

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
ZIONS FIRST NATIONAL BANK	03/29/2011
ZIONS CREDIT CORPORATION	03/29/2011
RECEIVING PARTY DATA	
Name:	GENERAL ATOMICS AERONAUTICAL SYSTEMS, INC.
Street Address:	3550 GENERAL ATOMICS COURT
City:	SAN DIEGO
State/Country:	CALIFORNIA
Postal Code:	92121
PROPERTY NUMBERS Total: 3	
Property Type	Number
Patent Number:	7204951
Patent Number:	6889937
Patent Number:	7445744
CORRESPONDENCE DATA	
Fax Number:	(213)226-4028
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	213-488-7100
Email:	kevin.davis@pillsburylaw.com
Correspondent Name:	MARK R. KENDRICK, ESQ.
Address Line 1:	PILLSBURY WINTHROP SHAW PITTMAN LLP
Address Line 2:	725 SOUTH FIGUEROA STREET, SUITE 2800
Address Line 4:	LOS ANGELES, CALIFORNIA 90017-5406
ATTORNEY DOCKET NUMBER:	202102-0000161
NAME OF SUBMITTER:	MARK R. KENDRICK

CH \$120.00 7204951

Total Attachments: 14

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Background information related to the assignment:

- Zions First National Bank and Zions Credit Corporation (collectively, “Sellers”) held security interests in the general intangibles (among other assets) of Rocky Mountain Composites Incorporated (“Debtor”), including U.S. Patent Nos. 7,204,951; 6,889,937; and 7,445,744 (the “Patents”). (Copies of UCC filings attached.)
- On April 7, 2010, Debtor assigned its right, title and interest to the Patents to Spectrum Aeronautical, LLC. The Patents remained subject to the above-noted security interests.
- In March 2011, Sellers exercised their rights after default under the above-noted security interests.
- Pursuant to a Secured Creditor Asset Purchase Agreement dated March 29, 2011 (redacted copy attached) and associated Bill of Sale of the same date (copy attached), Sellers granted, sold, transferred, assigned, quit-claimed, and delivered to General Atomics Aeronautical Systems, Inc. all of Sellers’ right, title and interest in and to the general intangibles (among other assets) of Debtor, including the Patents.



Certified Current Filing State

<p>Filing Detail: File Number: 253986200445 Old File Number: Start Date: 09-29-2004 13:29 Lapse Date: 09-29-2014 23:59 Filing Type: UCC Filing Status: ACTIVE</p>				
<p>Debtor(s):</p> <table><tr><td>ACTIVE 301 WEST SPANISH FORK, L.L.C. 301 WEST 3000 NORTH SPANISH FORK, UT 84660-0000 USA</td><td>Jurisdiction: UT Organization ID: 5247986-0160 Organization Type: CORP</td></tr><tr><td>ACTIVE ROCKY MOUNTAIN COMPOSITES INCORPORATED 301 WEST 3000 NORTH SPANISH FORK, UT 84660-0000 USA</td><td>Jurisdiction: UT Organization ID: 1280853-0142 Organization Type: CORP</td></tr></table>	ACTIVE 301 WEST SPANISH FORK, L.L.C. 301 WEST 3000 NORTH SPANISH FORK, UT 84660-0000 USA	Jurisdiction: UT Organization ID: 5247986-0160 Organization Type: CORP	ACTIVE ROCKY MOUNTAIN COMPOSITES INCORPORATED 301 WEST 3000 NORTH SPANISH FORK, UT 84660-0000 USA	Jurisdiction: UT Organization ID: 1280853-0142 Organization Type: CORP
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ACTIVE ROCKY MOUNTAIN COMPOSITES INCORPORATED 301 WEST 3000 NORTH SPANISH FORK, UT 84660-0000 USA	Jurisdiction: UT Organization ID: 1280853-0142 Organization Type: CORP			
<p>Secured Party:</p> <p>ACTIVE ZIONS FIRST NATIONAL BANK 1220 SOUTH 800 EAST OREM, UT 84097-0000 USA</p>				
<p>Collateral Description:</p> <p>Description: THIS IS A PARTIAL RELEASE MANUFACTURING EQUIPMENT AS DESCRIBED IN THE SCHEDULE A TO LEASE # 10935 SCHEDULE #002 DATED DECEMBER 20, 2004. Effective Date: 12-30-2004 10:49 Action: REMOVE</p> <p>Description: ALL INVENTORY, CHATTEL PAPER, ACCOUNTS, EQUIPMENT AND GENERAL INTANGIBLES; WHETHER ANY OF THE FOREGOING IS OWNED NOW OR ACQUIRED LATER; ALL ACCESSIONS, ADDITIONS, REPLACEMENTS, AND SUBSTITUTIONS RELATING TO ANY OF THE FOREGOING; ALL RECORDS OF ANY KIND RELATING TO ANY OF THE FOREGOING; ALL PROCEEDS RELATING TO ANY OF THE FOREGOING (INCLUDING INSURANCE, GENERAL INTANGIBLES AND OTHER ACCOUNTS PROCEEDS) Effective Date: 09-29-2004 13:29 Action: ADD</p>				



Description:

CINCINNATI MILACRON 5 AXIS MILLING MACHINE, MODEL AE, SERIAL NUMBER 4332A0185-0006

Effective Date: 09-21-2006 10:51

Action: REMOVE

Description:

FURNITURE AND FIXTURES

Effective Date: 04-09-2007 10:38

Action: ADD

Description:

ALL FURNITURE AND FIXTURES

Effective Date: 03-19-2007 09:55

Action: ADD

Description:

(1) CATIA MECHANICAL DESIGN 2 CONFIGURATION PLC, (1) CATIA GENERATIVE SHAPE DESIGN 2 PRODUCT PLC,
(1) CATIA STEP CORE INTERFACE 1 PRODUCT PLC, (1) CATIA MECHANICAL DESIGN 2 CONFIGURATION ALC, (1)
CATIA GENERATIVE SHAPE DESIGN 2 PRODUCT ALC, (1) CATIA

Effective Date: 07-02-2007 11:13

Action: REMOVE



Certified Current Filing State

<p>Filing Detail: File Number: 315533200703 Old File Number: Start Date: 03-16-2007 13:18 Lapse Date: 03-16-2012 23:59 Filing Type: UCC Filing Status: ACTIVE</p>
<p>Debtor(s): ACTIVE ROCKY MOUNTAIN COMPOSITES INCORPORATED Jurisdiction: UT 301 WEST 3000 NORTH Organization ID: 1280853-0142 SPANISH FORK, UT 84660 USA Organization Type: CORP</p>
<p>Secured Party: ACTIVE ZIONS FIRST NATIONAL BANK 1145 SOUTH 800 EAST, SUITE 201 OREM, UT 84097 USA</p>
<p>Collateral Description: Description: ALL ACCOUNTS, LEASES, AND OTHER RIGHTS TO PAYMENT, INCLUDING CHATTEL PAPER, RENT, REVENUES, INCOME, ISSUES, ROYALTIES, PROFITS, OR OTHER MONIES ARISING FROM REAL PROPERTY LOCATED AT 303 WEST 3000 NORTH, SPANISH FORK, UTAH 84660; WHETHER ANY OF THE FOREGOING IS OWNED NOW OR ACQUIRED LATER; ALL ACCESSIONS, ADDITIONS, REPLACEMENTS, AND SUBSTITUTIONS RELATING TO ANY OF THE FOREGOING; ALL RECORDS OF ANY KIND RELATING TO ANY OF THE FOREGOING; ALL PROCEEDS RELATING TO ANY OF THE FOREGOING (INCLUDING INSURANCE, GENERAL INTANGIBLES AND ACCOUNTS PROCEEDS); WHETHER ANY OF THE FOREGOING IS OWNED NOW OR ACQUIRED LATER; ALL ACCESSIONS, ADDITIONS, REPLACEMENTS, AND SUBSTITUTIONS RELATING TO ANY OF THE FOREGOING; ALL RECORDS OF ANY KIND RELATING TO ANY OF THE FOREGOING; ALL PROCEEDS RELATING TO ANY OF THE FOREGOING (INCLUDING INSURANCE, GENERAL INTANGIBLES AND ACCOUNTS PROCEEDS) Effective Date: 03-16-2007 13:18 Action: ADD</p>

**SECURED CREDITOR
ASSET PURCHASE AGREEMENT**

This SECURED CREDITOR ASSET PURCHASE AGREEMENT (the "**Agreement**") is entered into as of March 29, 2011, by and among **ZIONS FIRST NATIONAL BANK**, a national banking association, and **ZIONS CREDIT CORPORATION**, a Utah corporation, (collectively, "**Sellers**", located at One South Main Street, 5th Floor, Salt Lake City, Utah 84133); and **GENERAL ATOMICS AERONAUTICAL SYSTEMS, INC.**, a Delaware corporation, located at 3550 General Atomics Court, San Diego, California 92121 ("**Purchaser**"), with reference to the facts set forth in the Recitals below.

RECITALS

A. Sellers are party to, beneficiaries or lessors under and/or hold security interests with respect to, certain equipment leasing and loan transactions, including as evidenced and secured by the loan documents and guaranties described on Exhibit A attached hereto, which Sellers have informed Purchaser is not an exhaustive list of all of the loan documents and guaranties entered into by and among Sellers and the borrowers (the "**Borrowers**") and guarantors (the "**Guarantors**") more particularly described in such loan documents and guaranties and on Schedule 1 attached hereto, but contains only those loan documents and guaranties, or a portion thereof, pertaining to the Collateral (as defined below). (All such loan documents and guaranties, and all other instruments, agreements and/or undertakings of Borrowers or Guarantors, whether listed on Exhibit A or not, are hereinafter collectively referred to as the "**Loan Documents**").

B. Pursuant to the Loan Documents, Sellers are the owners of certain collateral, and the Borrowers and/or Guarantors granted to Sellers a security interest in certain other collateral, all including, without limitation, the personal property collateral identified on Exhibit B attached hereto (the "**Collateral**").

C. Sellers have exercised their rights as lessor and/or secured creditor under the security instruments described on Exhibit A attached hereto ("**Security Agreements**").

D. On March 4, 2011, Sellers issued a Notice of Disposition of Collateral ("**Notice of Disposition**") in accordance with Utah Code Ann. § 70A-9a-610 and, as a result of which, Sellers intend, pursuant to Utah Code Ann. § 70A-9a-617, to transfer title sometime after March 14, 2011 to the Collateral. Sellers intend, pursuant to this Agreement, to transfer title to the Transferred Assets (as defined below) to Purchaser at said private disposition.

REDACTED

REDACTED

H. Sellers now desire to sell to Purchaser, and Purchaser desires to purchase from Sellers, all Collateral except for the Excluded Assets (collectively, the "Transferred Assets").

AGREEMENT

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Purchaser and Sellers hereby agree as follows:

1. Purchase and Sale: Excluded Assets.

a. Purchase and Sale. Upon the terms and subject to the conditions of this Agreement, in consideration of and in exchange for Sellers' receipt of

REDACTED

(the "Purchase Price"), Sellers agree that on the Closing Date (as defined below), Sellers shall sell the Transferred Assets to Purchaser, and Purchaser shall purchase the Transferred Assets from Sellers. The parties acknowledge and agree that Sellers acquired whatever interests they have in the Transferred Assets by repossession, and Sellers are conveying their interests in the Transferred Assets to Purchaser by a private disposition under Utah Code Ann. § 70A-9a-610, and otherwise on the terms and conditions set forth in this Agreement (the "Transaction"). Concurrently with the Closing (as defined below), Sellers shall execute and deliver to Purchaser (i) a Bill of Sale for the Transferred Assets, in the form attached hereto as Exhibit C (the "Bill of Sale"); and (ii) a certification of termination, release and cancellation of all obligations of Borrowers and Guarantors under or with respect to the Loan Documents, in the form of Exhibit E attached hereto, (the "Termination and Release"), executed on behalf of Sellers and their affiliates.

REDACTED

REDACTED

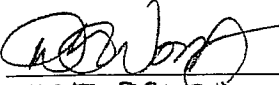
4. Closing. Subject to the conditions set forth in this Agreement, including without limitation satisfaction of the conditions precedent set forth in Sections 5 and 6 below, the closing of the sale of the Transferred Assets (the “**Closing**”) will be held on or before **March 31, 2011**. The date on which the Closing is consummated is referred to herein as the “**Closing Date**.”

REDACTED

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first written above.

SELLERS:

ZIONS FIRST NATIONAL BANK


By: 
Its: VICE PRESIDENT

PURCHASER:

GENERAL ATOMICS AERONAUTICAL
SYSTEMS, INC.

By: _____
Its: _____

ZIONS CREDIT CORPORATION

By: 
Its: VICE PRESIDENT

[SIGNATURE PAGE TO SECURED CREDITOR ASSET PURCHASE AGREEMENT]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement effective as of the date first written above.

SELLERS:

ZIONS FIRST NATIONAL BANK

By: _____
Its: _____

ZIONS CREDIT CORPORATION

By: _____
Its: _____

PURCHASER:

GENERAL ATOMICS AERONAUTICAL
SYSTEMS, INC.

By: *[Signature]*
Its: *[Signature]*

[SIGNATURE PAGE TO SECURED CREDITOR ASSET PURCHASE AGREEMENT]

EXHIBIT B
(Collateral*)

* As used herein, the term "Collateral" means the personal property identified below, including without limitation, all accessions, products, accounts, proceeds, records, replacements and attachments, whether now owned or hereafter acquired together with all present and future accessories, attachments, or improvements thereto and replacements or substitutions therefor and proceeds thereof.

1. All accounts receivable, accounts, inventory, equipment, furniture, chattel paper and general intangibles of Rocky Mountain Composites Incorporated.

REDACTED

BILL OF SALE

ZIONS FIRST NATIONAL BANK, a national banking association, and **ZIONS CREDIT CORPORATION**, a Utah corporation (collectively, the "Sellers") in their capacity as holders of a security interest in certain assets, or alternatively in their capacity as owners of certain assets, in consideration of good and valuable consideration, hereby grant, sell, transfer, assign, quit-claim and deliver to **GENERAL ATOMICS AERONAUTICAL SYSTEMS, INC.**, a Delaware corporation (the "Buyer"), all of their right, title and interest in and to the personal property described on Schedule A attached hereto, to the extent that such assets have been pledged to Sellers and Sellers have a security interest therein (the "Transferred Assets"). Buyer accepts the Transferred Assets in their "AS-IS" condition and "WITH ALL FAULTS". Sellers specifically disclaim all express or implied warranties regarding the existence or condition of, or title to, the Transferred Assets, including without limitation the implied warranties of merchantability and suitability for a particular purpose.

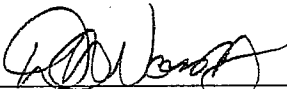
IN WITNESS WHEREOF, the undersigned have executed this Bill of Sale as of this 29th day of March, 2011.

SELLERS:

ZIONS FIRST NATIONAL BANK

By: 
Its: VICE PRESIDENT

ZIONS CREDIT CORPORATION

By: 
Its: VICE PRESIDENT

ACCEPTED AND AGREED TO BY THE BUYER:

BUYER:

GENERAL ATOMICS AERONAUTICAL SYSTEMS,
INC.

By: _____
Its: _____

BILL OF SALE

ZIONS FIRST NATIONAL BANK, a national banking association, and ZIONS CREDIT CORPORATION, a Utah corporation (collectively, the "Sellers") in their capacity as holders of a security interest in certain assets, or alternatively in their capacity as owners of certain assets, in consideration of good and valuable consideration, hereby grant, sell, transfer, assign, quit-claim and deliver to GENERAL ATOMICS AERONAUTICAL SYSTEMS, INC., a Delaware corporation (the "Buyer"), all of their right, title and interest in and to the personal property described on Schedule A attached hereto, to the extent that such assets have been pledged to Sellers and Sellers have a security interest therein (the "Transferred Assets"). Buyer accepts the Transferred Assets in their "AS-IS" condition and "WITH ALL FAULTS". Sellers specifically disclaim all express or implied warranties regarding the existence or condition of, or title to, the Transferred Assets, including without limitation the implied warranties of merchantability and suitability for a particular purpose.

IN WITNESS WHEREOF, the undersigned have executed this Bill of Sale as of this 29th day of March, 2011.

SELLERS:

ZIONS FIRST NATIONAL BANK

By: _____
Its: _____

ZIONS CREDIT CORPORATION

By: _____
Its: _____

ACCEPTED AND AGREED TO BY THE BUYER:

BUYER:

GENERAL ATOMICS AERONAUTICAL SYSTEMS,
INC.

By: *Alperina*
Its: *T. Brown*

**Schedule A
to
Bill of Sale**

1. All inventory, equipment, furniture, chattel paper and general intangibles of Rocky Mountain Composites Incorporated.

REDACTED