

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------------|----------|----------------|----------------------------|
| Energy Infrastructure, LLC | | 12/28/2005 | LIMITED LIABILITY COMPANY: |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------------|
| Name: | Noresco, LLC |
| Street Address: | 1 Research Drive, Suite 400C |
| City: | Westborough |
| State/Country: | MASSACHUSETTS |
| Postal Code: | 01581 |
| Entity Type: | LIMITED LIABILITY COMPANY: |

PROPERTY NUMBERS Total: 8

| Property Type | Number | Word Mark |
|----------------------|----------|--|
| Registration Number: | 1801283 | NORESKO |
| Registration Number: | 2790684 | NORESKO |
| Registration Number: | 2790685 | O |
| Registration Number: | 2410235 | NORESKO YOUR ENERGY SOLUTIONS PARTNER. |
| Registration Number: | 2410236 | NORESKO |
| Serial Number: | 78427875 | ENTELICHOICE |
| Registration Number: | 2783965 | NORESKO |
| Registration Number: | 1838233 | |

CORRESPONDENCE DATA

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

OP \$215.00 1801283

Address Line 1: 700 Koppers Building; 436 Seventh Avenue
Address Line 4: Pittsburgh, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:

2183-960471

NAME OF SUBMITTER:

Richard L. Byrne, 28,498 (2183-960471)

Signature:

/richard l. byrne/

Date:

12/29/2005

Total Attachments: 2
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TRADEMARK ASSIGNMENT (III)

WHEREAS, ENERGY INFRASTRUCTURE, LLC, a Delaware limited liability company, located at 225 North Shore Drive, Pittsburgh, Pennsylvania 15212-5861 (hereinafter "ASSIGNOR"), has adopted, used, is using and is the owner, by assignment, of the following service marks and application for registration or federal registrations on the Principal Register of the United States Patent and Trademark Office for the services identified therein (hereinafter "the marks"):

| <u>Mark</u> | <u>Registration/ Application No.</u> | <u>Registration/ Filing Date</u> |
|--|--|--------------------------------------|
| NORESCO | 1,801,283 | 10/26/1993 |
| NORESCO and Design | 2,790,684 | 12/09/2003 |
| O Design | 2,790,685 | 12/09/2003 |
| NORESCO, YOUR ENERGY SOLUTIONS PARTNER and Design | 2,410,235 | 12/05/2000 |
| NORESCO and Design | 2,410,236 | 12/05/2000 |
| ENTELLICHOICE | 78/427,875 | 06/01/2004 |
| NORESCO | 2,783,965 | 11/18/2003 |
| Miscellaneous Design | 1,838,233 | 05/31/1994 |

WHEREAS, NORESCO, LLC, a Delaware limited liability company, having a place of business at 1 Research Drive, Suite 400C, Westborough, Massachusetts 01581 (hereinafter "ASSIGNEE"), is desirous of acquiring the marks, and the application and registrations thereof;

NOW, THEREFORE, for good and valuable consideration, ASSIGNOR does hereby assign unto said ASSIGNEE, all right, right, title and interest in and to the marks and the

application and registrations, together with the ASSIGNOR's business associated with the marks and the goodwill of the ASSIGNOR's business symbolized by the marks.

The assignment is executed this 28th day of December, 2005.

ASSIGNOR
ENERGY INFRASTRUCTURE, LLC

By: Neil Petchers
Name: Neil Petchers
Title: Sr. Vice President

STATE OF Connecticut :
 : ss: Shelton
COUNTY OF Fairfield :

Before me, a Notary Public in and for said County and State, personally appeared Neil Petchers who acknowledged that he is the person who executed the foregoing assignment and acknowledged it to be his free and voluntary act and deed.

Witness my hand and notarial seal this 28th day of December, 2005.

Patricia Cratty Palanzo
Notary Public

(Notarial Seal)

PATRICIA CRATTY PALANZO
NOTARY PUBLIC
STATE OF CONNECTICUT
MY COMM. EXPIRES AUG. 31, 2010