

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UTILX Corporation		05/08/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	KeyBank National Association, as Administrative Agent
Street Address:	127 Public Square
City:	Cleveland
State/Country:	OHIO
Postal Code:	44114
Entity Type:	national association: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2776417	WIRE DYNAMIX
Registration Number:	1827730	CABLECURE
Registration Number:	1760783	CABLECURE
Registration Number:	1739206	UTILX
Registration Number:	1831785	CABLECURE
Registration Number:	1510416	THE SERVICE YOU CAN'T SEE
Registration Number:	1497502	FLOWCATOR
Registration Number:	1506703	GUIDE DRIL
Registration Number:	1484625	FLOWMOLE
Registration Number:	2701554	STRATEGIC RELIABILITY ANALYSIS

CORRESPONDENCE DATA

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OP \$265.00 2776417

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ATTORNEY DOCKET NUMBER:	020445.2NT1UTILXJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	06/16/2006

Total Attachments: 3
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement (First Lien) dated as of May 8, 2006 (the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors"), KeyBank National Association, as administrative agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein and KeyBank National Association, as Control Agent (the "Control Agent"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See Schedule A attached hereto and made a part hereof.

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See Schedule A attached hereto and made a part hereof.

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

Very truly yours,

UTILX CORPORATION,
a Delaware corporation

By: 

Name: Michael T. Lennon

Title: Authorized Signatory

Acknowledged and Accepted:

KEYBANK NATIONAL ASSOCIATION, as Administrative Agent

By: 

Name: Brendan Lawlor

Title: Senior Vice President

Schedule 1

**UTILX Corporation
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
WIRE DYNAMIX	2776417	10/21/03
CABLECURE and Design	1827730	03/22/94
CABLECURE	1760783	03/23/93
UTILX	1739206	12/08/92
CABLECURE	1831785	04/19/94
THE SERVICE YOU CAN'T SEE	1510416	10/25/88
FLOWCATOR	1497502	07/26/88
GUIDE DRIL	1506703	09/27/88
FLOWMOLE	1484625	04/12/88
STRATEGIC RELIABILITY ANALYSIS	2701554	03/25/03