

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST
EFFECTIVE DATE:	09/15/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Meter Company		09/15/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Deutsche Bank AG London
Street Address:	1 Great Winchester Street
Internal Address:	Winchester House
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	EC2N 2DB
Entity Type:	Security Agent: UNITED KINGDOM

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2280886	RFV
Registration Number:	2741552	CMTC
Registration Number:	2763869	60 SERIES
Registration Number:	1010226	AXIAL FLOW
Registration Number:	548902	AMERICAN METER CO. MEASUREMENT ENGINEERS EST. 1836
Registration Number:	548903	AMERICAN
Registration Number:	2118505	KLEANLINE
Registration Number:	2133344	RPM
Registration Number:	2191282	ACCU-TEST

CORRESPONDENCE DATA

CH \$240.00 2280886

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2128198928
Email: enunn@whitecase.com
Correspondent Name: White & Case LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 2: Attn: Elizabeth A. Nunn
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	44085820035 AMER METER
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DOMESTIC REPRESENTATIVE

Name: White & Case, LLP
Address Line 1: 1155 Avenue of the Americas
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Elizabeth A. Nunn
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Signature:	/Elizabeth A. Nunn/
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Date:	10/07/2005
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Total Attachments: 4
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**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**


FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AMERICAN METER COMPANY, a Delaware corporation (the "Grantor") with principal offices at 132 Welsh Road, Suite 140, Horsham, PA 19044, hereby grants to DEUTSCHE BANK AG LONDON as Security Agent, with principal offices at Winchester House, 1 Great Winchester Street, London, EC2N 2DB, United Kingdom, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of September 13, 2005 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the termination of the Security Period (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 15 day of
September, 2005.

AMERICAN METER COMPANY, Grantor

By 
Name: Gerald A. Laurze
Title: President

DEUTSCHE BANK AG LONDON,
as Security Agent and Grantee

By 
Name:
Title:

By _____
Name:
Title:

SCHEDULE A

Registration Number	Date of Registration	Title of Mark
2,280,886	9/28/1999	RFV
2,741,552	7/29/2003	CMTC
2,763,869	9/16/2003	60 Series
1,010,226	5/6/1995	Axial Flow
548,902	10/2/1951	American Meter Co in Circular Device
548,903	10/2/1951	American
1,010,226	5/6/1975	Axial Flow
2,118,505	12/2/1997	Kleanline
2,133,344	1/27/1998	RPM
2,191,282	9/22/1998	Accu-Test