

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UTILX Corporation		08/07/2013	CORPORATION: DELAWARE
Willbros Group, Inc.		08/07/2013	CORPORATION: DELAWARE
Trafford Corporation		08/07/2013	CORPORATION: PENNSYLVANIA
Willbros Engineers, LLC (formerly known as Wink Companies, LLC)		08/07/2013	LIMITED LIABILITY COMPANY: LOUISIANA

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Administrative Agent
Street Address:	10 S. Dearborn, 7th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	3420027	WILLBROS
Registration Number:	3420028	W WILLBROS
Registration Number:	3550647	WINK
Registration Number:	3573136	WINK
Registration Number:	3561558	WINK
Registration Number:	3550648	
Registration Number:	3580983	WINK
Registration Number:	3278487	CABLECURE
Registration Number:	1827730	CABLECURE
Registration Number:	1831785	CABLECURE
Registration Number:	1760783	CABLECURE

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Registration Number:	3398205	CABLEWISE
Registration Number:	1484625	FLOWMOLE
Registration Number:	1739206	UTILX
Registration Number:	2122816	RENU
Serial Number:	85619741	WILLBROS INTEGRA LINK

CORRESPONDENCE DATA

Fax Number: 2124552502
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
 Phone: (212) 455-2292
 Email: ksolomon@stblaw.com
 Correspondent Name: Zara Ohiorhenuan, Esq.
 Address Line 1: Simpson Thacher & Bartlett LLP
 Address Line 2: 425 Lexington Avenue
 Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1789
NAME OF SUBMITTER:	Zara Ohiorhenuan
Signature:	/zo/
Date:	10/29/2013

Total Attachments: 6
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GRANT OF
SECURITY INTEREST IN TRADEMARK RIGHTS

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of August 7, 2013 is made by UTILX Corporation, a Delaware corporation, with an address at 22820 Russell Road, Kent, WA, 98032, Willbros Group, Inc., a Delaware corporation, with an address at 4400 Post Oak Parkway, Suite 1000, Houston, TX, 77027, Trafford Corporation, a Pennsylvania corporation, with an address at 350 Presto-Sygan Road, Bridgeville, PA, 15017, and Willbros Engineers, LLC (formerly known as Wink Companies, LLC), a Louisiana limited liability company, with an address at 8641 United Plaza Blvd., Suite 204, Baton Rouge, LA 70809 (collectively, the "Grantors") in favor of JPMORGAN CHASE BANK, N.A., a national banking association with an address at 10 South Dearborn St, Floor 7, Chicago, IL 60603, as Administrative Agent (in such capacity, the "Administrative Agent") for the several banks and other financial institutions (the "Lenders") from time to time parties to the Credit Agreement, dated as of August 7, 2013 (as further amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Borrower, the Grantors, the Lenders, the Administrative Agent and the other agents party thereto.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make extensions of credit to the Grantors upon the terms and subject to the conditions set forth therein;

WHEREAS, in connection with the Credit Agreement, the Grantors and certain subsidiaries of the Grantors have executed and delivered a Security Agreement, dated as of August 7, 2013 (as amended and restated from time to time, the "Security Agreement"), in favor of the Administrative Agent for the benefit of the Secured Parties;

WHEREAS, pursuant to the Security Agreement, the Grantors have pledged and granted to the Administrative Agent for the benefit of the Secured Parties, a continuing security interest in all Intellectual Property, including the Trademarks and Trademark Licenses; and

WHEREAS, the Grantors have duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make extensions of credit to the Grantors pursuant to the Credit Agreement, the Grantors agree, for the benefit of the Administrative Agent and the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Security Agreement or Credit Agreement.

SECTION 2. Grant of Security Interest. The Grantors hereby grant to the Administrative Agent, on behalf and for the benefit of the Secured Parties, and to secure the

prompt and complete payment and performance of all of Grantors' Obligations, a security interest in all of their right, title and interest in, to and under the Grantors' Trademarks and Trademark Licenses (including, without limitation, those items listed on Schedule A hereto).

SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Administrative Agent for the benefit of the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Administrative Agent and the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Grantors do hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent and the Lenders with respect to the security interest in the Trademarks and Trademark Licenses granted hereby are more fully set forth in the Credit Agreement and the Security Agreement, the terms and provisions of which (including, without limitation, the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 5. Intercreditor Agreement. Notwithstanding anything herein to the contrary, the lien and security interest granted pursuant to this Agreement and the exercise of any right or remedy hereunder are subject to the provisions of the Intercreditor Agreement, dated as of August 7, 2013 (as amended, supplemented or otherwise modified from time to time, the "Intercreditor Agreement"), among Bank of America, N.A. as Agent for the ABL Secured Parties, JPMorgan Chase Bank, N.A. as Term Loan Agent for the Term Loan Secured Parties, and each of the Grantors (as defined therein) party thereto. In the event of any conflict between the terms of the Intercreditor Agreement and this Agreement, the terms of the Intercreditor Agreement shall govern and control.

SECTION 6. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

WILLBROS GROUP, INC., a Delaware Corporation

TRAFFORD CORPORATION, a Pennsylvania Corporation

UTILX CORPORATION, a Delaware Corporation

WILLBROS ENGINEERS, LLC (f/k/a/ WINK COMPANIES, LLC), a Louisiana Limited Liability Company

By: _____



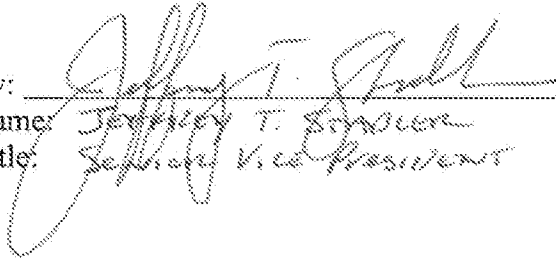
Name: Richard W. Russler

Title: Treasurer of each of the above-listed entities

[Signature Page to the Grant of Security Interest in Trademark Rights]

TRADEMARK
REEL: 005141 FRAME: 0226

JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: 
Name: Jeffrey T. Schuler
Title: Senior Vice President

{Signature Page to the Grant of Security Interest in Trademark Rights}

SCHEDULE A

U.S. Trademark Registrations and Applications

Applicant or Registrant	Mark	Application or Registration No.
Willbros Group, Inc.	WILLBROS	3,420,027
Willbros Group, Inc.	W WILLBROS AND DESIGN	3,420,028
Willbros Engineers, LLC, formerly known as Wink Companies, LLC	WINK	3,550,647
Willbros Engineers, LLC, formerly known as Wink Companies, LLC	WINK AND DESIGN	3,573,136
Willbros Engineers, LLC, formerly known as Wink Companies, LLC	WINK AND DESIGN	3,561,558
Willbros Engineers, LLC, formerly known as Wink Companies, LLC	DESIGN ONLY	3,550,648
Willbros Engineers, LLC, formerly known as Wink Companies, LLC	WINK AND DESIGN	3,580,983
UTILX Corporation	CABLECURE	3278487
UTILX Corporation	CABLECURE AND Design	1827730
UTILX Corporation	CABLECURE	1831785
UTILX Corporation	CABLECURE	1760783
UTILX Corporation	CABLEWISE	3398205

UTILX Corporation	FLOWMOLE	1484625
UTILX Corporation	UTILX	1739206
Trafford Corporation	RENU	2122816
Willbros Group, Inc.	WILLBROS INTEGRA LINK	85/619,741

Trademark Licenses

(1) Trademark License Agreement effective as of June 1, 2012, between Dow Corning Corporation and UtilX Corporation.