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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 3-25-02
[ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[ ] Corporation-State
[X] Other Canadian Chartered Bank

Additional name(s) of conveying party(ies) attached? [ ] Yes [X] 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
[X] 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:

[X] 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)

B. Trademark Registration No.(s) 1,671,660

Additional number(s) attached [ ] Yes [X] 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: 1

7. Total fee (37 CFR 3.41) \$ 40.00

[X] Enclosed
[ ] Authorized to be charged to deposit account

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
Name of Person Signing

[Signature]

Signature

3/22/02
Date

Total number of pages including cover sheet, attachments, and document:

04/11/2002 DRYRNE 00000114 1671660 40.00

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 002481 FRAME: 0691

## **Assignment and Acceptance**

Reference is made to (i) the Patent Security Agreement, dated as of March 23, 2000, by and between GSE Power Systems, Inc. and National Bank of Canada (the "Assignor") and recorded in the U.S. Patent and Trademark Office at Reel 010731 Frame 0484 and (ii) the Trademark Security Agreement, dated as of March 23, 2000, by and between GSE Power Systems, Inc. and the Assignor and recorded in the U.S. Patent and Trademark Office at Reel 002062 Frame 0818 (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: *Loriann Curkyn*  
Name: LORIANN CURKYN  
Title: GROUP VICE PRESIDENT

PNC BANK, NATIONAL ASSOCIATION, as  
Assignee

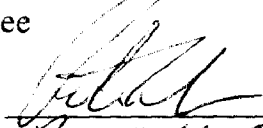
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

## Patents

Patent Name	Number	Date	Inventor
System and a Method to Visually Simulate Subsystems in a Fossil Fuel Power Plant Simulator	Patent No. 4,568,288	Feb. 4, 1986	Michael W. Patterson

## Trademarks

Trademark	Federal Or State Registration	Number	Date
REACT	U.S.P.T.O.	Reg. No 1,671,660	Jan. 14, 1992