

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GSE POWER SYSTEMS, INC.		03/31/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Wachovia Bank N.A.
Street Address:	7 St. Paul Street
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21202
Entity Type:	National Association (Banking):

PROPERTY NUMBERS Total: 5		
Property Type	Number	Word Mark
Registration Number:	1950809	FLEXBATCH
Registration Number:	2723506	OPENSIM
Registration Number:	1671660	REACT
Registration Number:	2709265	THOR
Serial Number:	76520125	POWERPEAK

CORRESPONDENCE DATA	
Fax Number:	(404)962-6771
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	404-885-3539
Email:	trademarks@troutmansanders.com
Correspondent Name:	Segeda T. Ranjeet
Address Line 1:	600 Peachtree Street, N.E., Suite 5200
Address Line 2:	Bank of America Plaza
Address Line 4:	Atlanta, GEORGIA 30308-2216

ATTORNEY DOCKET NUMBER:	12845.138 (WACHOVIA/GSE)
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NAME OF SUBMITTER:	Segeda T. Ranjeet, Esq.
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OP \$140.00 1950809

Total Attachments: 4

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**CONDITIONAL ASSIGNMENT AND GRANT OF SECURITY INTEREST IN  
PATENTS AND TRADEMARKS**

**WHEREAS**, GSE POWER SYSTEMS, INC., a corporation organized under the laws of the State of Delaware. (collectively, "Pledgor") is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "Trademarks") and is the owner of the patents listed on Schedule B attached hereto, which patents are registered or have pending applications in the United States Patent and Trademark Office as set forth on Schedule B attached hereto (all such patents, registrations and applications, collectively, the "Patents"); and

**WHEREAS**, the Pledgor, among others, has entered into a Financing and Security Agreement dated as of August 13, 2003, as modified by a First Amendment to Financing and Security Agreement dated as of March 30, 2004 (as amended, modified, restated or supplemented from time to time, collectively, the "Financing Agreement"), in which Pledgor has agreed with Wachovia Bank, National Association ("Lender"), with offices at 7 St. Paul Street, Baltimore, Maryland 21202, to execute this Conditional Assignment;

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Obligations (as defined in the Financing Agreement), Pledgor does hereby assign and grant to Lender (as defined in the Security Agreement), for the ratable benefit of Lender, a security interest in all of its right, title and interest in and to the Trademarks and the Patents, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks and the Patents. This Conditional Assignment has been given in conjunction with the assignment and security interest granted to Lender under the Financing Agreement, and the provisions of this Conditional Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

[Signature on Following Page]

GSE POWER SYSTEMS, INC.

By:  \_\_\_\_\_

Name: Chin-Cher Jerry Jen

Title: President

**Schedule A**  
**Patents – GSE POWER SYSTEMS, INC.**

<b>No.</b>	<b>Title</b>	<b>Reg./App. No.</b>	<b>Status</b>
1.	System And A Method To Visually Simulate Subsystems In A Fossil Fuel Power Plant Simulator	4568288	Issued
2.	Not Available	4120028	Issued

**Schedule B**  
**Trademarks – GSE POWER SYSTEMS, INC.**

<b>No.</b>	<b>Mark</b>	<b>Reg./App. No.</b>	<b>Status</b>
1.	FLEXBATCH	1950809	Registered
2.	OPENSIM	2723506	Registered
3.	REACT	1671660	Registered
4.	THOR	2709265	Registered
5.	POWERPEAK	76/520125	Pending
6.	S3 TECHNOLOGIES	1764109	Cancelled
7.	S3 TECHNOLOGIES	177497	Cancelled