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To The Honorable Commissioner of

102345352

original documents or copy thereof.

1. Name of conveying party(ies):
Gilbert Commonwealth, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: **Delaware**
 Other:
Additional name(s) of conveying party(ies)
attached? YES NO

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: January 15, 2003

2. Name and address of receiving party(ies):
Name: **Parsons Energy & Chemicals Group, Inc.**
Internal Address:
Street Address: **2675 Morgantown Road**
City: **Reading**
State: **Pennsylvania** ZIP: **19607**
 Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: **Delaware**
 Other:
If assignee is not domiciled in the United States, a domestic representative designation is attached: YES NO
(Designation must be a separate document from Assignment)
Additional name(s) & address attached? YES NO

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) | B. Trademark registration No.(s) **1,775,026**
Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning documents should be mailed:
Name: **Denise I. Mroz**
Internal Address:
WOODCOCK WASHBURN LLP
One Liberty Place - 46th Floor
Street Address: **1650 Market Street**
City: **Philadelphia** State: **Pennsylvania**
ZIP: **19103-7301**

6. Total number of applications and registrations involved:
1

7. Total fee (37 CFR 3.41):.....\$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 23-3050
(Attach duplicate copy of this page if paying by deposit account)

OFFICE OF INFORMATION RECORDS
JAN 16 AM 7:33
FINANCE SECTION

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.

Denise I. Mroz, Esq. *Denise I. Mroz* January 16, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 2

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project. (0651-0011).

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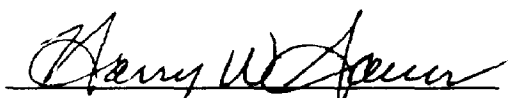
NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, Gilbert Commonwealth, Inc., a Delaware corporation, located at P.O. Box 1498, Reading, Pennsylvania 19603 ("Gilbert") has adopted, used, and owns the trademark **ENCOMPASS®**, as identified in U.S. Registration No. 1,775,026 (hereinafter referred to as "the Mark"); and

WHEREAS, Parsons Energy & Chemicals Group Inc., a Delaware corporation, with a place of business at 2675 Morgantown Road, Reading, Pennsylvania 19607 ("PECG"), is desirous of acquiring the Mark, and registration thereof, together with the appurtenant good will;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, effective as of January 1, 2003, Gilbert does hereby assign to PECG all right, title, and interest in and to the Mark and the registration thereof, together with the good will of the business symbolized by the Mark.

Gilbert Commonwealth, Inc.



Name: Harry W. Sauer
Title: Senior Vice President

Date: 01/15/03

Parsons Energy & Chemicals Group, Inc.



Name: Robert H. Gould
Title: Vice President

Date: January 15, 2003