

3-25-02

05-23-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

National Bank of Canada
401 E. Pratt Street
Baltimore, MD 21202

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State
- Other Canadian Chartered Bank

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)

Name: PNC Bank, National Association
Internal
Address: One PNC Plaza
Street Address: 249 Fifth Avenue
City: Pittsburgh State: PA Zip: 15222

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____

Other National Banking Association

if assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: 1/15/02

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/748,121,
75/748,106, 75/748,108,
75,729,254

B. Trademark Registration No.(s) 2,257,367,
2,436,421, 2,434,720,

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Vivian L. Polak

Internal Address: _____

Street Address: LeBoeuf, Lamb, Greene &
MacRae, L.L.P.
125 West 55th Street

City: New York State: N.Y. Zip: 10019

6. Total number of applications and registrations involved: _____

27

7. Total fee (37 CFR 3.41).....\$ 690.00

- Enclosed
- Authorized to be charged to deposit account

690E

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Vivian L. Polak

Signature

3/22/02
Date

6

04/11/2002 DBYRNE

01 FC:481
02 FC:482

46.00 OF
650.00 OF
Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002472 FRAME: 0841

Trademark Applications

75/748,103	75/777,339
75/748,110	75/777,337
75/748,102	75/777,336
75/748,101	75/777,338
75/748,100	75/777,340
75/748,111	75/729,252
75,748,105	
75/748,107	
75,748,104	

Trademark Registrations

2,430,921
2,124,458
2,145,529
2,220,635
1,950,809

Assignment and Acceptance

Reference is made to the (i) Trademark Security Agreement, dated as of March 23, 2000, by and between GSE Systems, Inc. and National Bank of Canada (the "Assignor") and recorded in the U.S. Patent and Trademark Office at Reel 002064 Frame 0293 and (ii) Trademark Security Agreement, dated as of August 31, 2001, by and between GSE Systems, Inc. and the Assignor and recorded in the U.S. Patent and Trademark Office at Reel 002372 Frame 0640 (together, the "Security Agreements").

The Assignor and PNC Bank, National Association (the "Assignee"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, hereby agree as follows:

1. The Assignor hereby sells and assigns, without recourse, to the Assignee, and the Assignee hereby purchases from the Assignor and assumes, as of the Effective Date (as defined below), all the Assignor's rights and obligations under the Security Agreements, including all interest in and to the collateral granted pursuant to the Security Agreements (which collateral includes the property listed on Exhibit A hereto).

2. The Assignee and the Assignor agree that the liability of each of them under this Assignment and Acceptance and any other agreement, document, certificate or instrument delivered by either pursuant hereto shall be limited as provided in the Asset Purchase Agreement, dated as of November 15, 2001, between the Assignor, National Canada Finance LLC and the Assignee.


3. The effective date of this Assignment and Acceptance shall be January 15, 2002 (the "Effective Date").

4. This Assignment and Acceptance shall be governed by and construed in accordance with the laws of the State of New York.

5. This Assignment and Acceptance may be executed in any number of counterparts, each of which shall be deemed an original and which together shall constitute one instrument.

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as
Assignor

By: 
Name: _____ LORIANN CURNYN
Title: _____ GROUP VICE PRESIDENT

PNC BANK, NATIONAL ASSOCIATION, as
Assignee

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Acceptance to be executed and delivered as of January 15, 2002.

NATIONAL BANK OF CANADA, as
Assignor

By: _____
Name: _____
Title: _____

PNC BANK, NATIONAL ASSOCIATION, as
Assignee


By: 
Name: PETER W. THOMPSON
Title: SENIOR VICE PRESIDENT

EXHIBIT A

Schedule Of Trademarks

Trademark Security Agreement, dated as of August 31, 2001

Trademark	Number	Date
GSE Systems and Design	2257367	1999
D/3	2436421	2001
D/3 DCS	2434720	2001
Total Vision	2430921	2001

Trademark Security Agreement, dated as of March 23, 2000

Trademark	Number	Date
GSE Systems	Reg. No. 2,124,458	Dec. 23, 1997
GSE Systems & Design	Reg. No. 2,145,529	March 17, 1998
GSE Systems	Reg. No. 2,220,635	January 26, 1999
FLEXBATCH	Reg. No. 1,950,809	January 23, 1999
VirtualPlant	App. No. 75/729254	1999
BatchCad	App. No. 75/748121	1999
Clamp	App. No. 75/748106	1999
D/3	App. No. 75/748108	1999
D/3 Architect	App. No. 75/748103	1999
D/3 Report Writer (Stylized)	App. No. 75/748110	1999
D/3 Dataserver (Stylized)	App. No. 75/748102	1999
D/3 DCS	App. No. 75/748101	1999
GElectric+ and Design	App. No. 75/777339	Aug. 1999
GLogic+ and Design	App. No. 75/777337	Aug. 1999
GFlow+ and Design	App. No. 75/777336	Aug. 1999
GControl+ and Design	App. No. 75/777338	Aug. 1999
GPower+ and Design	App. No. 75/777340	Aug. 1999
4D Discover Define Develop Do	App. No. 75/748100	1999
4D and Design	App. No. 75/748111	1999
SABL	App. No. 75/748105	1999
d/3 Trendr	App. No. 75/748107	1999
Facets GSE Systems Service & Support	App. No. 75/729252	1999
Total Vision	App. No. 75/748104	1999