

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		NOTICE OF GRANT OF A SECURITY INTEREST (TRADEMARKS)	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Omni Energy Services Corp.		10/27/2010	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Ableco, L.L.C., as collateral agent		
Street Address:	299 Park Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10171		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85001682	IMPACT	
Serial Number:	85001700	IMPACT	
CORRESPONDENCE DATA			
Fax Number:	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-756-2552		
Email:	marisa.davidson@srz.com		
Correspondent Name:	M. Davidson c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	22nd Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	014951.1127		
NAME OF SUBMITTER:	Marisa Davidson (014951.1127)		
Signature:	/kc for md/		

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**TRADEMARK
 REEL: 004306 FRAME: 0458**

Date:

10/28/2010

Total Attachments: 3

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NOTICE OF GRANT OF A SECURITY INTEREST (TRADEMARKS)

WHEREAS, Omni Energy Services Corp. (the "Grantor") holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated October 27, 2010 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Ableco, L.L.C., as the Collateral Agent for itself and certain other Secured Parties (as described in the Security Agreement) (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (each such term as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks (excluding any U.S. trademark application filed on the basis of an intent to use the mark, until such time as a statement of use has been filed in connection therewith, together with, among other things, the goodwill of the business symbolized by such Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

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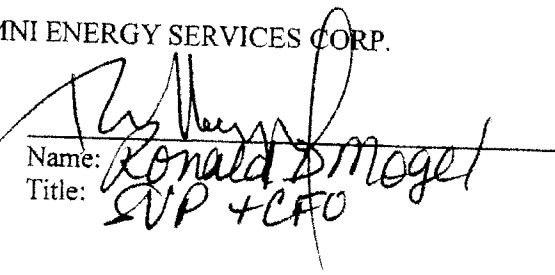
IN WITNESS WHEREOF, the Grantor has caused this Notice of Grant of a Security Interest to be duly executed by its officer thereunto duly authorized as of October 21, 2010.

OMNI ENERGY SERVICES CORP.

By:

Name:

Title:


Ronald D. Meigel
SVP + CFO

SCHEDULE A TO

NOTICE OF GRANT OF A SECURITY INTEREST (TRADEMARKS)

Grantor	Country	Trademark	Application or Registration No.	Filing Date	Registration Date
Omni Energy Services Corp.	U.S. Federal	IMPACT	85001682	3/30/2010	N/A
Omni Energy Services Corp.	U.S. Federal	IMPACT & design	85001700	3/30/2010	N/A