otherwise become beneficially owned, directly or indirectly, by any Person (as defined in the plan) (other than any Member (as defined in the PVF LLC Agreement) or any of its or their affiliates, or PVF Holdings LLC or any of its affiliates) or any two or more Persons (other than any Member or any of its or their affiliates, or PVF Holdings LLC or any of its affiliates) acting as a partnership, limited partnership, syndicate or other group, entity or association acting in concert for the purpose of voting, acquiring, holding or disposing of the voting power of PVF Holdings LLC, McJunkin Red Man Holding Corporation or McJunkin Red Man Corporation; it being understood that, for this purpose, the acquisition or beneficial ownership of voting securities by the public shall not be an acquisition or constitute beneficial ownership by any Person or Persons acting in concert. The table below assumes that a Change in Control as so defined has occurred. The accelerated vesting of accounts under the McJunkin Red Man Corporation Nonqualified Deferred Compensation Plan in the event of a Change in Control does not provide an extra benefit to the named executive officers with accounts because each of their accounts was fully vested as of the effective date of the plan, which was December 31, 2007.

Name	Accrued Obligations (\$)(1)	Value of Accelerated Vesting of Equity (\$)(2)	Deferred Compensation Account Balance (\$)	Total (\$)
Andrew R. Lane	75,385	375,500		450,885
James F. Underhill	57,692	1,343,490	147,814	1,548,996
Neil P. Wagstaff	15,308			15,308
Gary A. Ittner	50,481	857,543	126,698	1,034,722
Scott A. Hutchinson	39,808	371,561	84,464	495,833
Rory M. Isaac	43,269	857,543	126,698	1,027,510
Stephen W. Lake	27,404	428,738		456,142

(1) These amounts represent accrued but unused vacation time as of December 31, 2010.

(2) In the case of Mr. Lane, all restricted stock and unvested stock options he held as of December 31, 2010 would become fully vested as of such date. Because the exercise price of his options is \$12.48 per share, which was above the per share value of the company's stock as of December 31, 2010, which was \$7.51, there would be no value realized upon this accelerated vesting. The value of the accelerated vesting of Mr. Lane's restricted stock is based on the per share value of the company's stock as of December 31, 2010, which was \$7.51. In the case of Messrs. Underhill, Wagstaff, Ittner, Hutchinson, Isaac and Lake, all of the profits units and stock options they held as of December 31, 2010 would become fully vested as of such date. With respect to profits units, the value realized upon such acceleration is based on the value of profits units in PVF Holdings LLC as of December 31, 2010, which was \$3,373.23 per unit. With respect to options, because the exercise price of their options is \$11.42 per share, which was above the per share value of the company's stock as of December 31, 2010, which was

\$7.51, there would be no value realized upon this accelerated vesting.

Non-Employee Director Compensation

As compensation for their services on our board of directors, each non-employee director is paid an annual cash fee of \$100,000. No additional cash fees are paid in respect of service on board committees. In addition, many of our directors have received equity compensation awards at the time of their appointment to our board of directors and at such other times as the Committee and the board of directors has deemed appropriate. All directors are also

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reimbursed for travel expenses and other out-of-pocket costs incurred in connection with their attendance at meetings.

Director Compensation for 2010

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)	Option Awards (\$)	All Other Compensation (\$)	Total (\$)
Leonard M. Anthony	100,000		14,510		114,510
Rhys J. Best	100,000		14,510		114,510
Peter C. Boylan, III	50,000				50,000
Henry Cornell(2)					
Christopher A.S. Crampton(2)					
John F. Daly(2)					
Harry K. Hornish, Jr.	100,000				100,000
Craig Ketchum	100,000				100,000
Gerard P. Krans	100,000		14,510		114,510
Dr. Cornelis A. Linse	75,000		29,017		104,017
John A. Perkins	100,000				100,000
Sam B. Rovit	100,000				100,000
H.B. Wehrle, III	100,000				100,000

(1) The following table indicates the aggregate number of shares of our common stock subject to outstanding option awards and the number of stock awards held by our non-employee directors as of December 31, 2010:

Name	Stock Options (#)(a)	Stock Awards (#)
Leonard M. Anthony	22,415	7,300(b)
Rhys J. Best	43,525	
Peter C. Boylan, III	38,131	
Craig Ketchum		381.31(c)
Gerard P. Krans	5,394	
Dr. Cornelis A. Linse	10,787	
John A. Perkins	8,741	
Sam B. Rovit	34,497	
H.B. Wehrle, III		381.31(c)

(a) All stock options held by directors were granted pursuant to the McJ Holding Stock Option Plan. Stock options held by directors vest in equal increments on each of the third, fourth and fifth anniversaries of the date of grant or in equal increments on each of the second, third, fourth and fifth anniversaries of the date of grant. Vesting of all options is conditioned on continued service and subject to accelerated vesting under certain circumstances, including termination of service by reason of death or disability or the occurrence of a Transaction (as defined in the plan).

(b)

The restricted stock held by Mr. Anthony was granted pursuant to the McJ Holding Restricted Stock Plan and will vest on the fifth anniversary of the date of grant, conditioned on continued service and subject to accelerated vesting under certain circumstances including termination of service by reason of death or disability or the occurrence of a Transaction (as defined in the plan).

- (c) Reflects profits units in PVF Holdings LLC held by Messrs. Ketchum and Wehrle. Pursuant to the PVF LLC Agreement, these profits units generally become vested in one-third increments on each of the third, fourth and fifth anniversaries of the date of grant. Also, in the event of a Transaction (as defined in the PVF LLC Agreement), all unvested profits units will become vested and nonforfeitable. In addition, the letter

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agreements entered into between Mr. Ketchum and McJunkin Red Man on December 22, 2008 and between Mr. Wehrle and McJunkin Red Man Holding Corporation on September 24, 2008 provide for accelerated vesting in additional circumstances. Pursuant to Mr. Ketchum's letter, his profits units will become fully vested and no longer subject to forfeiture in the event that his service as Chairman of the Issuer's board of directors and as a member of the Issuer's board of directors is terminated for any reason. Pursuant to Mr. Wehrle's letter, his profits units will become fully vested and no longer subject to forfeiture in the event of the termination of his service as Chairman of the board of directors of PVF Holdings LLC and as a member of the Issuer's board of directors for any reason.

- (2) Each of these directors served on our board of directors during 2010, but generally did not receive any cash compensation for such services.

Compensation Committee Interlocks and Insider Participation

Our compensation committee is comprised of Rhys J. Best, Peter C. Boylan, III, Christopher A.S. Crampton and John F. Daly. Mr. Daly is a managing director in the Principal Investment Area of Goldman Sachs & Co. and Mr. Crampton is a vice president in the Principal Investment Area of Goldman Sachs & Co.. For a description of our company's transactions with Goldman Sachs & Co. and certain of its affiliates, see Item 13, Certain Relationships and Related Party Transactions Transactions with the Goldman Sachs Funds. No interlocking relationship exists between our board or compensation committee and the board of directors or compensation committee of any other company.

Table of Contents**PRINCIPAL STOCKHOLDERS**

The following table presents, as of March 1, 2011, information regarding beneficial ownership of common stock of McJunkin Red Man Holding Corporation by:

each director of McJunkin Red Man Holding Corporation;

each named executive officer of McJunkin Red Man Holding Corporation;

each stockholder known by us to beneficially hold five percent or more of the common stock of McJunkin Red Man Holding Corporation; and

all of the executive officers and directors as a group.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power with respect to securities. Unless indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of common stock subject to options that are currently exercisable or exercisable within 60 days of the date of this prospectus are deemed to be outstanding and to be beneficially owned by the person holding such options for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. Except as otherwise indicated, the business address for each of our beneficial owners is c/o McJunkin Red Man Holding Corporation, 2 Houston Center, 909 Fannin, Suite 3100, Houston, Texas 77010.

Name and Address	Shares Beneficially Owned	
	Number	Percent
PVF Holdings LLC(1) The Goldman Sachs Group, Inc.(1) 200 West Street New York, New York 10282	168,428,052	99.7%
Andrew R. Lane(2) James F. Underhill(3) Stephen W. Lake(4) Gary A. Ittner(5) Rory M. Isaac(6) Scott A. Hutchinson(7) Neil P. Wagstaff(8) Leonard M. Anthony(9) Rhys J. Best(10) Peter C. Boylan III(11) Henry Cornell(1)	168,428,052 220,218	99.7% *
Christopher A.S. Crampton(1) John F. Daly(1) Craig Ketchum(12) Gerard P. Krans(13)	35,669	*
	168,428,052	99.7%
	168,428,052	99.7%

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Dr. Cornelis A. Linse(14)	21,575	*
John A. Perkins(15)	43,706	*
H.B. Wehrle, III(16)		
All directors and executive officers, as a group (20 persons)(17)	168,749,220	99.8%

* Less than 1%.

(1) PVF Holdings LLC directly owns 168,428,052 shares of common stock. GS Capital Partners V Fund, L.P., GS Capital Partners V Offshore Fund, L.P., GS Capital Partners V GmbH & Co. KG, GS Capital Partners V

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Institutional, L.P., GS Capital Partners VI Fund, L.P., GS Capital Partners VI Offshore Fund, L.P., GS Capital Partners VI Parallel, L.P., and GS Capital Partners VI GmbH & Co. KG (collectively, the Goldman Sachs Funds) are members of PVF Holdings LLC and own common units of PVF Holdings LLC. The Goldman Sachs Funds common units in PVF Holdings LLC correspond to 102,386,912 shares of common stock. The Goldman Sachs Group, Inc., and Goldman, Sachs & Co. may be deemed to beneficially own indirectly, in the aggregate, all of the common stock owned by PVF Holdings LLC because (i) affiliates of Goldman, Sachs & Co. and The Goldman Sachs Group, Inc. are the general partner, managing general partner, managing partner, managing member or member of the Goldman Sachs Funds and (ii) the Goldman Sachs Funds control PVF Holdings LLC and have the power to vote or dispose of all of the common stock of the company owned by PVF Holdings LLC. Goldman, Sachs & Co. is a direct and indirect wholly owned subsidiary of The Goldman Sachs Group, Inc. Goldman, Sachs & Co. is the investment manager of certain of the Goldman Sachs Funds. Shares of common stock that may be deemed to be beneficially owned by the Goldman Sachs Funds that correspond to the Goldman Sachs Funds common units of PVF Holdings LLC consist of: (1) 28,820,018 shares of common stock deemed to be beneficially owned by GS Capital Partners V Fund, L.P. and its general partner, GSCP V Advisors, L.L.C., (2) 14,887,217 shares of common stock deemed to be beneficially owned by GS Capital Partners V Offshore Fund, L.P. and its general partner, GSCP V Offshore Advisors, L.L.C., (3) 9,882,779 shares of common stock deemed to be beneficially owned by GS Capital Partners V Institutional, L.P. and its general partner, GS Advisors V, L.L.C., (4) 1,142,616 shares of common stock deemed to be beneficially owned by GS Capital Partners V GmbH & Co. KG and its managing limited partner, GS Advisors V, L.L.C., (5) 22,244,574 shares of common stock deemed to be beneficially owned by GS Capital Partners VI Fund, L.P. and its general partner, GSCP VI Advisors, L.L.C., (6) 18,502,254 shares of common stock deemed to be beneficially owned by GS Capital Partners VI Offshore Fund, L.P. and its general partner, GSCP VI Offshore Advisors, L.L.C., (7) 6,116,878 shares of common stock deemed to be beneficially owned by GS Capital Partners VI Parallel, L.P. and its general partner, GS Advisors VI, L.L.C., and (8) 790,572 shares of common stock deemed to be beneficially owned by GS Capital Partners VI GmbH & Co. KG and its managing limited partner, GS Advisors VI, L.L.C. Henry Cornell and John F. Daly are managing directors of Goldman, Sachs & Co. Mr. Cornell, Mr. Daly, The Goldman Sachs Group, Inc. and Goldman, Sachs & Co. each disclaims beneficial ownership of the shares of common stock owned directly or indirectly by PVF Holdings LLC and the Goldman Sachs Funds, except to the extent of their pecuniary interest therein, if any.

- (2) Mr. Lane owns no shares of common stock directly. Mr. Lane owns 170,218 shares of common stock, 50,000 shares of restricted common stock and options to purchase 1,758,929 shares of our common stock at an exercise price of \$12.48 through a limited partnership. The options were granted to Mr. Lane on September 10, 2008 and will generally vest in one-fourth annual increments on the second, third, fourth and fifth anniversaries of the date of grant. The restricted common stock was granted to Mr. Lane on February 24, 2009 and will generally become fully vested on the fifth anniversary of the date of grant.
- (3) Mr. Underhill owns no shares of common stock directly. Mr. Underhill owns 25,706 shares indirectly through his ownership of common units in PVF Holdings LLC. Mr. Underhill does not have the power to vote or dispose of shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Underhill also owns profits units in PVF Holdings LLC. These profits units do not give Mr. Underhill beneficial ownership of any shares of our common stock because they do not give Mr. Underhill the power to vote or dispose of any such shares. Mr. Underhill also owns options to purchase 43,706 shares of our common stock at an exercise price of \$11.42. The date of grant of Mr. Underhill's options was December 3, 2009. These options will generally vest in equal increments on the third, fourth and fifth anniversaries of the date of grant.
- (4) Mr. Lake owns no shares of common stock directly. Mr. Lake owns 25,706 shares indirectly through his ownership of common units in PVF Holdings LLC. Mr. Lake does not have the power to vote or dispose of

shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Lake also owns profits units in PVF Holdings LLC. These profits units do not give Mr. Lake beneficial ownership of any shares of our common stock because they do not give Mr. Lake the power to vote or dispose of any such shares. Mr. Lake also owns options to purchase 87,413 shares of our common stock at an exercise price of \$11.42. The date of grant of Mr. Lake's options was

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December 3, 2009. These options will generally vest in equal increments on the third, fourth and fifth anniversaries of the date of grant.

- (5) Mr. Ittner owns no shares of common stock directly. Mr. Ittner owns 12,798 shares indirectly through his ownership of common units in PVF Holdings LLC. Mr. Ittner does not have the power to vote or dispose of shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Ittner also owns profits units in PVF Holdings LLC. These profits units do not give Mr. Ittner beneficial ownership of any shares of our common stock because they do not give Mr. Ittner the power to vote or dispose of any such shares. Mr. Ittner also owns options to purchase 43,706 shares of our common stock at an exercise price of \$11.42. The date of grant of Mr. Ittner's options was December 3, 2009. These options will generally vest in equal increments on the third, fourth and fifth anniversaries of the date of grant.
- (6) Mr. Isaac owns no shares of common stock directly. Mr. Isaac owns 64,101 shares indirectly through his ownership of common units in PVF Holdings LLC. Mr. Isaac does not have the power to vote or dispose of shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Isaac also owns profits units in PVF Holdings LLC. These profits units do not give Mr. Isaac beneficial ownership of any shares of our common stock because they do not give Mr. Isaac the power to vote or dispose of any such shares. Mr. Isaac also owns options to purchase 43,706 shares of our common stock at an exercise price of \$11.42. The date of grant of Mr. Isaac's options was December 3, 2009. These options will generally vest in equal increments on the third, fourth and fifth anniversaries of the date of grant.
- (7) Mr. Hutchinson owns no shares of common stock directly. Mr. Hutchinson owns 25,706 shares indirectly through his ownership of common units in PVF Holdings LLC. Mr. Hutchinson does not have the power to vote or dispose of shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Hutchinson also owns profits units in PVF Holdings LLC. These profits units do not give Mr. Hutchinson beneficial ownership of any shares of our common stock because they do not give Mr. Hutchinson the power to vote or dispose of any such shares. Mr. Hutchinson also owns options to purchase 131,119 shares of our common stock at an exercise price of \$11.42. The date of grant of Mr. Hutchinson's options was December 3, 2009. These options will generally vest in equal increments on the third, fourth and fifth anniversaries of the date of grant.
- (8) Mr. Wagstaff owns no shares of common stock directly. Mr. Wagstaff owns 1,551,291 shares indirectly through his ownership of common units in PVF Holdings LLC. Mr. Wagstaff does not have the power to vote or dispose of shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Wagstaff also owns options to purchase 87,143 shares of our common stock at an exercise price of \$11.44. The date of grant of Mr. Wagstaff's options was April 1, 2010. These options will generally vest in equal increments on the third, fourth and fifth anniversaries of the date of grant.
- (9) Mr. Anthony owns 28,369 shares of common stock and 7,300 shares of restricted common stock directly. Mr. Anthony also owns options to purchase 17,021 shares of our common stock at an exercise price of \$12.48 and options to purchase 5,394 shares of our common stock at an exercise price of \$9.27. The dates of the grants of Mr. Anthony's options were October 3, 2008 and May 12, 2010, respectively. The options for 17,021 shares will generally vest in one-third annual increments on the third, fourth and fifth anniversaries of the date of grant. The options for 5,394 shares will generally vest in one-fourth annual increments on the second, third, fourth and fifth anniversaries of the date of grant. The date of grant of Mr. Anthony's restricted common stock was September 10, 2009. This restricted common stock will generally become vested on the fifth anniversary of the

date of grant.

- (10) Mr. Best owns no shares of common stock directly. Mr. Best owns 63,991 shares indirectly due to his limited liability company's ownership of common units in PVF Holdings LLC. Mr. Best does not have the power to vote or dispose of shares of common stock that correspond to such limited liability company's ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Best also owns options to purchase 38,131 shares of our common stock at an exercise price of \$4.81 and options to purchase 5,394 shares of our common stock at an exercise price of \$9.27. The dates of the grants for the

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options were December 24, 2007 and May 12, 2010, respectively. The options for 38,131 shares will generally vest in equal annual increments on each of December 1, 2010, 2011 and 2012. The options for 5,394 shares will generally vest in one-fourth annual increments on the second, third, fourth and fifth anniversaries of the date of grant.

- (11) Mr. Boylan owns no shares of common stock directly. Mr. Boylan owns 127,982 shares indirectly through his ownership of common units in PVF Holdings LLC. Mr. Boylan does not have the power to vote or dispose of shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Boylan also owns options to purchase 38,131 shares of our common stock at an exercise price of \$4.81. The date of grant for the options was December 24, 2007. The options will generally vest in one-third annual increments on the third, fourth and fifth anniversaries of the date of grant.
- (12) Mr. Ketchum owns no shares of common stock directly. Mr. Ketchum owns common units in PVF Holdings LLC both directly and through a limited liability company which correspond to 5,648,791 shares of common stock. Mr. Ketchum does not have the power to vote or dispose of shares of common stock that correspond to his ownership or his limited liability company's ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Ketchum also owns profits units in PVF Holdings LLC. These profits units do not give Mr. Ketchum beneficial ownership of any shares of our common stock because they do not give Mr. Ketchum the power to vote or dispose of any such shares.
- (13) Mr. Krans owns no shares of common stock directly. Mr. Krans owns 10,600,489 shares indirectly through his ownership of common units in PVF Holdings LLC. Mr. Krans does not have the power to vote or dispose of shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Krans also owns options to purchase 5,394 shares of our common stock at an exercise price of \$9.27. The date of grant of Mr. Krans' options was May 12, 2010. The options will generally vest in one-fourth annual increments on the second, third, fourth and fifth anniversaries of the date of grant.
- (14) Dr. Linse owns 21,575 shares of common stock directly. Dr. Linse also owns options to purchase 10,787 shares of our common stock at an exercise price of \$9.27. The date of grant of Dr. Linse's options was May 12, 2010. The options will generally vest in one-fourth annual increments on the second, third, fourth and fifth anniversaries of the date of grant.
- (15) Mr. Perkins owns 43,706 shares of common stock directly. Mr. Perkins also owns options to purchase 8,741 shares of our common stock at an exercise price of \$11.42. The date of grant of Mr. Perkins's options was December 3, 2009. These options will generally vest in one-fourth annual increments on the second, third, fourth and fifth anniversaries of the date of grant.
- (16) Mr. Wehrle owns no shares of common stock directly. Mr. Wehrle owns 2,607,138 shares through his ownership of common units in PVF Holdings LLC. Mr. Wehrle does not have the power to vote or dispose of shares of common stock that correspond to his ownership of common units in PVF Holdings LLC and thus does not have beneficial ownership of such shares. Mr. Wehrle also owns profits units in PVF Holdings LLC. These profits units do not give Mr. Wehrle beneficial ownership of any shares of our common stock because they do not give Mr. Wehrle the power to vote or dispose of any such shares.
- (17) The number of shares of common stock owned by all directors and executive officers, as a group, reflects (i) all shares of common stock directly owned by PVF Holdings LLC, with respect to which Henry Cornell and John F. Daly may be deemed to share beneficial ownership, (ii) 170,218 shares of unrestricted common stock and

50,000 shares of restricted common stock held indirectly by Andrew R. Lane, the chairman, president and chief executive officer and a director of McJunkin Red Man Holding Corporation through a limited partnership, (iii) 28,369 shares of unrestricted common stock and 7,300 shares of restricted common stock held directly by Leonard Anthony, a director of McJunkin Red Man Holding Corporation; (iv) 21,575 shares of unrestricted common stock held directly by Dr. Cornelis A. Linse, a director of McJunkin Red Man Holding Corporation; and (v) 43,706 shares of unrestricted common stock held directly by John Perkins, a director of McJunkin Red Man Holding Corporation.

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The following table sets forth, as of the date hereof, the number of common units and profits units of PVF Holdings LLC held by each of the directors, executive officers and beneficial owners of more than five percent of the common stock of McJunkin Red Man Holding Corporation.

Name of Beneficial Owner	Common Units Owned Directly or Indirectly	Profits Units Owned Directly or Indirectly
The Goldman Sachs Funds	203,365.2099	
Andrew R. Lane		
James F. Underhill	51.0592	597.3853
Stephen W. Lake	51.0592	127.1033
Gary A. Ittner	25.6386	381.3098
Rory M. Isaac	127.3212	381.3098
Scott A. Hutchinson	51.0592	165.2342
Neil P. Wagstaff	3,081.2400	
Leonard M. Anthony		
Rhys J. Best	127.1033	
Peter C. Boylan III	254.2065	
Henry Cornell		
Christopher A.S. Crampton		
John F. Daly		
Craig Ketchum	11,219.8688	381.3098
Gerard P. Krans	21,055.1400	
Dr. Cornelis A. Linse		
John A. Perkins		
H.B. Wehrle, III	5,128.1093	381.3098
The Goldman Sachs Funds and all of our directors and executive officers, as a group	244,537.0152	2,414.9620
Other holders of common units of PVF Holdings, LLC, as a group	90,001.8910	2,707.2994
Total	334,538.9062	5,122.2614

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CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

This section describes related party transactions between McJunkin Red Man Holding Corporation and its directors, executive officers and 5% stockholders and their immediate family members that occurred during the years ended December 31, 2008, December 31, 2009 and December 31, 2010.

Transactions with the Goldman Sachs Funds

Certain affiliates of The Goldman Sachs Group, Inc., including GS Capital Partners V Fund, L.P., GS Capital Partners VI Fund, L.P. and related entities, or the Goldman Sachs Funds, are the majority owners of PVF Holdings LLC, our parent company.

May 2008 Dividend

On May 22, 2008, McJunkin Red Man Corporation borrowed \$25 million in revolving loans under its revolving credit facility and distributed the proceeds of the loans to McJunkin Red Man Holding Corporation. On the same date, McJunkin Red Man Holding Corporation borrowed \$450 million in term loans under its term loan facility and distributed the proceeds of the term loans, together with the proceeds of the revolving loans, to its stockholders, including PVF Holdings LLC. PVF Holdings LLC used the proceeds from the dividend to fund distributions to members of PVF Holdings LLC in May 2008. The Goldman Sachs Funds were paid \$311,722,411.39 in such distribution.

LaBarge Acquisition

On October 9, 2008, we acquired LaBarge Pipe & Steel Company. In connection with the LaBarge Acquisition, McJunkin Red Man Corporation paid an affiliate of the Goldman Sachs Funds a \$1.6 million merger and acquisition advisory fee.

Transmark Acquisition

On October 30, 2009, we acquired Transmark Fcx Group B.V., now known as MRC Transmark Group B.V. (Transmark). In connection with the acquisition of Transmark, McJunkin Red Man Corporation agreed to pay to an affiliate of the Goldman Sachs Funds a 4.0 (US\$6.0) million merger and acquisition advisory fee.

Revolving Credit Facilities

Goldman Sachs Credit Partners L.P., an affiliate of Goldman, Sachs & Co., or Goldman Sachs, is one of the lenders under our Revolving Credit Facility and was a lender under our Term Loan Facility and Junior Term Loan Facility. Goldman Sachs Credit Partners is also a co-lead arranger and joint bookrunner under our Revolving Credit Facility and was a co-lead arranger and joint bookrunner under our Term Loan Facility and Junior Term Loan Facility and was also the syndication agent under the Term Loan Facility and the Junior Term Loan Facility.

We paid a \$4.4 million fee to Goldman Sachs Credit Partners in May 2008 in connection with the Junior Term Loan Facility, a fee of \$0.5 million to Goldman Sachs Credit Partners in June 2008 in connection with the \$50 million upsizing of our Revolving Credit Facility and a fee of \$2 million to Goldman Sachs Credit Partners in October 2008 in connection with the \$100 million upsizing of our Revolving Credit Facility. See Management's Discussion and Analysis of Financial Condition and Results of Operations Description of Our Indebtedness .

Notes Offerings

Goldman Sachs was a joint book-running manager for our December 2009 and February 2010 notes offerings and received fees of \$9.5 million in connection with serving in this capacity.

Transactions with USI Southwest

In January 2010, we engaged Anco Insurance Services of Houston, Inc. (doing business as USI Southwest), an affiliate of the Goldman Sachs Funds, to provide insurance brokerage services to McJunkin Red Man Holding

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Corporation and its subsidiaries. During the year ended December 31, 2010, we paid USA Southwest \$2.2 million for these services.

Transactions with Kinder Morgan Energy Partners, L.P.

On September 1, 2009, we entered into a Supply Agreement with Kinder Morgan Energy Partners, L.P., an affiliate of the Goldman Sachs Funds, pursuant to which we have agreed to provide maintenance, repair and operating supplies and related products for an initial term expiring on December 31, 2014. In connection with services provided to Kinder prior to the entry of the Supply Agreement, we received \$40.9 million in the year ended December 31, 2008, \$15.5 million in the year ended December 31, 2009 and \$13.7 million in the year ended December 31, 2010.

Transactions with Cobalt, Coffeyville, Energy Future Holdings and CCS

Cobalt International Energy LP (Cobalt), Coffeyville Resources Refining & Marketing, LLC (Coffeyville), Luminant Generation Company LLC, Luminant Mining Company LLC and Oncor Electric Delivery Company LLC (together with Luminant Generation Company LLC and Luminant Mining Company LLC, Energy Future Holdings), and CCS Corporation (CCS), affiliates of the Goldman Sachs Funds, are customers of our company. Our sales to Cobalt were \$0.5 million in 2008, \$1.3 million in 2009 and \$6.1 million in 2010. Our sales to Coffeyville were \$0.5 million in 2008, \$0.1 million in 2009 and \$0.2 million in 2010. Our sales to Energy Future Holdings were \$0.3 million in 2008, \$0.5 million in 2009 and \$4.1 million in 2010. Our sales to CCS were \$0.5 million in 2008, \$0.5 million in 2009 and \$0.4 million in 2010.

Transactions with Prideco

We lease certain equipment and buildings from Prideco, LLC, an entity owned by Craig Ketchum (a member of our board of directors and our former president and chief executive officer) and certain of his immediate family members. Craig Ketchum owns a 25% interest in Prideco, LLC. We paid Prideco, LLC an aggregate rental amount of approximately \$3.3 million in the year ended December 31, 2008, \$2.4 million in the year ended December 31, 2009, and \$1.5 million in the year ended December 31, 2010.

Under four separate real property leases, we lease office and warehouse space for the wholesale distribution of pipe, valves and fittings from Prideco, LLC. The total rental amount under these leases was approximately \$0.1 million in the year ended December 31, 2008, \$0.1 million in the year ended December 31, 2009, and \$0.1 million in the year ended December 31, 2010. The location of the leased property, monthly rent in 2010, term, expiration date, square footage of the leased premises and renewal option for each of these leases are included in the table below:

Location	Monthly 2010 Rent	Term	Expiration	Square Feet	Renewal Option
Artesia, NM	\$ 2,200	5 years	May 31, 2013	8,750	One five-year renewal option
Lovington, NM	\$ 2,350	3 years	September 30, 2012	6,000	Open option to renew
Tulsa, OK	\$ 3,000	3 years	March 31, 2012	7,980	One five-year renewal option
Woodward, OK	\$ 3,500	5 years	July 31, 2012	6,000	None

Additionally, under one master lease, Prideco, LLC leases approximately 430 trucks, cars and sports utility vehicles to us. All of these vehicles are used in our operations. Under the master lease, most vehicles are leased for a term of 36 months. The total rental amount under this lease was approximately \$3.1 million in the year ended December 31, 2008, \$2.3 million in the year ended December 31, 2009 and \$1.4 million in the year ended December 31, 2010.

We believe the rental amounts under our leases with Prideco, LLC are generally comparable to market rates negotiable among unrelated third parties.

Table of Contents**Transactions with Hansford Associates Limited Partnership**

McJunkin Red Man Corporation leases certain land and buildings from Hansford Associates Limited Partnership, a limited partnership in which H. B. Wehrle, III (a member of the board of directors of McJunkin Red Man Holding Corporation), E. Gaines Wehrle (a former member of the board of directors of McJunkin Red Man Holding Corporation), Stephen D. Wehrle (a former executive officer of McJunkin Red Man Holding Corporation) and certain of their immediate family members are limited partners. Together, these three persons and their immediate family members have a 50% ownership interest in the limited partnership. McJunkin Red Man Corporation paid Hansford Associates Limited Partnership an aggregate rental amount of approximately \$2.5 million in the year ended December 31, 2008, \$2.5 million in the year ended December 31, 2009 and \$2.5 million in the year ended December 31, 2010.

We believe that the rental amounts under McJunkin Red Man Corporation's leases with Hansford Associates Limited Partnership are generally comparable to market rates negotiable among unrelated third parties.

Transactions with Appalachian Leasing Company

McJunkin Red Man Corporation leases certain land and buildings from Appalachian Leasing Company, an entity in which David Fox, III, a former executive officer of McJunkin Red Man Holding Corporation, and certain of Mr. Fox's immediate family members have an ownership interest. Mr. Fox and his immediate family members have a 67.5% ownership interest in Appalachian Leasing Company. McJunkin Red Man Corporation paid Appalachian Leasing Company an aggregate rental amount of approximately \$0.2 million in the year ended December 31, 2008, \$0.2 million in the year ended December 31, 2009 and \$0.2 million in the year ended December 31, 2010. Under two separate leases, McJunkin Red Man Corporation leases office and warehouse space for the wholesale distribution of pipe, valves and fittings from Appalachian Leasing Company. The location of the leased property, monthly rent as of December 2010, term, expiration date, square footage of the leases premises and renewal option for each of these leases are included in the table below:

Location	Monthly Rent as of December 2010	Term	Expiration	Square Feet	Renewal Option
Hurricane, WV	\$ 10,005	3 years	December 31, 2013	17,350	Four three-year renewal options
Corbin, KY	\$ 4,473	3 years	May 31, 2012	8,000	None

We believe that the rental amounts under McJunkin Red Man Corporation's leases with Appalachian Leasing Company are generally comparable to market rates negotiable among unrelated third parties.

Transactions with Executive Officers and Directors

Under the terms of the merger agreement for the GS Acquisition, McJunkin Red Man Corporation is required to use its commercially reasonable efforts promptly following the closing of the merger to sell certain of its assets (the Non-Core Assets) for cash and to distribute 95% of the net proceeds of such sales, less 40% of taxable gains, to McJunkin Red Man Corporation's shareholders of record immediately prior to the merger, including H.B. Wehrle, III. The remaining Non-Core Asset that has not yet been sold is certain real property located in Charleston, West Virginia, including a building. At December 31, 2010, this asset had a net book value of approximately \$1.4 million. McJunkin

Red Man Corporation is currently in the process of selling this remaining Non-Core Asset.

In connection with the GS Acquisition, on December 4, 2006 we entered into an indemnity agreement with certain former shareholders of McJunkin Red Man Corporation, including H.B. Wehrle, III and Stephen D. Wehrle. Under the indemnity agreement, certain former shareholders of McJunkin Red Man Corporation agreed to jointly and severally indemnify (i) McJunkin Red Man Corporation, (ii) McJunkin Red Man Holding Corporation and (iii) the wholly owned subsidiary of McJunkin Red Man Holding Corporation which merged with and into McJunkin Red Man Corporation in connection with the GS Acquisition, and their respective shareholders, members, partners, officers, directors, employees, attorneys, accountants, affiliates, agents, other advisors and successors, from and against all costs incurred by such indemnified parties relating to the holding and disposition of certain of the Non-Core Assets, and the distribution of net proceeds with respect to such disposition, to the extent the costs for each Non-Core Asset exceeds the net proceeds received in the sale of such asset.

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Additionally, the indemnity agreement provided that from and after the effective time of the merger that was consummated in connection with the GS Acquisition, the indemnifying shareholders would jointly and severally indemnify the indemnified parties for (i) any amounts paid or payable by McJunkin Red Man Corporation or any of its subsidiaries to any of its officers, directors or employees in excess of \$965,000 in the nature of any stay-pay bonuses as a result of the merger, other than payments to certain specific employees, and (ii) any failure to properly withhold any amounts required to be withheld by McJunkin Red Man Corporation or any of its subsidiaries relating to stay-pay bonuses or any similar such payments (which indemnity only applied to withholding obligations that arose before the effective time of the merger on January 31, 2007).

May 2008 Dividend

Certain members of our management team and certain current and former members of our board of directors are members of PVF Holdings LLC and therefore participated in PVF Holdings LLC's cash distributions to its members in May 2008. See Transactions with the Goldman Sachs Funds May 2008 Dividend above. The table below sets forth the proceeds of the distributions paid to the account of the profits units and common units held by our current and former executive officers and directors who are members of PVF Holdings LLC:

Name	Proceeds from Distributions Paid on Common Units	Proceeds from Distributions Paid on Profits Units	Total
Randy K. Adams	\$ 6,131.28	\$ 48,420.00	\$ 54,551.28
Rhys J. Best(1)	\$ 194,826.51		\$ 194,826.51
Peter C. Boylan, III(2)	\$ 389,653.01		\$ 389,653.01
David Fox, III(3)	\$ 1,975,013.20		\$ 1,975,013.20
Ken Hayes	\$ 82,772.33	\$ 16,140.00	\$ 98,912.33
Harry K. Hornish, Jr	\$ 584,479.57		\$ 584,479.57
Scott A. Hutchinson	\$ 78,264.60	\$ 20,982.00	\$ 99,246.60
Rory M. Isaac	\$ 195,160.51	\$ 48,420.00	\$ 243,580.51
Russell L. Isaacs	\$ 137,300.00		\$ 137,300.00
Gary A. Ittner	\$ 39,299.30	\$ 48,420.00	\$ 87,719.30
Craig Ketchum(4)	\$ 17,198,047.58	\$ 48,420.00	\$ 17,246,467.58
Kent Ketchum(5)	\$ 6,878,317.54	\$ 24,210.00	\$ 6,902,527.54
Stephen W. Lake	\$ 78,264.59	\$ 16,140.00	\$ 94,404.59
Jeffrey Lang	\$ 38,965.30	\$ 48,420.00	\$ 87,385.30
Diana D. Morris	\$ 19,482.65		\$ 19,482.65
Dennis Niver	\$ 333.99	\$ 32,280.00	\$ 32,613.99
Dee Paige	\$ 77,930.60	\$ 72,630.00	\$ 150,560.60
James F. Underhill	\$ 78,264.60	\$ 75,858.00	\$ 154,122.60
E. Gaines Wehrle(6)	\$ 7,306,083.68		\$ 7,306,083.68
H.B. Wehrle, III	\$ 7,860,472.35	\$ 48,420.00	\$ 7,908,892.35
Stephen D. Wehrle	\$ 6,627,379.72	\$ 24,210.00	\$ 6,651,589.72
Michael H. Wehrle	\$ 7,095,097.13		\$ 7,095,097.13
Martha G. Wehrle	\$ 870,319.63		\$ 870,319.63
Other Wehrle Family Members(7)	\$ 34,345,051.67		\$ 34,345,051.67
Other Ketchum Family Members(8)	\$ 19,238,151.48		\$ 19,238,151.48

All executive officers,
directors and their immediate
family members

\$ 111,395,062.82

\$ 572,970.00

\$ 111,968,032.82

(1) Mr. Best holds common units in PVF Holdings LLC through a limited liability company which he controls.

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- (2) Mr. Boylan holds common units in PVF Holdings LLC through a limited liability company which he owns and controls.
- (3) The \$1,975,013.20 that is indicated as being distributed on account of Mr. Fox's common units (including common units) was distributed to a trust established by Mr. Fox. Of this sum, \$993,087.61 was distributed with respect to common units and \$81,345.60 was paid as a tax distribution with respect to restricted common units. The balance of this sum (\$900,579.99) relates to proceeds of the dividend distributed with respect to restricted common units which are being held by PVF Holdings LLC subject to vesting of the restricted common units.
- (4) Craig Ketchum was paid \$17,197,713.60 in proceeds with respect to common units held by a limited liability company which he controls. Craig Ketchum received \$333.99 in proceeds with respect to common units that he holds directly.
- (5) Kent Ketchum was paid \$6,877,983.55 in proceeds with respect to common units held by a limited liability company which he controls. Kent Ketchum received \$333.99 in proceeds with respect to common units that he holds directly.
- (6) The \$7,306,083.68 that is indicated as being distributed with respect to Mr. Wehrle's common units was distributed to a trust established by Mr. Wehrle.
- (7) As used in this table, Other Wehrle Family Members include the immediate family members of H.B. Wehrle, III, E. Gaines Wehrle, Stephen D. Wehrle and Michael H. Wehrle.
- (8) As used in this table, Other Ketchum Family Members include the immediate family members of Craig Ketchum and Kent Ketchum.

Registration Rights Agreement

Pursuant to the Amended and Restated Registration Rights Agreement, dated as of October 31, 2007, as amended, by and among PVF Holdings LLC, the Goldman Sachs Funds and certain holders of common units of PVF Holdings LLC, PVF Holdings LLC may be required to register the sale of common units held by the Goldman Sachs Funds. Under the Amended and Restated Registration Rights Agreement, the Goldman Sachs Funds have the right to request that PVF Holdings LLC use its reasonable best efforts to register the sale of common units held by the Goldman Sachs Funds on its behalf on up to five occasions. The Goldman Sachs Funds' right to demand registration is subject to certain limitations, including PVF Holdings LLC's right to decline to cause a registration statement for a demand registration to be declared effective within 180 days after the effective date of any of our other registration statements. In addition, the Goldman Sachs Funds and certain holders of common units of PVF Holdings LLC that are party to the Amended and Restated Registration Rights Agreement and their respective transferees, will have the ability to exercise certain piggyback registration rights. The Amended and Restated Registration Rights Agreement also includes provisions dealing with allocation of securities included in registration statements, registration procedures, indemnification, contribution and allocation of expenses.

Management Stockholders Agreement

Each holder of a stock option and/or restricted stock award, including the members of the board of directors of McJunkin Red Man Holding Corporation who have received awards, is a party to a management stockholders agreement. Employees or directors that purchase common stock of McJunkin Red Man Holding Corporation must also become a party to the management stockholders agreement. The management stockholders agreement sets forth

the terms and conditions governing common stock of McJunkin Red Man Holding Corporation, including vested restricted stock and shares of common stock received upon the exercise of stock option awards.

The management stockholders agreement provides that upon the termination of a shareholder's employment with McJunkin Red Man Holding Corporation or its affiliates (including, in the case of a non-employee member of our board of directors, the termination of his or her service on our board), McJunkin Red Man Holding Corporation may exercise its right to purchase from shareholder (or his or her permitted transferee) all or a portion of the shareholder's vested restricted stock, common stock received upon the exercise of the shareholder's stock options, and/or common stock purchased by the shareholder. In the event of a termination by the company or its affiliates for cause (as defined in the management stockholders agreement), the call option price would be the lesser of (i) the fair market value on the date of repurchase (determined in accordance with the management stockholders agreement) or

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(ii) the price paid for the stock by such shareholder. Under all other circumstances, the call option price would be the fair market value of the stock subject to the call option on the date of repurchase (determined in accordance with the management stockholders agreement). Prior to the consummation of an initial public offering of our common stock, if PVF Holdings LLC proposes to (i) transfer common stock to any person who is not its affiliate or (ii) effect an Exit Event (as defined in the management stockholders agreement), PVF Holdings LLC may require shareholders to transfer a proportionate number of their shares of common stock to such person. In such event, shareholders would receive the same price for their common stock as PVF Holdings LLC receives for its common stock and would be required to pay for a proportionate share of all transaction expenses.

Other than as described above in this section, the management stockholders agreement prohibits the transfer of any shares of common stock of McJunkin Red Man Holding Corporation (including vested shares restricted stock) by a shareholder, other than following the death of such holder pursuant to the terms of any trust or will of the deceased or by the laws of intestate succession.

Our directors hold various equity interests in respect of our shares of common stock. Andrew R. Lane, Leonard Anthony, Cornelis Linse and John Perkins hold shares of our common stock that they have purchased for fair market value; Andrew R. Lane and Leonard Anthony hold awards of restricted stock; and Andrew R. Lane, Leonard Anthony, Rhys Best, Peter C. Boylan III, Gerard P. Krans, John Perkins and Dr. Cornelis A. Linse hold stock options to purchase shares of our common stock. Accordingly, each of them is a party to the management stockholders agreement. Upon the consummation of an initial public offering of our common stock, none of Messrs. Lane, Anthony, Linse or Perkins will be a party to the management stockholders agreement in respect of common stock purchased by them, and neither Mr. Lane nor Mr. Anthony will be a party to the management stockholders agreement in respect of common stock acquired by them upon exercise of their stock options.

Related Party Transaction Policy

We have in place a formal policy for the review, approval, ratification and disclosure of related party transactions. This policy applies to any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which we were, are or will be a participant and the amount involved exceeds \$120,000, and in which any related party had or will have a direct or indirect material interest. The audit committee of the board of directors of McJunkin Red Man Holding Corporation must review, approve and ratify a related party transaction if such transaction is consistent with the Related Party Transaction Policy and is on terms, taken as a whole, which the audit committee believes are no less favorable to us than could be obtained in an arm's-length transaction with an unrelated third party, unless the audit committee otherwise determines that the transaction is not in our best interests. Any related party transaction or modification of such transaction which the board of directors of McJunkin Red Man Holding Corporation has approved or ratified by the affirmative vote of a majority of directors, who do not have a direct or indirect material interest in such transaction, does not need to be approved or ratified by the audit committee. In addition, related party transactions involving compensation will be approved by the compensation committee in lieu of our audit committee.

In addition we are bound by a provision in the PVF LLC Agreement which provides that neither we nor any of our subsidiaries may enter into any transactions with any of the Goldman Sachs Funds or any of their affiliates except for transactions which (i) are otherwise permitted or contemplated by the PVF LLC Agreement or (ii) are on fair and reasonable terms not materially less favorable to us than we would obtain in a hypothetical comparable arm's length transaction with a person that was not an affiliate of the Goldman Sachs Funds. Our credit facilities also contain covenants which, subject to certain exceptions, require us to conduct all transactions with any of our affiliates on terms that are substantially as favorable to us as we would obtain in a comparable arm's length transaction with a person that is not an affiliate.

Board of Directors

As a private company whose securities are not listed on any national securities exchange, McJunkin Red Man Holding Corporation is not required to have a majority of, or any, independent directors. Further, even if McJunkin Red Man Holding Corporation were listed on a national securities exchange, because Goldman, Sachs & Co. beneficially owns more than 50% of the membership interests of PVF Holdings LLC and PVF Holdings LLC owns

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a substantial majority of the common stock of McJunkin Red Man Holding Corporation, McJunkin Red Man Holding Corporation would be deemed a controlled company under the rules of the NYSE and Nasdaq and, therefore, would not need to have a majority of independent directors or all-independent compensation and nominating committees. However, the rules of the SEC require us to disclose in this prospectus which of our directors would be considered independent within the meaning of the rules of a national securities exchange that we may choose. McJunkin Red Man Holding Corporation currently has five directors who would be considered independent within the definitions of either the NYSE or Nasdaq: Messrs. Leonard M. Anthony, Rhys J. Best, Peter C. Boylan III, Dr. Cornelis A. Linse and John A. Perkins.

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THE EXCHANGE OFFER

Purpose of the Exchange Offer

In connection with the sale of the outstanding notes on December 21, 2009 and February 11, 2010, respectively, we, the guarantors and the initial purchasers entered into exchange and registration rights agreements. Pursuant to the exchange and registration rights agreements, we and the guarantors agreed to file with the SEC a registration statement on the appropriate form under the Securities Act with respect to publicly registered notes having identical terms to the outstanding notes. Upon the effectiveness of the exchange offer registration statement, we and the guarantors will, pursuant to the exchange offer, offer to the holders of outstanding notes who are able to make certain representations the opportunity to exchange their notes for the exchange notes.

If we and the guarantors fail to file the exchange offer registration statement within 470 days of the date of original issuance of the outstanding notes, or by April 5, 2011, if the exchange offer registration statement is not declared effective within 110 days of April 5, 2011, or July 24, 2011, if the exchange offer has not been completed within 30 business days of July 24, 2011, or September 6, 2011, or if the exchange offer registration statement is declared effective but thereafter ceases to be effective or usable in connection with resales or exchanges of the outstanding notes during the periods specified in the exchange and registration rights agreements, then we will pay additional interest to each holder of the outstanding notes, with respect to the first 90-day period immediately following the occurrence of the first registration default in an amount equal to one-quarter of one percent (0.25%) per annum on the principal amount of notes held by such holder. The amount of the additional interest will increase by an additional one-quarter of one percent (0.25%) per annum on the principal amount of notes with respect to each subsequent 90-day period until all registration defaults have been cured, up to a maximum amount of additional interest for all registration defaults of 1.0% per annum. There can exist only one registration default at any one time.

Each broker-dealer that receives the exchange notes for its own account in exchange for outstanding notes, where such outstanding notes were acquired by such broker-dealer as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. See Plan of Distribution.

A copy of the registration rights agreement is attached as an exhibit to the registration statement of which this prospectus is a part.

Terms of the Exchange Offer

This prospectus and the accompanying letter of transmittal together constitute the exchange offer. Upon the terms and subject to the conditions set forth in this prospectus and in the letter of transmittal, we will accept for exchange outstanding notes, which are properly tendered on or before the expiration date and are not withdrawn as permitted below, for exchange notes. The expiration date for this exchange offer is 5:00 p.m., New York City time, on _____, 2011, or such later date and time to which we, in our sole discretion, extend the exchange offer.

The form and terms of the exchange notes are the same as the form and terms of the outstanding notes, except that:

the exchange notes will have been registered under the Securities Act;

the exchange notes will not bear the restrictive legends restricting their transfer under the Securities Act; and

the exchange notes will not contain the registration rights and additional interest provisions contained in the outstanding notes.

Notes tendered in the exchange offer must be in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

We expressly reserve the right, in our sole discretion:

to extend the expiration date;

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to delay accepting any outstanding notes due to an extension of the exchange offer;

if the condition set forth below under Condition to the Exchange Offer has not been satisfied, to terminate the exchange offer and not accept any outstanding notes for exchange; or

to amend the exchange offer in any manner.

We will give oral or written notice of any extension, delay, non-acceptance, termination or amendment as promptly as practicable by a public announcement, and in the case of an extension, no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date. Without limiting the manner in which we may choose to make a public announcement of any extension, delay, non-acceptance, termination or amendment, we shall have no obligation to publish, advertise or otherwise communicate any such public announcement, other than by making a timely release to an appropriate news agency, which may be an agency controlled by us. Notwithstanding the foregoing, in the event of a material change in the exchange offer, including our waiver of a material condition, we will extend the exchange offer period if necessary so that at least five business days remain in the exchange offer following notice of the material change.

During an extension, all outstanding notes previously tendered will remain subject to the exchange offer and may be accepted for exchange by us. Any outstanding notes not accepted for exchange for any reason will be returned without cost to the holder that tendered them promptly after the expiration or termination of the exchange offer.

How to Tender Outstanding Notes for Exchange

When the holder of outstanding notes tenders, and we accept such notes for exchange pursuant to that tender, a binding agreement between us and the tendering holder is created, subject to the terms and conditions set forth in this prospectus and the accompanying letter of transmittal. Except as set forth below, a holder of outstanding notes who wishes to tender such notes for exchange must, on or prior to the expiration date:

transmit a properly completed and duly executed letter of transmittal, including all other documents required by such letter of transmittal, to U.S. Bank National Association, which will act as the exchange agent, at the address set forth below under the heading The Exchange Agent ;

comply with DTC's Automated Tender Offer Program, or ATOP, procedures described below; or

if outstanding notes are tendered pursuant to the book-entry procedures set forth below, the tendering holder must transmit an agent's message to the exchange agent as per DTC, Euroclear Bank S.A./N.V., as operator of the Euroclear system (Euroclear), or Clearstream Banking S.A. (Clearstream) (as appropriate) procedures.

In addition, either:

the exchange agent must receive the certificates for the outstanding notes and the letter of transmittal;

the exchange agent must receive, prior to the expiration date, a timely confirmation of the book-entry transfer of the outstanding notes being tendered, along with the letter of transmittal or an agent's message; or

the holder must comply with the guaranteed delivery procedures described below.

The term agent's message means a message, transmitted to DTC, Euroclear or Clearstream, as appropriate, and received by the exchange agent and forming a part of a book-entry transfer, or book-entry confirmation, which states

that DTC, Euroclear or Clearstream, as appropriate, has received an express acknowledgement that the tendering holder agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against such holder.

The method of delivery of the outstanding notes, the letters of transmittal and all other required documents is at the election and risk of the holders. If such delivery is by mail, we recommend registered mail, properly insured, with return receipt requested. In all cases, you should allow sufficient time to assure timely delivery. No letters of transmittal or outstanding notes should be sent directly to us.

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Signatures on a letter of transmittal or a notice of withdrawal must be guaranteed by an eligible institution unless the outstanding notes surrendered for exchange are tendered:

by a registered holder of the outstanding notes; or

for the account of an eligible institution.

An eligible institution is a firm which is a member of a registered national securities exchange or a member of the Financial Industry Regulatory Authority or a commercial bank or trust company having an office or correspondent in the United States.

If outstanding notes are registered in the name of a person other than the signer of the letter of transmittal, the outstanding notes surrendered for exchange must be endorsed by, or accompanied by a written instrument or instruments of transfer or exchange, in satisfactory form as determined by us in our sole discretion, duly executed by the registered holder with the holder's signature guaranteed by an eligible institution.

We will determine all questions as to the validity, form, eligibility (including time of receipt) and acceptance of outstanding notes tendered for exchange in our sole discretion. Our determination will be final and binding. We reserve the absolute right to:

reject any and all tenders of any outstanding note improperly tendered;

refuse to accept any outstanding note if, in our judgment or the judgment of our counsel, acceptance of the outstanding note may be deemed unlawful; and

waive any defects or irregularities or conditions of the exchange offer as to any particular outstanding note based on the specific facts or circumstances presented either before or after the expiration date, including the right to waive the ineligibility of any holder who seeks to tender outstanding notes in the exchange offer.

Notwithstanding the foregoing, we do not expect to treat any holder of outstanding notes differently from other holders to the extent they present the same facts or circumstances.

Our interpretation of the terms and conditions of the exchange offer as to any particular outstanding notes either before or after the expiration date, including the letter of transmittal and the instructions to it, will be final and binding on all parties. Holders must cure any defects and irregularities in connection with tenders of notes for exchange within such reasonable period of time as we will determine, unless we waive such defects or irregularities. Neither we, the exchange agent nor any other person shall be under any duty to give notification of any defect or irregularity with respect to any tender of outstanding notes for exchange, nor shall any of us incur any liability for failure to give such notification.

If a person or persons other than the registered holder or holders of the outstanding notes tendered for exchange signs the letter of transmittal, the tendered outstanding notes must be endorsed or accompanied by appropriate powers of attorney, in either case signed exactly as the name or names of the registered holder or holders that appear on the outstanding notes.

If trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity sign the letter of transmittal or any outstanding notes or any power of attorney, these persons should so indicate when signing, and you must submit proper evidence satisfactory to us of those persons' authority to so act unless we waive this requirement.

By tendering, each holder will represent to us that: (i) it is not an affiliate of the Issuer, as defined in Rule 405 of the Securities Act, or if it is such an affiliate, it will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable; (ii) it is not engaged in and does not intend to engage in, and has no arrangement or understanding with any person to participate in, a distribution of the exchange notes; (iii) it is acquiring the exchange notes in its ordinary course of business; (iv) if it is a broker-dealer that holds outstanding notes that were acquired for its own account as a result of market-making activities or other trading activities (other than outstanding notes acquired directly from the Issuer or any of our affiliates), it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resales of the exchange notes

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received by it in the exchange offer; (v) if it is a broker-dealer, that it did not purchase the outstanding notes to be exchanged in the exchange offer from the Issuer or any of its affiliates; and (vi) it is not acting on behalf of any person who could not truthfully and completely make the representation contained in the foregoing subclauses (i) through (v).

If any holder or any other person receiving exchange notes from such holder is an affiliate, as defined under Rule 405 of the Securities Act, of us, or is engaged in or intends to engage in or has an arrangement or understanding with any person to participate in a distribution (within the meaning of the Securities Act) of the notes to be acquired in the exchange offer in violation of the provisions of the Securities Act, the holder or any other person:

may not rely on applicable interpretations of the staff of the SEC; and

must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction.

Each broker-dealer who acquired its outstanding notes as a result of market-making activities or other trading activities, and thereafter receives exchange notes issued for its own account in the exchange offer, must acknowledge that it will deliver this prospectus in connection with any resale of such exchange notes issued in the exchange offer. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. See Plan of Distribution for a discussion of the exchange and resale obligations of broker-dealers.

Acceptance of Outstanding Notes for Exchange; Delivery of Exchange Notes Issued in the Exchange Offer

Upon satisfaction or waiver of all the conditions to the exchange offer, we will accept, promptly after the expiration date, all outstanding notes properly tendered and will issue exchange notes registered under the Securities Act in exchange for the tendered outstanding notes. For purposes of the exchange offer, we shall be deemed to have accepted properly tendered outstanding notes for exchange when, as and if we have given oral or written notice to the exchange agent, with written confirmation of any oral notice to be given promptly thereafter, and complied with the applicable provisions of the exchange and registration rights agreements. See Condition to the Exchange Offer for a discussion of the condition that must be satisfied before we accept any outstanding notes for exchange.

For each outstanding note accepted for exchange, the holder will receive an exchange note registered under the Securities Act having a principal amount equal to that of the surrendered outstanding note. Registered holders of exchange notes issued in the exchange offer on the relevant record date for the first interest payment date following the consummation of the exchange offer will receive interest accruing from the most recent date to which interest has been paid. Under the exchange and registration rights agreements, we may be required to make payments of additional interest to the holders of the outstanding notes under circumstances relating to the timing of the exchange offer.

In all cases, we will issue exchange notes for outstanding notes that are accepted for exchange only after the exchange agent timely receives:

certificates for such outstanding notes or a timely book-entry confirmation of such outstanding notes into the exchange agent's account at DTC, Euroclear or Clearstream, as appropriate;

a properly completed and duly executed letter of transmittal or an agent's message; and

all other required documents.

If for any reason set forth in the terms and conditions of the exchange offer we do not accept any tendered outstanding notes, or if a holder submits outstanding notes for a greater principal amount than the holder desires to exchange, we will return such unaccepted or nonexchanged notes without cost to the tendering holder. In the case of outstanding notes tendered by book-entry transfer into the exchange agent's account at DTC, Euroclear or Clearstream, the nonexchanged notes will be credited to an account maintained with DTC, Euroclear or Clearstream,. We will return the outstanding notes or have them credited to DTC, Euroclear or Clearstream accounts, as appropriate, promptly after the expiration or termination of the exchange offer.

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Book-Entry Transfer

The participant should transmit its acceptance to DTC, Euroclear or Clearstream, as the case may be, on or prior to the expiration date or comply with the guaranteed delivery procedures described below. DTC, Euroclear or Clearstream, as the case may be, will verify the acceptance and then send to the exchange agent confirmation of the book-entry transfer. The confirmation of the book-entry transfer will include an agent's message confirming that DTC, Euroclear or Clearstream, as the case may be, has received an express acknowledgment from the participant that the participant has received and agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against such participant. Delivery of exchange notes issued in the exchange offer may be effected through book-entry transfer at DTC, Euroclear or Clearstream, as the case may be. However, the letter of transmittal or facsimile thereof or an agent's message, with any required signature guarantees and any other required documents, must:

be transmitted to and received by the exchange agent at the address set forth below under "The Exchange Agent" on or prior to the expiration date; or

comply with the guaranteed delivery procedures described below.

DTC's ATOP program is the only method of processing exchange offers through DTC. To accept an exchange offer through ATOP, participants in DTC must send electronic instructions to DTC through DTC's communication system. In addition, such tendering participants should deliver a copy of the letter of transmittal to the exchange agent unless an agent's message is transmitted in lieu thereof. DTC is obligated to communicate those electronic instructions to the exchange agent through an agent's message. To tender outstanding notes through ATOP, the electronic instructions sent to DTC and transmitted by DTC to the exchange agent must contain the character by which the participant acknowledges its receipt of and agrees to be bound by the letter of transmittal. Any instruction through ATOP is at your risk and such instruction will be deemed made only when actually received by the exchange agent.

In order for an acceptance of an exchange offer through ATOP to be valid, an agent's message must be transmitted to and received by the exchange agent prior to the expiration date, or the guaranteed delivery procedures below must be complied with. Delivery of instructions to DTC does not constitute delivery to the exchange agent.

Guaranteed Delivery Procedures

If a holder of outstanding notes desires to tender such notes and the holder's outstanding notes are not immediately available, or time will not permit the holder's outstanding notes or other required documents to reach the exchange agent before the expiration date, or the procedure for book-entry transfer cannot be completed on a timely basis, a tender may be effected if:

the holder tenders the outstanding notes through an eligible institution;

prior to the expiration date, the exchange agent receives from such eligible institution a properly completed and duly executed notice of guaranteed delivery, acceptable to us, by mail, hand delivery, overnight courier or facsimile transmission, setting forth the name and address of the holder of the outstanding notes tendered, the certificate number or numbers of such outstanding notes and the amount of the outstanding notes being tendered. The notice of guaranteed delivery shall state that the tender is being made and guarantee that within three New York Stock Exchange trading days after the expiration date, the certificates for all physically tendered outstanding notes, in proper form for transfer, or a book-entry confirmation, as the case may be, together with a properly completed and duly executed letter of transmittal or agent's message with any required signature guarantees and any other documents required by the letter of transmittal will be deposited by the eligible institution with the exchange agent; and

the exchange agent receives the certificates for all physically tendered outstanding notes, in proper form for transfer, or a book-entry confirmation, as the case may be, together with a properly completed and duly executed letter of transmittal or agent's message with any required signature guarantees and any other documents required by the letter of transmittal, within three New York Stock Exchange trading days after the expiration date.

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Withdrawal Rights

You may withdraw tenders of your outstanding notes at any time prior to the expiration of the offer.

For a withdrawal to be effective, you must send a written notice of withdrawal to the exchange agent at the address set forth below under **The Exchange Agent**. Any such notice of withdrawal must:

specify the name of the person that has tendered the outstanding notes to be withdrawn;

identify the outstanding notes to be withdrawn, including the principal amount of such outstanding notes; and

where certificates for outstanding notes are transmitted, specify the name in which outstanding notes are registered, if different from that of the withdrawing holder.

If certificates for outstanding notes have been delivered or otherwise identified to the exchange agent, then, prior to the release of such certificates, the withdrawing holder must also submit the serial numbers of the particular certificates to be withdrawn and signed notice of withdrawal with signatures guaranteed by an eligible institution unless such holder is an eligible institution. If outstanding notes have been tendered pursuant to the procedure for book-entry transfer described above, any notice of withdrawal must specify the name and number of the account at DTC, Euroclear or Clearstream, as applicable, to be credited with the withdrawn notes and otherwise comply with the procedures of such facility. We will determine all questions as to the validity, form and eligibility (including time of receipt) of notices of withdrawal and our determination will be final and binding on all parties. Any tendered notes so withdrawn will be deemed not to have been validly tendered for exchange for purposes of the exchange offer. Any outstanding notes which have been tendered for exchange but which are not exchanged for any reason will be returned to the holder thereof without cost to such holder. In the case of outstanding notes tendered by book-entry transfer into the exchange agent's account at DTC, Euroclear or Clearstream, as applicable, the outstanding notes withdrawn will be unlocked with DTC, Euroclear or Clearstream, as applicable, for the outstanding notes. The outstanding notes will be returned promptly after withdrawal, rejection of tender or termination of the exchange offer. Properly withdrawn outstanding notes may be re-tendered by following one of the procedures described under **How to Tender Outstanding Notes for Exchange** above at any time on or prior to 5:00 p.m., New York City time, on the expiration date.

Condition to the Exchange Offer

Notwithstanding any other provisions of this exchange offer, we are not required to accept the outstanding notes in the exchange offer or to issue the exchange notes, and we may terminate or amend the exchange offer, if at any time before the expiration of the exchange offer that acceptance or issuance would violate any applicable law or any interpretations of the staff of the SEC.

The preceding condition is for our sole benefit, and we may assert it regardless of the circumstances giving rise to any such condition. We may waive the preceding condition in whole or in part at any time and from time to time in our sole discretion. Our failure at any time to exercise the foregoing right shall not be deemed a waiver of such right, and such right shall be deemed an ongoing right which we may assert at any time and from time to time.

The exchange offer is not conditioned upon any minimum aggregate principal amount of outstanding notes being tendered in the exchange.

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The Exchange Agent

U.S. Bank National Association has been appointed as our exchange agent for the exchange offer. All executed letters of transmittal should be directed to our exchange agent at the address set forth below. Questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal and requests for notices of guaranteed delivery should be directed to the exchange agent addressed as follows:

By registered mail, overnight carrier or hand delivery:

U.S. Bank National Association
Corporate Trust Services
Attn: Specialized Finance
60 Livingston Avenue
St. Paul, MN 55107-2292

Confirm by telephone:

(800) 934-6802

Delivery by facsimile:

(651) 495-8158

Originals of all documents sent by facsimile should be promptly sent to the exchange agent by mail, by hand or by overnight delivery service.

DELIVERY OF THE LETTER OF TRANSMITTAL TO AN ADDRESS OTHER THAN AS SET FORTH ABOVE OR TRANSMISSION OF SUCH LETTER OF TRANSMITTAL VIA FACSIMILE OTHER THAN AS SET FORTH ABOVE DOES NOT CONSTITUTE A VALID DELIVERY OF SUCH LETTER OF TRANSMITTAL.

Fees and Expenses

We will not make any payment to brokers, dealers or others soliciting acceptance of the exchange offer except for reimbursement of mailing expenses.

The cash expenses to be incurred in connection with the exchange offer will be paid by us.

Transfer Taxes

Holders who tender their outstanding notes for exchange notes will not be obligated to pay any transfer taxes in connection with the exchange. If, however, exchange notes issued in the exchange offer or substitute outstanding notes not tendered or exchanged are to be delivered to, or are to be issued in the name of, any person other than the holder of the outstanding notes tendered, or if a transfer tax is imposed for any reason other than the exchange of outstanding notes in connection with the exchange offer, then the holder must pay any applicable transfer taxes, whether imposed on the registered holder or on any other person. If satisfactory evidence of payment of, or exemption from, transfer taxes is not submitted with the letter of transmittal, the amount of the transfer taxes will be billed directly to the tendering holder.

Consequences of Failure to Exchange Outstanding Notes

Holders who desire to tender their outstanding notes in exchange for exchange notes registered under the Securities Act should allow sufficient time to ensure timely delivery. Neither the exchange agent nor we are under any duty to give notification of defects or irregularities with respect to the tenders of outstanding notes for exchange.

Outstanding notes that are not tendered or are tendered but not accepted will, following the consummation of the exchange offer, continue to accrue interest and to be subject to the provisions in the indenture regarding the transfer and exchange of the outstanding notes and the existing restrictions on transfer set forth in the legend on the outstanding notes and in the offering circulars dated December 16, 2009 and February 8, 2010, respectively, relating

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to the outstanding notes. After completion of this exchange offer, we will have no further obligation to provide for the registration under the Securities Act of those outstanding notes except in limited circumstances with respect to specific types of holders of outstanding notes, and we do not intend to register the outstanding notes under the Securities Act. In general, outstanding notes, unless registered under the Securities Act, may not be offered or sold except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws.

Upon completion of the exchange offer, holders of any remaining outstanding notes will not be entitled to any further registration rights under the exchange and registration rights agreements, except under limited circumstances.

Exchanging Outstanding Notes

Based on interpretations of the staff of the SEC, as set forth in no-action letters to third parties, we believe that the notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by holders of such notes, other than by any holder that is a broker-dealer who acquired outstanding notes for its own account as a result of market-making or other trading activities or by any holder which is an affiliate of us within the meaning of Rule 405 under the Securities Act. The exchange notes may be offered for resale, resold or otherwise transferred without compliance with the registration and prospectus delivery provisions of the Securities Act, if:

the holder is not a broker-dealer tendering notes acquired directly from us;

the person acquiring the exchange notes in the exchange offer, whether or not that person is a holder, is acquiring them in the ordinary course of its business;

neither the holder nor that other person has any arrangement or understanding with any person to participate in the distribution of the exchange notes issued in the exchange offer; and

the holder is not our affiliate.

However, the SEC has not considered the exchange offer in the context of a no-action letter, and we cannot guarantee that the staff of the SEC would make a similar determination with respect to the exchange offer as in these other circumstances.

Each holder must furnish a written representation, at our request, that:

it is not an affiliate of us or, if an affiliate, that it will comply with the registration and prospectus delivery requirements of the Securities Act to the extent applicable;

it is not engaged in, and does not intend to engage in, and has no arrangement or understanding with any person to participate in, a distribution of the exchange notes issued to be issued in the exchange offer;

it is acquiring the exchange notes in the ordinary course of its business

if it is a broker-dealer that hold outstanding notes that were acquired for its own account as a result of market-making activities or other trading activities (other than outstanding securities acquired directly from us or any of our affiliates), it will deliver a prospectus meeting the requirements of the Securities Act in connection with any resales of the exchange notes received by it in the exchange offer;

if it is a broker-dealer, that it did not purchase the outstanding notes to be exchanged in the exchange offer from us or any of our affiliates; and

it is not acting on behalf of any person who could not truthfully and completely make the foregoing representations.

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Each holder who cannot make such representations:

will not be able to rely on the interpretations of the staff of the SEC in the above-mentioned interpretive letters;

will not be permitted or entitled to tender outstanding notes in the exchange offer; and

must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or other transfer of outstanding notes, unless the sale is made under an exemption from such requirements.

In addition, each broker-dealer that receives exchange notes for its own account in exchange for outstanding notes, where such outstanding notes were acquired by that broker-dealer as a result of market-making or other trading activities, must acknowledge that it will deliver this prospectus in connection with any resale of such notes issued in the exchange offer. See Plan of Distribution for a discussion of the exchange and resale obligations of broker-dealers in connection with the exchange offer.

In addition, to comply with state securities laws of certain jurisdictions, the exchange notes may not be offered or sold in any state unless they have been registered or qualified for sale in such state or an exemption from registration or qualification is available and complied with by the holders selling the exchange notes. We have not agreed to register or qualify the exchange notes for offer or sale under state securities laws.

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DESCRIPTION OF EXCHANGE NOTES

The outstanding notes were issued, and the exchange notes will be issued, under an indenture (the *indenture*), dated December 21, 2009, among the Issuer, the Guarantors and U.S. Bank National Association, as trustee (the *trustee*). On December 21, 2009, the Issuer issued and sold \$1.0 billion of 9.50% senior secured notes due 2016 (*original first lien notes*). On February 11, 2010, the Issuer issued and sold \$50 million of 9.50% senior secured notes due 2016 (*additional first lien notes*). The original first lien notes and the additional first lien notes:

are *pari passu* in right of payment;

are secured equally and ratably;

vote together on any matter submitted to the holders for a vote, including waivers and amendments; and

are otherwise treated as a single class for all purposes under the indenture, including redemptions and offers to purchase.

Unless otherwise indicated, the exchange notes offered hereby, the original first lien notes and the additional first lien notes are collectively referred to herein as the *notes*. The terms of the notes include those stated in the indenture and those made part of the indenture by reference to the Trust Indenture Act of 1939, as amended, which is referred to in this prospectus as the Trust Indenture Act, or TIA.

You can find the definitions of certain terms used in this description under *Certain Definitions*. Certain defined terms used in this description but not defined below under the caption *Certain Definitions* have the meanings assigned to them in the indenture, the collateral trust agreement, the intercreditor agreement and/or the exchange and registration rights agreements. In this description, the term *Parent* refers only to McJunkin Red Man Holding Corporation, a Delaware corporation, and not to any of its subsidiaries or direct or indirect equityholders, the term *Issuer* refers only to McJunkin Red Man Corporation, a West Virginia corporation and a Wholly Owned Restricted Subsidiary of Parent, and not to any of its subsidiaries, the term *refinancing transactions* means the issuance of the original first lien notes and the application of the use of proceeds therefrom, and the term *current transactions* means the issuance of the additional first lien notes and the application of the use of proceeds therefrom.

The following description is a summary of the material provisions of the indenture, the collateral trust agreement, the intercreditor agreement and the registration rights agreement. It does not restate those agreements in their entirety. We urge you to read the indenture, the collateral trust agreement, the intercreditor agreement and the exchange and registration rights agreements because they, and not this description, define your rights as a holder of the notes. Copies of the indenture, the collateral trust agreement, the intercreditor agreement and the exchange and registration rights agreements from the Issuer without charge upon request.

The registered holder of a note will be treated as the owner of it for all purposes. Only registered holders will have rights under the indenture.

Brief Description of the Notes and the Note Guarantees

The Notes

The notes:

are general senior secured obligations of the Issuer;

share, equally and ratably with all obligations of the Issuer under any other Priority Lien Debt, in the benefits of Liens held by the collateral trustee on all Notes Priority Collateral from time to time owned by the Issuer, which Liens will be junior to all Permitted Prior Liens on the Notes Priority Collateral and senior to the Liens on the Notes Priority Collateral securing any future Subordinated Lien Obligations;

share, equally and ratably with all obligations of the Issuer under any other Priority Lien Debt, in the benefits of the Liens held by the collateral trustee on the ABL Priority Collateral, which Liens will be junior to all Permitted Prior Liens on the ABL Priority Collateral, including Liens securing the ABL Debt Obligations,

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and, consequently, the notes will be effectively junior to all ABL Debt Obligations to the extent of the value of the ABL Priority Collateral;

are structurally subordinated to any existing and future Indebtedness and other liabilities of the Issuer's non-Guarantor Subsidiaries;

are *pari passu* in right of payment with all existing and future Indebtedness of the Issuer that is not subordinated;

are senior in right of payment to any existing and future subordinated Indebtedness of the Issuer; and

are guaranteed on a senior secured basis by the Subsidiary Guarantors, and on a senior unsecured basis by Parent, as described under the caption *The Note Guarantees*.

As of December 31, 2010, the Issuer would have had outstanding \$1.05 billion in aggregate principal amount of Priority Lien Debt (consisting solely of the notes) plus certain outstanding interest rate swap agreements that have been designated as Priority Lien Debt, approximately \$286 million in aggregate principal amount of drawn ABL Debt and outstanding letters of credit of approximately \$5 million (and \$360 million of available borrowings under the ABL Credit Facility) and no Subordinated Lien Debt. Pursuant to the indenture, the Issuer is permitted to incur additional Indebtedness as Priority Lien Debt in an amount not to exceed the Priority Lien Cap. The Issuer is also permitted to incur additional ABL Debt in an amount not to exceed the ABL Lien Cap and additional Subordinated Lien Debt in an amount not to exceed the Subordinated Lien Cap. Any future incurrence of Priority Lien Debt, ABL Debt or Subordinated Lien Debt will be subject to all of the covenants described below, including the covenants described under the captions *Certain Covenants - Incurrence of Indebtedness and Issuance of Disqualified Stock and Preferred Stock* and *Certain Covenants - Liens*.

The Note Guarantees

The notes are guaranteed by Parent and by all of the current and future Wholly Owned Domestic Subsidiaries of the Issuer (other than Excluded Subsidiaries) and any of the Issuer's future Restricted Subsidiaries that guarantee any Indebtedness of the Issuer or any Subsidiary Guarantor, including the ABL Credit Facility.

Each guarantee by a Subsidiary Guarantor of the notes:

is a general senior secured obligation of that Subsidiary Guarantor;

shares, equally and ratably with all obligations of that Subsidiary Guarantor under any other Priority Lien Debt, in the benefit of Liens on all Notes Priority Collateral from time to time owned by that Subsidiary Guarantor, which Liens will be junior to all Permitted Prior Liens on the Notes Priority Collateral and senior to the Liens on the Notes Priority Collateral securing any future Subordinated Lien Obligations;

shares, equally and ratably with all obligations of that Subsidiary Guarantor under any other Priority Lien Debt, in the benefits of the Liens held by the collateral trustee on the ABL Priority Collateral of that Subsidiary Guarantor, which Liens will be junior to all Permitted Prior Liens on the ABL Priority Collateral, including Liens securing the ABL Debt Obligations, and, consequently, the Note Guarantees will be effectively junior to all ABL Debt Obligations to the extent of the value of the ABL Priority Collateral of that Subsidiary Guarantor;

is *pari passu* in right of payment with all existing and future Indebtedness of that Subsidiary Guarantor that is not subordinated; and

is senior in right of payment to any future subordinated Indebtedness of that Subsidiary Guarantor.

Not all of the Issuer's Subsidiaries guarantee the notes. In the event of a bankruptcy, liquidation or reorganization of any of these non-Guarantor Subsidiaries, the non-Guarantor Subsidiaries will pay the holders of their debt and their trade creditors before they will be able to distribute any of their assets to the Issuer. As of December 31, 2010, the Issuer's non-Guarantor Subsidiaries had consolidated total liabilities (excluding intercompany liabilities of Subsidiaries that are not Guarantors) of approximately \$453 million, including trade payables, and consolidated total assets of \$505 million, which represented 16% of the Issuer's and its Subsidiaries

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consolidated total assets. In addition, for the fiscal year ended December 31, 2010, the Issuer's non-Guarantor subsidiaries had consolidated total revenue of \$727 million, which represented 19% of the Issuer's consolidated total revenue. See **Risk Factors** **Risks Related to the Exchange Notes** **Your Right to Receive Payment on the Exchange Notes Will Be Structurally Subordinated to the Liabilities of Our Non-Guarantor Subsidiaries** .

The guarantee by Parent of the notes is a general senior unsecured obligation of Parent, is *pari passu* in right of payment with all existing and future Indebtedness of Parent that is not subordinated, is senior in right of payment to any future subordinated Indebtedness of Parent and is effectively subordinated to any future secured Indebtedness of Parent and structurally subordinated to any Indebtedness of the Issuer and its Subsidiaries. Parent has no significant assets other than its interest in the Issuer, and has no income from operations independent of the Issuer and its Subsidiaries.

If the Issuer or any of its Restricted Subsidiaries acquires or creates another Wholly Owned Domestic Subsidiary (other than an Excluded Subsidiary), such Wholly Owned Domestic Subsidiary must become a Subsidiary Guarantor, execute a supplemental indenture and deliver an Opinion of Counsel to the trustee. In addition, any Restricted Subsidiary of the Issuer that guarantees any Indebtedness of the Issuer or any Subsidiary Guarantor, including the ABL Credit Facility, must become a Subsidiary Guarantor, execute a supplemental indenture and deliver an Opinion of Counsel to the trustee.

The Note Guarantee of a Guarantor will be released under specified circumstances, including, in the case of a Subsidiary Guarantor, in connection with a disposition of the Subsidiary Guarantor's Capital Stock if various conditions are satisfied. See **Certain Covenants** **Guarantees** .

As of the date the Issuer issued the notes, all of the Issuer's Subsidiaries were Restricted Subsidiaries . However, under the circumstances described below under the caption

Certain Covenants **Designation of Restricted and Unrestricted Subsidiaries** , the Issuer is permitted to designate certain of its Subsidiaries as Unrestricted Subsidiaries . Any Unrestricted Subsidiaries will not be subject to any of the covenants in the indenture and will not guarantee the notes. The notes are not guaranteed by PVF Holdings LLC, which is the direct parent of Parent and the indirect parent of the Issuer.

Principal, Maturity and Interest

The indenture provides for the issuance by the Issuer of notes with an unlimited principal amount. The Issuer may issue additional notes (the *additional notes*) from time to time after this offering. Any offering of additional notes is subject to the covenants described below under the captions **Certain Covenants** **Incurrence of Indebtedness and Issuance of Disqualified Stock and Preferred Stock** and **Certain Covenants** **Liens** . The original first lien notes, the additional first lien notes, the exchange notes and any additional notes subsequently issued under the indenture would be treated as a single class for all purposes under the indenture, including, without limitation, waivers, amendments, redemptions and offers to purchase. We intend to take the position that the additional first lien notes will be fungible with the original first lien notes for U.S. federal income tax purposes. See **Certain Material United States Federal Tax Considerations** **Qualified Reopening** . However, any additional notes may not be fungible with the additional first lien notes and the original first lien notes for U.S. federal income tax purposes. Any additional notes, if any, will be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess of \$2,000. The notes will mature on December 15, 2016.

Interest on the notes accrues at the rate of 9.50% per annum and is payable semi-annually in arrears on June 15 and December 15, having commenced on June 15, 2010. The Issuer will make each interest payment to the holders of record on the immediately preceding June 1 and December 1, respectively.

Interest on the additional first lien notes will be deemed to accrue from December 21, 2009. Interest will be computed on the basis of a 360-day year comprised of twelve 30-day months.

Methods of Receiving Payments on the Notes

If a holder has given wire transfer instructions to the Issuer, the Issuer will pay all principal, interest and premium on that holder's notes in accordance with those instructions. All other payments on the notes will be made

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at the office or agency of the paying agent and registrar within the City and State of New York unless the Issuer elects to make interest payments by check mailed to the holders at their addresses set forth in the register of holders.

Paying Agent and Registrar for the Notes

The trustee currently acts as paying agent and registrar. The Issuer may change the paying agent or registrar without prior notice to the holders, and the Issuer or any of its Subsidiaries may act as paying agent or registrar.

Transfer and Exchange

A holder may transfer or exchange notes in accordance with the indenture and the procedures described in Notice to Investors . The registrar and the trustee may require a holder, among other things, to furnish appropriate endorsements and transfer documents and the Issuer may require a holder to pay any taxes and fees required by law or permitted by the indenture. The Issuer is not required to transfer or exchange any note selected for redemption. Also, the Issuer is not required to transfer or exchange any note (1) for a period of 15 days before a selection of notes to be redeemed or (2) tendered and not withdrawn in connection with a Change of Control Offer or an Asset Sale Offer.

Security

The obligations of the Issuer with respect to the notes, the obligations of the Subsidiary Guarantors under the Note Guarantees, all other existing and future Priority Lien Obligations and the performance of all other obligations of the Issuer and the Subsidiary Guarantors under the note documents are secured by Liens held by the collateral trustee on the Notes Priority Collateral and the ABL Priority Collateral. The Liens on the Notes Priority Collateral securing the notes are senior to the Liens on the Notes Priority Collateral securing any future Subordinated Lien Obligations. The Liens on the ABL Priority Collateral securing the notes are junior to the Liens on the ABL Priority Collateral securing the ABL Debt Obligations, but senior to the Liens on the ABL Priority Collateral securing any future Subordinated Lien Obligations. All such Liens are subject to Permitted Prior Liens.

On December 21, 2009, the Issuer and the Subsidiary Guarantors entered into a collateral trust agreement with the collateral trustee and the trustee. The collateral trust agreement sets forth the terms on which the collateral trustee will receive, hold, administer, maintain, enforce and distribute the proceeds of all Liens upon all Collateral owned by the Issuer or any Subsidiary Guarantor for the benefit of all present and future holders of Priority Lien Obligations and all future holders of Subordinated Lien Obligations (if any). The Priority Lien Obligations and the Subordinated Lien Obligations are collectively referred to as the *Secured Obligations* .

Collateral Trustee

The collateral trustee acts for the benefit of the holders of:

the notes;

all other Priority Lien Obligations outstanding from time to time; and

all Subordinated Lien Obligations outstanding from time to time, if any.

U.S. Bank National Association currently acts as collateral trustee under the collateral trust agreement. Neither the Issuer nor any of its Affiliates may act as collateral trustee. No Secured Debt Representative may serve as collateral trustee; provided that the trustee may serve as collateral trustee if the notes are the only Secured Obligations outstanding (other than Hedging Obligations).

The collateral trustee holds (directly or through co-trustees or agents), and is entitled to enforce on behalf of the holders of Priority Lien Obligations and Subordinated Lien Obligations, if any, all Liens on the Collateral created by the security documents for their benefit, subject to the provisions of the intercreditor agreement and the collateral trust agreement, in each case as described below.

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Except as provided in the collateral trust agreement or as directed by an Act of Required Debtholders in accordance with the collateral trust agreement, the collateral trustee is not obligated:

- (1) to act upon directions purported to be delivered to it by any Person;
- (2) to foreclose upon or otherwise enforce any Lien; or
- (3) to take any other action whatsoever with regard to any or all of the security documents, the Liens created thereby or the Collateral.

The Issuer will deliver to each Secured Debt Representative copies of all security documents delivered to the collateral trustee.

On December 21, 2009, the collateral trustee entered into an intercreditor agreement (the *intercreditor agreement*) with the Issuer, the Subsidiary Guarantors, the trustee, and The CIT Group/ Business Credit Inc. and Bank of America, N.A., each as co-collateral agent under the ABL Credit Facility (collectively in such capacity, and together with any other collateral agent, collateral trustee or other representative of lenders or holders of ABL Debt Obligations that becomes party to the intercreditor agreement upon the refinancing or replacement of the ABL Credit Facility, or any successor representative acting in such capacity, the *ABL Collateral Agent*), to provide for, among other things, the junior nature of the Liens on the ABL Priority Collateral securing the Priority Lien Obligations. The Liens held by the collateral trustee on the Notes Priority Collateral securing Priority Lien Obligations are senior to the Liens securing any future Subordinated Lien Obligations. The Liens held by the collateral trustee on the ABL Priority Collateral securing Priority Lien Obligations are junior to the Liens held by the ABL Collateral Agent on the ABL Priority Collateral securing the ABL Debt Obligations, but senior to the Liens on the ABL Priority Collateral securing any future Subordinated Lien Obligations. All such Liens are subject to Permitted Prior Liens.

Collateral

The Notes Priority Collateral comprises substantially all of the tangible and intangible assets of the Issuer and the Subsidiary Guarantors, other than the ABL Priority Collateral and Excluded Assets.

The ABL Priority Collateral comprises substantially all accounts, inventory or documents of title, customs receipts, insurance certificates, shipping documents and other written materials related to the purchase or import of any inventory, all letter of credit rights, chattel paper, instruments, investment property and general intangibles pertaining to the foregoing, deposit accounts (other than the Net Available Cash Account, to the extent that it constitutes a deposit account) and securities accounts (other than the Net Available Cash Account, to the extent it constitutes a securities account), including all cash, marketable securities, securities entitlements, financial assets and other funds held in or on deposit in any of the foregoing, all records, supporting obligations (as defined in Article 9 of the UCC) and related letters of credit, commercial tort claims or other claims and causes of action, in each case, to the extent not primarily related to the Notes Priority Collateral and, to the extent not otherwise included, all substitutions, replacements, accessions, products and proceeds (including, without limitation, insurance proceeds, investment property, licenses, royalties, income, payments, claims, damages and proceeds of suit) of any or all of the foregoing, in each case held by the Issuer and the Subsidiary Guarantors, other than the Excluded ABL Assets.

ABL Debt

As of December 31, 2010, the Issuer had approximately \$286 million in aggregate principal amount of drawn ABL Debt outstanding, all of which consisted of borrowings under the ABL Credit Facility, and outstanding letters of credit of approximately \$5 million. As of December 31, 2010, the Issuer had approximately \$360 million available for

borrowing under the ABL Credit Facility. The indenture and the security documents provide that the Issuer and the Subsidiary Guarantors may incur additional ABL Debt, in an amount not to exceed the ABL Lien Cap. Any additional ABL Debt would be secured by Liens on the ABL Priority Collateral that would be effectively senior to the Liens on the ABL Priority Collateral securing the notes and other Priority Lien Debt. Additional ABL Debt will only be permitted if such Indebtedness and the related Liens are permitted to be incurred under the

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covenants described below under the captions Certain Covenants Incurrence of Indebtedness and Issuance of Disqualified Stock and Preferred Stock and Certain Covenants Liens .

Additional Priority Lien Debt

The indenture and the security documents provide that the Issuer may incur additional Priority Lien Debt, in an amount not to exceed the Priority Lien Cap, by issuing additional notes under the indenture or under one or more additional indentures, incurring additional Indebtedness under Credit Facilities (other than the ABL Credit Facility) or otherwise issuing or increasing a new Series of Secured Debt secured by Priority Liens on the Notes Priority Collateral and junior Liens on the ABL Priority Collateral. All additional Priority Lien Debt will be *pari passu* in right of payment with the notes, will be guaranteed on a *pari passu* basis by each Subsidiary Guarantor and will be secured equally and ratably with the notes by Liens on the Collateral held by the collateral trustee for as long as the notes and the Note Guarantees are secured by the Collateral, subject to the covenants contained in the indenture. The collateral trustee under the collateral trust agreement holds all Priority Liens in trust for the benefit of the holders of the notes, any future Priority Lien Debt and all other Priority Lien Obligations. Additional Priority Lien Debt will only be permitted to be secured by the Collateral if such Indebtedness and the related Liens are permitted to be incurred under the covenants described below under the captions Certain Covenants Incurrence of Indebtedness and Issuance of Disqualified Stock and Preferred Stock and Certain Covenants Liens .

Future Subordinated Lien Debt

The indenture and the security documents provide that the Issuer and the Guarantors may incur Subordinated Lien Debt in the future, in an amount not to exceed the Subordinated Lien Cap, by issuing notes under one or more new indentures, incurring additional Indebtedness under other Credit Facilities (other than the ABL Credit Facility) or otherwise issuing or increasing a new Series of Secured Debt secured by Subordinated Liens on the Collateral. Subordinated Lien Debt will be permitted to be secured by the Collateral only if such Subordinated Lien Debt and the related Subordinated Liens are permitted to be incurred under the covenants described below under the captions Certain Covenants Incurrence of Indebtedness and Issuance of Disqualified Stock and Preferred Stock and Certain Covenants Liens . The collateral trustee under the collateral trust agreement holds all Subordinated Liens in trust for the benefit of the holders of any future Subordinated Lien Debt and all other Subordinated Lien Obligations. The Liens on the Notes Priority Collateral securing any future Subordinated Lien Obligations will be junior to the Liens on the Notes Priority Collateral held by the collateral trustee securing the Priority Lien Obligations and the Liens on the Notes Priority Collateral held by the ABL Collateral Agent securing the ABL Debt Obligations. The Liens on the ABL Priority Collateral securing any future Subordinated Lien Obligations will be junior to the Liens on the ABL Priority Collateral securing the ABL Debt Obligations and the Liens securing the Priority Lien Obligations. All such Liens will be subject to Permitted Prior Liens.

The Intercreditor Agreement

On December 21, 2009, the collateral trustee, on behalf of all current and future holders of Priority Lien Obligations and all future holders of Subordinated Lien Obligations, entered into the intercreditor agreement with the Issuer, the Subsidiary Guarantors and the ABL Collateral Agent to provide for, among other things, the junior nature of the Liens on the ABL Priority Collateral securing the Priority Lien Obligations. The intercreditor agreement includes certain intercreditor arrangements relating to the rights of the collateral trustee in the ABL Priority Collateral.

The intercreditor agreement permits the ABL Debt Obligations, the Priority Lien Obligations and the Subordinated Lien Obligations to be refunded, refinanced or replaced by certain permitted replacement facilities without affecting the lien priorities set forth in the intercreditor agreement, in each case without the consent of any holder of ABL Debt Obligations, Priority Lien Obligations (including holders of the notes) or Subordinated Lien Obligations.

Certain Definitions Used in the Intercreditor Agreement

ABL Default means an Event of Default (as defined in the ABL Credit Facility).

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Collateral Trustee Standstill Period means a period of at least 180 days since the earlier of: (x) the date of the commencement of any Insolvency or Liquidation Proceeding by or against the Issuer or any Subsidiary Guarantor that has not been dismissed, or (y) the date on which the Collateral Trustee first declares the existence of a Priority Lien Default or a Subordinated Lien Default, as applicable, demands the repayment of all the principal amount of any Priority Lien Obligations or Subordinated Lien Obligations, as applicable, and the ABL Collateral Agent has received notice from the Collateral Trustee of such declaration of a Priority Lien Default or Subordinated Lien Default, as applicable.

Discharge of Subordinated Lien Obligations means the occurrence of all of the following:

- (1) termination or expiration of all commitments to extend credit that would constitute Subordinated Lien Debt;
- (2) payment in full in cash of the principal of and interest (including interest accruing on or after the commencement of any Insolvency or Liquidation Proceeding, whether or not such interest would be allowed in such Insolvency or Liquidation Proceeding) on all Indebtedness outstanding under the Subordinated Lien Documents and constituting Subordinated Lien Debt;
- (3) termination or cash collateralization (in an amount and manner required by the Subordinated Lien Documents or otherwise reasonably satisfactory to the trustee, agent or other representative under the relevant Subordinated Lien Documents, but in no event greater than 105% of the aggregate undrawn face amount) of all letters of credit issued under the Subordinated Lien Documents and constituting Subordinated Lien Debt; and
- (4) payment in full in cash of all other Subordinated Lien Obligations that are outstanding and unpaid at the time the Subordinated Lien Debt is paid in full in cash (other than any obligations for taxes, costs, indemnifications, reimbursements, damages and other liabilities in respect of which no claim or demand for payment has been made at such time).

Enforcement means collectively or individually for the ABL Collateral Agent or the Collateral Trustee when an ABL Default, a Priority Lien Default or a Subordinated Lien Default, as the case may be, has occurred and is continuing, any action taken by such Person to repossess, or exercise any remedies with respect to, any material amount of Collateral or commence the judicial enforcement of any of the rights and remedies with respect to any Collateral under the ABL Debt Documents, the Priority Lien Documents, the Subordinated Lien Documents or under any applicable law, but in all cases excluding (i) the demand of the repayment of all the principal amount of any of the Obligations, (ii) the imposition of a default rate or late fee, (iii) the collection and application of, or the delivery of any activation notice with respect to, accounts or other proceeds of ABL Priority Collateral deposited from time to time in deposit accounts or securities accounts against the ABL Debt Obligations; provided, however, the foregoing exclusion set forth in clause (iii) shall immediately cease to apply upon the earlier of (x) the ABL Collateral Agent's delivery of written notice to the Issuer that such exclusion no longer applies and (y) the termination of the commitments under the ABL Credit Facility, and (iv) the collection and application of, or the delivery of any activation notice with respect to, proceeds of Notes Priority Collateral or Subordinated Lien Collateral deposited from time to time in deposit accounts or securities accounts against the Priority Lien Obligations or Subordinated Lien Obligations, as applicable.

Enforcement Notice means a written notice delivered at a time when an ABL Default, a Priority Lien Default or a Subordinated Lien Default has occurred and is continuing, by either the ABL Collateral Agent or the Collateral Trustee to the other such Person announcing that an Enforcement Period has commenced, specifying the relevant event of default, stating the current balance of the ABL Debt Obligations, the current balance owing with respect to the Priority Lien Obligations or the current balance owing with respect to the Subordinated Lien Obligations, as the case may be, and requesting the payment of the current balance owing of the ABL Debt Obligations, the Priority Lien Obligations or the Subordinated Lien Obligations, as the case may be.

Enforcement Period means the period of time following the receipt by either the ABL Collateral Agent or the Collateral Trustee of an Enforcement Notice from the other until one of (i) in the case of an Enforcement Period commenced by the Collateral Trustee, the Discharge of Priority Lien Obligations or the Discharge of Subordinated Lien Obligations, as the case may be, (ii) in the case of an Enforcement Period commenced by the ABL Collateral

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Agent, the Discharge of ABL Debt Obligations, or (iii) the ABL Collateral Agent or the Collateral Trustee (as applicable) agree in writing to terminate the Enforcement Period.

Net Available Cash Account means any deposit account or securities account established by the Issuer or any Guarantor in accordance with the requirements of the covenant set forth in Section 15 of the ABL Credit Facility and which does not contain proceeds of Loans (as defined in the ABL Credit Facility) or ABL Priority Collateral and which has been identified to the ABL Collateral Agent as such at the time that proceeds from any sale of Priority Lien Collateral or Subordinated Lien Collateral shall be deposited pending final application in accordance with such covenant.

Priority Lien Default means an Event of Default (as defined in any of the Priority Lien Documents).

Subordinated Lien Default means an Event of Default (as defined in any of the Subordinated Lien Documents).

Relative Lien Priorities

The intercreditor agreement provides that, notwithstanding the date, time, method, manner or order of grant, attachment or perfection of any Liens securing the Priority Lien Obligations granted on the Collateral, of any Liens securing the Subordinated Lien Obligations granted on the Collateral or of any Liens securing the ABL Debt Obligations granted on the Collateral and notwithstanding any provision of any UCC, or any other applicable law or the relevant other documents or any defect or deficiencies in, or failure to perfect, the relevant Liens or any other circumstance whatsoever, any Lien of the ABL Collateral Agent on the ABL Priority Collateral, shall be senior in all respects and prior to any Lien on the ABL Priority Collateral securing any Priority Lien Obligations or Subordinated Lien Obligations.

Prohibition on Contesting Liens

The intercreditor agreement provides that the ABL Collateral Agent, the Collateral Trustee, and each holder of ABL Debt Obligations, Priority Lien Obligations and Subordinated Lien Obligations will not (and will waive any right to) contest or support any other Person in contesting, in any proceeding (including any Insolvency or Liquidation Proceeding), the perfection, priority, validity or enforceability of a Lien held by or on behalf of any holder of ABL Debt Obligations, Priority Lien Obligations or Subordinated Lien Obligations in all or any part of the Collateral, or the provisions of the intercreditor agreement. The intercreditor agreement provides that nothing therein can be construed to prevent or impair the rights of the ABL Collateral Agent, the Collateral Trustee, or any holder of ABL Debt Obligations, Priority Lien Obligations or Subordinated Lien Obligations to enforce the intercreditor agreement.

Enforcement

The intercreditor agreement provides that, except as provided below in this paragraph, until the Discharge of ABL Debt Obligations, whether or not any Insolvency or Liquidation Proceeding has been commenced by or against the Issuer or any Guarantor, neither the Collateral Trustee nor any holder of any Priority Lien Obligations or Subordinated Lien Obligations will:

(1) exercise or seek to exercise any rights or remedies with respect to any ABL Priority Collateral (including the exercise of any right of setoff or any right under any lockbox, pledged or blocked account agreement, securities account control agreement, armored car agreement, credit card processing agreement or any similar agreement among the Collateral Trustee and/or the ABL Collateral Agent and the Issuer or a Guarantor and the relevant service provider, depository or securities intermediary, landlord waiver or bailee's letter or similar arrangement to which the Collateral Trustee or any holder of Priority Lien Obligations or Subordinated Lien Obligations is a party) or institute

any action or proceeding with respect to such rights or remedies (including any action of foreclosure), until after the passage of the Collateral Trustee Standstill Period, *provided* that the Collateral Trustee, each holder of Priority Lien Obligations and each holder of Subordinated Lien Obligations shall not exercise any rights or remedies with respect to the ABL Priority Collateral if, notwithstanding the expiration of the Collateral Trustee Standstill Period, the ABL Collateral

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Agent or the holders of ABL Debt Obligations shall have commenced and be diligently pursuing the exercise of their rights and remedies with respect to all or any material portion of the ABL Priority Collateral;

(2) contest, protest or object to any foreclosure proceeding or action brought by the ABL Collateral Agent or any holder of ABL Debt Obligations or any other exercise by such Persons of any rights and remedies relating to the ABL Priority Collateral, whether under the ABL Debt Documents or otherwise; and

(3) subject to their rights under clause (1) above and except as may be permitted in clauses (1) through (7) of the third paragraph of this subsection, object to the forbearance by the ABL Collateral Agent or any holder of ABL Debt Obligations from bringing or pursuing any Enforcement.

Until the Discharge of ABL Debt Obligations (whether or not any Insolvency or Liquidation Proceeding has been commenced by or against the Issuer or any Guarantor), the ABL Collateral Agent and the holders of ABL Debt Obligations have the right to enforce rights, exercise remedies (including set-off and the right to credit bid their debt) and, in connection therewith (including voluntary dispositions of ABL Priority Collateral by the respective Subsidiary Guarantors after an ABL Default), make determinations regarding the release, disposition or restrictions with respect to the ABL Priority Collateral without any consultation with or the consent of the Collateral Trustee or any holder of Priority Lien Obligations or Subordinated Lien Obligations, *provided* that the Liens securing the Priority Lien Obligations and the Subordinated Lien obligations shall remain on the proceeds (other than those properly applied to the ABL Debt Obligations) of such Collateral released or disposed of subject to the relative priorities described in the intercreditor agreement.

Notwithstanding the preceding paragraph, the Collateral Trustee and any holder of Priority Lien Obligations and any holder of Subordinated Lien Obligations may:

(1) file a claim or statement of interest with respect to the Priority Lien Obligations or Subordinated Lien Obligations, as applicable; *provided* that an Insolvency or Liquidation Proceeding has been commenced by or against the Issuer or a Subsidiary Guarantor;

(2) take any action (not adverse to the priority status of the Liens on the ABL Priority Collateral, or the rights of the ABL Collateral Agent or any holder of ABL Debt Obligations to exercise remedies in respect thereof) in order to create, perfect, preserve or protect its Lien on any of the Collateral;

(3) file any necessary responsive or defensive pleadings in opposition to any motion, claim or other pleading objecting to or otherwise seeking the disallowance of the claims of the holders of Priority Lien Obligations or Subordinated Lien Obligations, if any, in each case, in accordance with the terms of the intercreditor agreement;

(4) file any pleadings, objections, motions or agreements which assert rights or interests available to unsecured creditors of the Issuer or the Subsidiary Guarantors arising under either any Insolvency or Liquidation Proceeding or applicable non-bankruptcy law, in each case not prohibited by the terms of the intercreditor agreement;

(5) vote on any plan of reorganization, file any proof of claim, make other filings and make any arguments and motions that are, in each case, not prohibited by the terms of the intercreditor agreement, with respect to the Priority Lien Obligations or the Subordinated Lien Obligations;

(6) exercise any of its rights or remedies with respect to any of the ABL Priority Collateral after the termination of the Collateral Trustee Standstill Period to the extent permitted by the intercreditor agreement; and

(7) make a cash bid on all or any portion of the ABL Priority Collateral in any foreclosure proceeding or action.

The Collateral Trustee, on behalf of itself and each holder of Priority Lien Obligations and each holder of Subordinated Lien Obligations, has agreed that it will not take or receive any ABL Priority Collateral or any proceeds of such ABL Priority Collateral in connection with the exercise of any right or remedy (including set-off) with respect to any such ABL Priority Collateral in its capacity as a creditor in violation of the intercreditor agreement. Unless and until the Discharge of ABL Debt Obligations, except as expressly provided in the provisions

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set forth in the first and third paragraph under the caption Enforcement , and the provisions under the caption Agreements With Respect to Insolvency or Liquidation Proceedings as they relate to adequate protection, the sole right of the Collateral Trustee, the holders of Priority Lien Obligations and the holders of Subordinated Lien Obligations with respect to the ABL Priority Collateral will be to hold a Lien (if any) on such Collateral pursuant to the respective Priority Lien Documents or Subordinated Lien Documents, as applicable, for the period and to the extent granted therein and to receive a share of the proceeds thereof, if any, after the Discharge of ABL Debt Obligations.

Subject to the provisions set forth in the first and third paragraph under the caption Enforcement , and the provisions under the caption Agreements With Respect to Insolvency or Liquidation Proceedings as they relate to adequate protection,

(1) the Collateral Trustee, on behalf of itself, the holders of Priority Lien Obligations and the holders of Subordinated Lien Obligations, has agreed that such Persons will not take any action that would hinder any exercise of remedies under the ABL Credit Documents or that is otherwise prohibited under the intercreditor agreement, including any sale, lease, exchange, transfer or other disposition of the ABL Priority Collateral, whether by foreclosure or otherwise;

(2) the Collateral Trustee, on behalf of itself, the holders of Priority Lien Obligations and the holders of Subordinated Lien Obligations, has agreed to waive any and all rights such Persons may have as a junior lien creditor or otherwise to object to the manner in which the ABL Collateral Agent or the holders of ABL Debt Obligations seek to enforce or collect the ABL Debt Obligations or the Liens securing the ABL Debt Obligations granted in any of the ABL Debt Documents or undertaken in accordance with the intercreditor agreement, regardless of whether any action or failure to act by or on behalf of the ABL Collateral Agent or the holders of ABL Debt Obligations is adverse to the interest of the holders of Priority Lien Obligations or Subordinated Lien Obligations; and

(3) the Collateral Trustee has acknowledged that no covenant, agreement or restriction contained in any Priority Lien Document or Subordinated Lien Document (in each case, other than the intercreditor agreement) shall be deemed to restrict in any way the rights and remedies of the ABL Collateral Agent or the holders of ABL Debt Obligations with respect to the enforcement of the Liens on the ABL Priority Collateral as set forth in the intercreditor agreement and the ABL Debt Documents.

Except as otherwise set forth under the first paragraph under the caption Enforcement , the fourth paragraph under the caption Enforcement , and the provisions related to set-off and priorities of proceeds of Collateral as set forth in the intercreditor agreement, the Collateral Trustee and the holders of Priority Lien Obligations and the holders of Subordinated Lien Obligations may exercise rights and remedies as unsecured creditors against the Issuer or any Guarantor that has guaranteed or granted Liens to secure the Priority Lien Obligations or the Subordinated Lien Obligations, as applicable, and the Collateral Trustee may exercise rights and remedies with respect to the Notes Priority Collateral in accordance with the terms of the Priority Lien Documents and Subordinated Lien Documents, as applicable, and applicable law; *provided, however*, that in the event that the Collateral Trustee or any holder of Priority Lien Obligations or Subordinated Lien Obligations becomes a judgment Lien creditor in respect of ABL Priority Collateral as a result of its enforcement of such rights as an unsecured creditor with respect to the Priority Lien Obligations or Subordinated Lien Obligations, as applicable, such judgment Lien shall be subject to the terms of the intercreditor agreement for all purposes (including in relation to the ABL Debt Obligations) as the other Liens securing the Priority Lien Obligations and Subordinated Lien Obligations are subject to the intercreditor agreement.

Collateral Access Rights

The intercreditor agreement provides that the ABL Collateral Agent and the Collateral Trustee will not commence Enforcement until the earlier of the date on which (a) an Enforcement Notice has been given to the Collateral Trustee

or the ABL Collateral Agent, as the case may be, or (b) any Insolvency or Liquidation Proceeding is commenced by or against the Issuer or any Subsidiary Guarantor that has not been dismissed. Subject to the provisions under the caption Enforcement , the Collateral Trustee may, to the extent permitted by applicable law, join in any judicial proceedings commenced by the ABL Collateral Agent to enforce Liens on the Collateral,

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provided that neither the Collateral Trustee, nor any holder of Priority Lien Obligations or Subordinated Lien Obligations shall interfere with the Enforcement actions of the ABL Collateral Agent with respect to the ABL Priority Collateral.

If the Collateral Trustee, or any of its agents or representatives, or any third party pursuant to any Enforcement undertaken by the Collateral Trustee or any receiver, shall obtain possession or physical control of any real estate assets that are part of the Collateral, the Collateral Trustee shall notify the ABL Collateral Agent of such possession or physical control. The ABL Collateral Agent will be permitted, upon notice to the Collateral Trustee within at least 10 business days thereafter, to exercise access rights under the intercreditor agreement, at which time the parties shall confer in good faith to coordinate with respect to the ABL Collateral Agent's exercise of such access rights. After delivery of such notice to the Collateral Trustee, the ABL Collateral Agent will have a nonexclusive rent free access right to use such property for a period of approximately 180 days, subject to certain adjustments (the *Access Period*) for the purposes specified in the intercreditor agreement. The intercreditor agreement provides that if the Collateral Trustee shall foreclose or otherwise sell any of the Notes Priority Collateral, the Collateral Trustee will notify the buyer thereof that the buyer is acquiring such Notes Priority Collateral subject to the terms of the intercreditor agreement.