

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Noresco, LLC		10/08/2001	LTD LIAB JT ST CO: DELAWARE

RECEIVING PARTY DATA	
Name:	EQT IP Ventures, LLC
Street Address:	101 Convention Center Boulevard
City:	Las Vegas
State/Country:	NEVADA
Postal Code:	89109
Entity Type:	LTD LIAB JT ST CO: DELAWARE

PROPERTY NUMBERS Total: 9		
Property Type	Number	Word Mark
Registration Number:	1838233	
Registration Number:	1801283	NORESCO
Registration Number:	2783965	NORESCO
Registration Number:	2410236	NORESCO
Registration Number:	2790684	NORESCO
Registration Number:	2794094	NORESCO AN EQUITABLE RESOURCES COMPANY
Registration Number:	2410235	NORESCO YOUR ENERGY SOLUTIONS PARTNER.
Registration Number:	2790685	O
Serial Number:	75748886	YOUR ENERGY SAVINGS PARTNER

CORRESPONDENCE DATA	
Fax Number:	(412)471-4094
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	4124718815
Email:	webblaw@webblaw.com
Correspondent Name:	Richard L. Byrne

OP \$240.00 1838233

Address Line 1: 700 Koppers Building, 436 Seventh Avenue
Address Line 2: Webb Ziesenheim Logsdon Orkin Hanson
Address Line 4: Pittsburgh, PENNSYLVANIA 15219-1818

ATTORNEY DOCKET NUMBER:

2183-960471

NAME OF SUBMITTER:

Richard L. Byrne

Total Attachments: 5
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ASSIGNMENT AGREEMENT

BY AND BETWEEN

NORESCO, LLC

AND

EQT IP VENTURES, LLC

This ASSIGNMENT AGREEMENT (this "Agreement") is made and entered into as of this 8th day of October, 2001, effective 11:00AM EST, between NORESCO, LLC, a Delaware limited liability company having an office at 1 Research Drive, Suite 400C, Westborough, MA 01581 ("Assignor"), and EQT IP VENTURES, LLC, a Delaware limited liability company having an office at 101 Convention Center Boulevard, Las Vegas, Nevada 89109 ("Assignee").

BACKGROUND

Assignee is a trademark/ service mark / trade name holding company organized under the applicable laws of Delaware. Assignor owns all Class A, Class B, Class C, and Class D Membership Interests of Assignee, constituting One Hundred Percent (100%) of the issued and outstanding Membership Interests of Assignee. Assignor owns certain trademarks, service marks, trade names, trademark / service mark registrations and pending applications and common law trademarks, service marks, and trade names particularly identified on Schedule 1 hereto (the "Marks"). Assignor desires to contribute to Assignee all of Assignor's ownership, right, title and interest in and to the Marks, and the goodwill associated therewith.

Assignee desires to accept such contribution from Assignor.

TRADEMARK

REEL: 002880 FRAME: 0952

AGREEMENT

In consideration of the mutual promises and covenants made herein and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto, intending to be legally bound hereby, agree as follows:

(A) Assignor hereby assigns, transfers and conveys to Assignee all of Assignor's ownership, right, title and interest in and to the Marks as described on Schedule 1 attached hereto and the goodwill associated therewith;

(B) Assignee hereby accepts the assignment described in Paragraph A and assumes all liabilities and obligations in connection with such assignment;

(C) Assignor hereby agrees to take whatever further action is deemed necessary or appropriate by Assignee to properly and completely effectuate the transfer of the Marks to Assignee and to establish full custody of such Marks by Assignee. The parties acknowledge the possible need or appropriateness in certain registration offices for separate assignments relating solely to the specific Marks on record in such registration offices. Accordingly, without limitation, Assignor agrees to execute documents provided by Assignee to effect the terms of this agreement; and

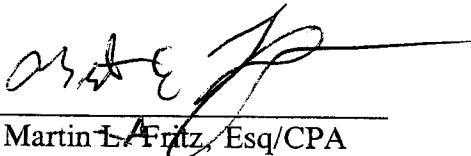
(D) This Agreement shall be governed by the internal laws of the State of Nevada, without reference to its conflicts of laws principles.

EXECUTION

The parties hereto have caused this Agreement to be duly executed as of the date first written above.


[SEAL]

Attest:



Name: Martin L. Fritz, Esq/CPA
Title: Deputy General Counsel

NORESCO, LLC

By: 
Name: Joseph E. O'Brien
Title: President

[SEAL]

Attest:



Name: Jean F. Marks
Title: Assistant Secretary
EQT IP Ventures, LLC

EQT IP Ventures, LLC

By: 
Name: Monte L. Miller
Title: Treasurer

**SCHEDULE 1
TO ASSIGNMENT AGREEMENT**

BY AND BETWEEN

NORESCO, LLC

AND

EQT IP VENTURES, LLC

U.S. REGISTERED MARKS

<u>Mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
NORESCO	1,801,283	10/26/93
NORESCO AND DESIGN	2,410,236	12/5/00
NORESCO, YOUR ENERGY SOLUTIONS PARTNER AND DESIGN	2,410,235	12/5/00
MISCELLANEOUS DESIGN (Any rights not abandoned)	1,838,233	5/31/94

SCHEDULE 1 (Continued)

U.S. PENDING MARKS

<u>Mark</u>	<u>Application Number</u>	<u>Filing Date</u>	<u>Registration Number</u>
YOUR ENERGY SAVINGS PARTNER (any rights not abandoned)	75/748,886	7/13/99	
NORESCO	76/453,723	9/30/02	2,783,965
NORESCO AND DESIGN	76/453,717	9/30/02	2,790,684
NORESCO, AN EQUITABLE RESOURCES COMPANY AND DESIGN	76/453,849	9/30/02	2,794,094
O DESIGN	76/453,724	9/30/02	2,790,685

U.S. COMMON LAW TRADEMARKS / SERVICE MARKS / TRADE NAMES

Description

NORESCO
 Northeast Energy Services Company
 Independent Energy Corporation
 IEC
 ERI Services
 ERIS
 Energy Infrastructure
 EI