

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Agreement and Plan of Reorganization and Corporation Separation
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Metron, Inc.		11/15/2002	CORPORATION: VIRGINIA

RECEIVING PARTY DATA	
Name:	The TerrAlign Group, Inc.
Street Address:	11911 Freedom Drive
Internal Address:	Suite 800
City:	Reston
State/Country:	VIRGINIA
Postal Code:	20190-5602
Entity Type:	CORPORATION: VIRGINIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2624693	TERRALIGN

CORRESPONDENCE DATA	
Fax Number:	(202)371-2540
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(202) 371-2600
Email:	jshirk@skgf.com
Correspondent Name:	Sterne, Kessler, Goldstein & Fox P.L.L.C
Address Line 1:	1100 New York Avenue, N.W.
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Tracy-Gene G. Durkin
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Total Attachments: 3 source=20580010000tif1#page1.tif source=20580010000tif2#page1.tif source=20580010000tif3#page1.tif

OP \$40.00 2624693

Exhibit B
Agreement and Plan of Reorganization
and Corporation Separation of The TerrAlign Group, Inc.

AGREEMENT, made this 15th day of November 2002 between Metron, Inc., a Virginia corporation, and The TerrAlign Group, Inc., a Virginia corporation.

WHEREAS, Metron, Inc. owns all the stock of The TerrAlign Group, Inc.; and

WHEREAS, it is the desire of Metron, Inc. to separate the business of The TerrAlign Group, Inc. from the business of Metron, Inc.;

NOW THEREFORE, in consideration of the mutual covenants herein set forth, the parties agree as follows:

1. Transfer of Properties and Assumption of Liabilities

Metron, Inc. will, assign, transfer and deliver to The TerrAlign Group, Inc. all the properties, assets, goodwill and business of every kind and description both real and personal, tangible and intangible of said The TerrAlign Group, Inc. As of 31 December 2002, Metron, Inc. will convert any liability owed to it by The TerrAlign Group, Inc. into equity.

2. Distribution of The TerrAlign Group, Inc. Stock

It is contemplated that on or around 1 January 2003, Metron, Inc. will distribute all its stock in The TerrAlign Group, Inc., which shall constitute all such stock outstanding, to the holders of Metron, Inc. common stock. Each holder of Metron, Inc. common stock will receive one share of The TerrAlign Group, Inc. common stock for each share of Metron, Inc. common stock held provided the shareholder has signed The TerrAlign Group, Inc. Stockholders Agreement dated 1 January 2003.

3. Conditions

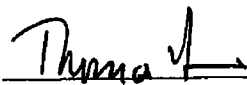
The obligations of Metron, Inc. and The TerrAlign Group, Inc. set forth in Sections 1 and 2 hereof are conditioned upon the receipt of a ruling by the Internal Revenue Service that the transactions described therein will constitute a tax-free corporate separation under §355 of the Internal Revenue Code, as amended; or a letter of counsel advising the shareholders of Metron that the transactions described therein will constitute a tax-free corporate separation under §355 of the Internal Revenue Code.

4. Closing

The closing shall take place at Reston, Virginia, on 1 January 2003 or, within 30 days after the receipt of the ruling described in Section 3 hereof.

5. Miscellaneous

This Agreement constitutes the entire agreement and understanding between the parties and supersedes all prior agreements and understandings related hereto. This Agreement shall be governed by the laws of the State of Virginia.



Thomas L. Corwin
President, Metron, Inc.


James A. Brown, III
President, The TerrAlign Group, Inc.



Metron, Inc.

11911 Freedom Drive
Suite 800
Reston, Virginia 20190-5602
(703) 787-8700
(703) 787-3518 FAX
www.metsci.com

Scientific Consultants

**Resolution of the
Metron Board of Directors
15 November 2002**

Resolution Approving Spin-off of The TerrAlign Group, Inc.

RESOLVED, that in the judgment of this Board of Directors it is desirable for business reasons to separate the businesses of Metron, Inc. and The TerrAlign Group, Inc.; and further

RESOLVED, that such separation be effected by transferring the The TerrAlign Group, Inc. assets and related liabilities to The TerrAlign Group, Inc. and by immediately thereafter delivering the stock of said The TerrAlign Group, Inc. to the holders of the common stock of Metron, Inc.; and further

RESOLVED, that the form, terms, and provisions of the proposed Agreement and Plan of Reorganization and Corporate Separation between this Corporation and The TerrAlign Group, Inc. be, and the same hereby are, in all respects approved and ratified substantially in the form set forth in Exhibit B hereto; and further

RESOLVED, that the Officers of the Corporation and the TerrAlign Group, Inc. be, and they hereby are, authorized and directed to execute and deliver the Agreement in the name of the Corporation substantially in the form contained in Exhibit B, with such changes or additions to any of the terms and provisions thereof, or exhibits thereto, as the Officer or Officers executing the same shall approve; and further

RESOLVED, that the Officers of the Corporation and the TerrAlign Group, Inc. be, and they hereby are, authorized, empowered, and directed to do and perform all such further acts and things, to execute and deliver in the name of the Corporation, and where necessary or appropriate, to file with the appropriate governmental authorities, all such further certificates, instruments, or other documents, as in their judgment shall be necessary or advisable in order to effectuate the Agreement, the intent and purposes of the foregoing resolutions, and any or all of the transactions contemplated therein.

[Exhibit B – Agreement and Plan of Reorganization and Corporation Separation of The TerrAlign Group, Inc.]



Metron, Inc.



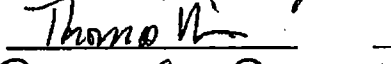
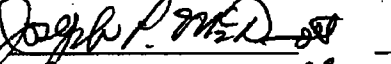

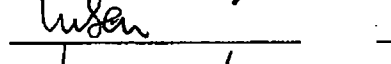
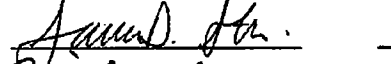

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**Resolution of the
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15 November 2002**

Resolution Approving Spin-off of The TerrAlign Group, Inc.

Vote:

Board Member	For	Against
James A. Brown, III		_____
Samuel J. Brown, Jr.		_____
Thomas L. Corwin		_____
Joseph P. McDermott		_____
Thomas L. Mifflin		_____
William K. Stevens		_____
Lawrence D. Stone		_____
Michael C. Wambsganss		_____