

## 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
GSE 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: 22

Property Type	Number	Word Mark
Registration Number:	2438097	CLAMP
Registration Number:	2436421	D/3
Registration Number:	2445702	D/3 ARCHITECT
Registration Number:	2440115	D/3 DATASERVER
Registration Number:	2434720	D/3 DCS
Registration Number:	2803881	D/3 MANAGER
Registration Number:	2450565	D/3 REPORT WRITER
Registration Number:	2438098	D/3 TRENDR
Registration Number:	2784856	ESMART
Registration Number:	2472790	FACETS GSE SYSTEMS SERVICE & SUPPORT
Registration Number:	1950809	FLEXBATCH
Registration Number:	2789627	GAARDS
Registration Number:	2220635	GSE SYSTEMS
Registration Number:	2124458	GSE SYSTEMS
Registration Number:	2257367	GSE SYSTEMS

TRADEMARK

REEL: 002844 FRAME: 0166

900007823

OP \$565.00 2438097

Registration Number:	2145529	GSE SYSTEMS
Registration Number:	2438096	SABL
Registration Number:	2777658	SIMSUITE PRO
Registration Number:	2776533	SMARTTUTOR
Registration Number:	2472791	STRATA
Registration Number:	2430921	TOTALVISION
Serial Number:	76315027	JADE

#### CORRESPONDENCE DATA

Fax Number: (404)962-6771

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

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

NAME OF SUBMITTER:

Segeda T. Ranjeet, Esq.

Total Attachments: 4

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

**WHEREAS**, GSE SYSTEMS, INC., a corporation organized under the laws of the State of Delaware ("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 SYSTEMS, INC.

By: Jeffery G. Hough

Name: JEFFERY G. HOUGH

Title: SR VICE PRESIDENT

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

<b>No.</b>	<b><u>Title</u></b>	<b><u>Reg./App. No.</u></b>	<b><u>Status</u></b>
1.	Real Time Analysis Of Light Water Core Neutronics	5225147	Issued
2.	Real-Time Analysis Of Power Plant Thermohydraulic Phenomena	5619433	Issued
3.	Computer Implemented Process And Computer Architecture For Performance Analysis	5726914	Issued
4.	Computer Implemented Object Oriented Visualization System And Method	5917730	Issued

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

<b>No.</b>	<b>Mark</b>	<b>Reg./App. No.</b>	<b>Status</b>
1.	CLAMP	2438097	Registered
2.	D/3	2436421	Registered
3.	D/3 ARCHITECT Stylized	2445702	Registered
4.	D/3 DATASERVER Stylized	2440115	Registered
5.	D/3 DCS	2434720	Registered
6.	D/3 MANAGER Stylized	2803881	Registered
7.	D/3 REPORT WRITER Stylized	2450565	Registered
8.	D/3 TRENDR	2438098	Registered
9.	ESMART	2784856	Registered
10.	FACETS GSE SYSTEMS SERVICE & SUPPORT & Design	2472790	Registered
11.	FLEXBATCH	1950809	Registered
12.	GAARDS	2789627	Registered
13.	GSE SYSTEMS	2220635	Registered
14.	GSE SYSTEMS	2124458	Registered
15.	GSE SYSTEMS & Design	2257367	Registered
16.	GSE SYSTEMS & Design	2145529	Registered
17.	SABL	2438096	Registered
18.	SIMSUITE PRO	2777658	Registered
19.	SMARTTUTOR	2776533	Registered
20.	STRATA	2472791	Registered
21.	TOTALVISION	2430921	Registered
22.	JADE	76/315027	Pending
23.	4D & Design	75/748111	Abandoned
24.	4D DISCOVER DEFINE DEVELOP DO & Design	75/748100	Abandoned
25.	BATCHCAD Stylized	75/748121	Abandoned
26.	GCONTROL+	75/777338	Abandoned
27.	GELECTRIC+	75/777339	Abandoned
28.	GFLOW+	75/777336	Abandoned
29.	GLOGIC+	75/777337	Abandoned
30.	GPOWER+	75/777340	Abandoned