FORM PTO-1595 (Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

01-30-2001

101597991

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings ⇨ ⇨ ⇨ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): 1.18.01

Aerojet-General Corporation

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

2. Name and address of receiving party(ies)

Name: Bankers Trust Company, as agent

Internal Address:

Street Address: 130 Liberty St.

City: New York State: NY ZIP: 10006

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☐ Assignment ☐ Merger

☒ Security Agreement ☐ Change of Name

☐ Other

Execution Date: December 28, 2000

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn
33rd Floor

Street Address: 35 W. Wacker

City: Chicago State: IL ZIP: 60601

6. Total number of applications and patents involved: 75

7. Total fee (37 CFR 3.41).....$ 3,000

☒ Enclosed

☐ Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

01/29/2001 DBYRNE 00000589 5942899

01 FC:581 3000.00 OP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura Konrath
Name of Person Signing

Signature

1/10/01
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

Continuation Item 4

Schedule B
to
Aerojet-General Corporation
Patent & Trademark Assignment

Aerojet-General Corporation Patents

Registration No.	Registration Date	Patent Reference
5,942,899	8/24/99	Hyperspectral radiometric mine detector based upon sensing microwave brightness temperature and interference contrast signatures
5,873,239	2/23/99	Nuclear rocket engine incorporating a heat exchange
5,862,726	1/26/99	Method for the manufacture of a three-mirror optical system
5,837,931	11/17/98	Liquid oxidizer composition preparation
5,824,757	10/20/98	Di- (alken-l-yl) -substituted borinic acids and borinates as oxidation inhibitors for carbon composites
5,811,725	9/22/98	Hybrid rocket propellants containing azo compounds
5,807,977	9/15/98	Polymers and prepolymers from mono-substituted fluorinated oxetane monomers - subject to Omnova license
5,804,066	9/8/98	Injector for SCWO reactor
5,800,372	9/1/98	Field dressing for control of exsanguination
5,789,617	8/4/98	Neopentyl difluoroamino compounds for use in energetic formulations
5,760,378	6/2/98	Method of inductive bonding sintered compacts of heavy alloys
5,734,124	3/31/98	Liquid nitrate oxidizer compositions
5,731,260	3/24/98	Binding of sorbent in assembling solid sorption compressor cores
5,708,105	1/13/98	Di- (alken-l-yl) -substituted borinic acids and borinates as oxidation inhibitors for carbon composites
5,686,520	11/11/97	Substituted 1, 4-diphenylbutadiynes and oligomers thereof as polymer fluidizers and resins

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5,686,027	11/11/97	Process for forming carbon-carbon composite
5,669,581	9/23/97	Spin-stabilized guided projectile
5,668,251	9/16/97	Preparation of co-prepolymers from mono-substituted fluorinated monomers and tetrahydrofuran
5,668,250	9/16/97	Polyether coprepolymers formed from mono-substituted fluorinated oxetane monomers and tetrahydrofuran
5,663,289	9/2/97	Preparation and polymerization of initiators containing multiple oxetane rings: new routes to star polymers
5,655,702	8/12/97	Sacrificial bonding and forming aid for platelet assemblies
5,654,450	8/5/97	Monomers mono-substituted fluorinated oxetane – subject to Omnova license
5,650,483	7/22/97	Preparation of mono-substituted fluorinated oxetane prepolymers – subject to Omnova license
5,637,772	6/10/97	Fluorinated diamines and polymers formed therefrom
5,636,512	6/10/97	Nuclear rocket feed system incorporating an auxiliary power cycle
5,620,616	4/15/97	Plasma torch electrode
5,614,093	3/25/97	Discrete pore platelet filter manufactured by electropolishing
5,613,366	3/25/97	System and method for regulating the temperature of cryogenic liquids
5,600,088	2/4/97	Coatings for solid propellants
5,586,050	12/17/96	Remotely controllable LNG field station management system and method
5,576,375	11/19/96	Poly (phenylene-vinylene) resins from vinylethynylbenzene and diethynylbenzene
5,523,424	6/4/96	Solvent-free process for the synthesis of energetic oxetane monomers
5,491,973	2/20/96	Self-actuating control for rocket motor nozzle
5,489,700	2/6/96	3-Azidomethyl-3-nitratomethyloxetane
5,475,722	12/12/95	Nuclear thermal rocket engine and nozzle therefor

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5,468,841	11/21/95	Polymerization of energetic, cyclic ether monomers using boron trifluoride tetrahydrofuranate
5,463,019	10/31/95	Polymers and copolymers from 3-azidomethyl-3-nitratomethyloxetane
5,456,425	10/10/95	Multiple pintle nozzle propulsion control system
5,455,401	10/3/95	Plasma torch electrode, Dumais
5,452,866	9/26/95	Transpiration cooling for a vehicle with low radius leading edge
5,451,277	9/19/95	Preparing solid energetic compositions from coated particles and liquid oxidizers
5,449,235	9/12/95	Self-aligning rotor-hydrostatic bearing system
5,426,442	6/20/95	Corrugated feed horn array structure
5,420,311	5/30/95	Difluoroamino oxetanes and polymers formed therefrom for use in energetic formulations
5,419,156	5/30/95	Regenerative sorption compressor assembly
5,417,895	5/23/95	Bonding agents for HTPB-type solid propellants
5,414,555	5/9/95	Method for the manufacture of a three-mirror optical system and the optical system resulting therefrom
5,387,398	2/7/95	Supercritical water oxidation reactor with wall conduits for boundary flow control
5,371,245	12/6/94	Recovery of tocopherols from plant and animal oils
5,365,852	11/22/94	Method and apparatus for providing an explosively formed penetrator having fins
5,362,848	11/8/94	Preparation and polymerization of initiators containing multiple oxetane rings: new routes to star polymers
5,360,273	11/1/94	Hydrostatus rotor bearing having a pivoted pad
5,351,917	10/4/94	Transpiration cooling for a vehicle with low radius leading edges
5,338,383	8/16/94	Tank insulation method with cryogenic exposure
5,336,888	8/9/94	High resolution infrared scene simulator
5,331,106	7/19/94	Resource recovery system
5,327,721	7/12/94	Ejector ramjet

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5,323,708	6/28/94	Clip-lock sabot cap
5,314,550	5/24/94	Recovery of aluminum and hydrocarbon values from composite energetic compositions
5,298,751	3/29/94	Remote active vapor concentration measurement system and method thereof
5,294,796	3/15/94	Remote vapor detection system and method thereof
5,272,249	12/21/93	Difluoroamino oxetanes and polymers formed therefrom for use in energetic formulations
5,220,787	6/22/93	Scramjet injector
5,220,039	6/15/93	Energetic azide plasticizer
5,218,698	6/8/93	Garbage collection system for a symbolic digital processor
5,211,777	5/18/93	Desensitization of waste rocket propellants
5,205,119	4/27/93	Ejector ramjet
5,034,073	7/23/91	Insensitive high explosive
5,030,763	7/9/91	Preparation of ethylenediamine dinitrate with useful particle size
4,983,734	1/8/91	High-energy insensitive cyclic nitramines
4,961,654	10/9/90	Bearing assembly
4,936,091	6/26/90	Two stage rocket combustor
4,882,904	11/28/89	Two stage rocket combustor
4,869,442	9/26/89	Self-deploying airfoil
4,542,508	9/17/85	Amenable logic gate and method of testing

(75)

ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS AND PATENTS

This ASSIGNMENT, dated as of December 28, 2000, (as amended, restated, modified or supplemented from time to time, this "Assignment") is by and between the undersigned and BANKERS TRUST COMPANY, as Collateral Agent (the "Collateral Agent") for the benefit of the Secured Creditors (as defined below). All capitalized terms used but not otherwise defined herein shall have the meaning set forth in the Credit Agreement (as defined below).

W I T N E S S E T H :

WHEREAS, GenCorp Inc. (the "Borrower"), the financial institutions from time to time party thereto (the "Lenders"), and Bankers Trust Company, as Administrative Agent (together with any successor agent, the "Administrative Agent", and together with the Lenders, the "Bank Creditors"), have entered into a Credit Agreement, dated as of December 28, 2000 (as amended, modified or supplemented from time to time, the "Credit Agreement"), providing for the making of Loans to the Borrower and the issuance of, and participation in, Letters of Credit for the account of the Borrower, all as contemplated therein;

WHEREAS, the Borrower may from time to time be party to one or more (i) interest rate swap agreements, interest rate cap or floor agreements, interest rate collar agreements, interest rate futures contracts, interest rate option contracts or other similar agreements or arrangements designed to protect against the fluctuations in interest rates and/or, (ii) other types of hedging agreements from time to time (each such agreement or arrangement with an Other Creditor (as hereinafter defined), an "Interest Rate Protection Agreement or Other Hedging Agreement"), with a Lender or an affiliate of a Lender (each such Lender or affiliate, even if the respective Lender subsequently ceases to be a Lender under the Credit Agreement for any reason, together with such Lender's or affiliate's successors and assigns, collectively, the "Other Creditors," and together with Bank Creditors, the "Secured Creditors");

WHEREAS, pursuant to the Subsidiary Guaranty, the undersigned and certain subsidiaries of the Borrower have jointly and severally guaranteed to the Secured Creditors the payment when due of all obligations of Borrower and the Assignors under or with respect to the Loan Documents and the Interest Rate Protection Agreements or Other Hedging Agreements;

WHEREAS, it is a condition precedent to each of the above-described extensions of credit that the undersigned shall have executed and delivered this Assignment; and

WHEREAS, pursuant to Section 3.1 of that certain Subsidiary Security Agreement (the "Security Agreement") dated an even date herewith by and among the undersigned, certain subsidiaries of the Borrower and the Collateral Agent, the undersigned has agreed to deliver this Assignment.

WHEREAS, the undersigned desires to enter into this Agreement in order to satisfy the conditions described in the preceding paragraph.

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Aerojet-General Corporation, an Delaware corporation (the "Assignor") with principal offices at P.O. Box 537012, Sacramento, CA 95853, hereby assigns and grants to Bankers Trust Company, as Collateral Agent, with principal offices at 130 Liberty Street, New York, New York 10006 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Assignor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the full and prompt performance and payment of all the Obligations (as such term is defined in the Security Agreement) of the Assignor and shall be effective as of the date of the Security Agreement. Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in and re-assigning the Marks and Patents acquired under this Assignment.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 28th day of December, 2000.

AEROJET-GENERAL CORPORATION,
as Assignor

By: _____
Name: Terry L. Hall
Title: Vice President

P.O. Box 537012
Sacramento, CA 95853
Attention: William R. Phillips

Signature page to Assignment of Security Interest in
Trademarks and Patents

BANKERS TRUST COMPANY,
as Collateral Agent

By: _____
Name: Marguerite Sutton
Title: Vice President

130 Liberty Street, 27th Floor
New York, NY 10006
Attention: Marguerite Sutton

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 28th day of December, 2000 before me personally came Terry L. Hall, who being duly sworn, did depose and say that he is Vice President of Aerojet-General Corporation, that he is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that she did so by authority of Board of Directors of said corporation.

Sharon Moy
Notary Public

"OFFICIAL SEAL"
SHARON MOY
Notary Public, State of Illinois
My Commission Expires 6/12/04

Signature page to Assignment of Security Interest in
Trademarks and Patents

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 27th day of December, 2000 before me personally came Marguerite Sutton, who being duly sworn, did depose and say that she is Vice-President of Bankers Trust Company, that she is authorized to execute the foregoing Assignment of Security Interest on behalf of said corporation and that she did so by authority of Board of Directors of said corporation.

Ranesha Pitt
Notary Public

RANESHA PITT
Notary Public, State of New York
No. 01PI6046637
Qualified In Bronx County
Commission Expires August 14, 2002

Schedule A
to
Aerojet-General Inc. Assignment of Security Interest in
United States Trademarks and Patents

SCHEDULE OF U.S. TRADEMARK REGISTRATIONS

Registered Mark	Registration No.	Registration Date
AEROJET	0426781	2/13/45; renewal date is 1/14/07
POLYFOX; POLY-FOX	serial no. 75913934	
AEROPLEX		

SCHEDULE OF PENDING APPLICATIONS FOR U.S. TRADEMARK REGISTRATIONS ON THE BASIS OF USE IN COMMERCE UNDER 17 USC §1051(a)

None.

SCHEDULE OF PENDING APPLICATIONS FOR U.S. TRADEMARK REGISTRATION ON THE BASIS OF INTENT TO USE THE MARK IN COMMERCE UNDER 17 USC §1051(b)

None.

Aerojet-General Corporation Patents

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