05-15-2002

Form PTO-1594
1-31-92

F

102090056

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

Hawker Energy Products, Inc.

☐ Individuals ☐ Association
☐ General Partnership ☐ Limited Partnership
x Corporation-Delaware
☐ Other

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

2. Name and address of receiving party(ies):

Name: Morgan Stanley & Co., Incorporated
Internal Address:
Street Address: 1585 Broadway
City: New York State: New York Zip Code: 10036

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-
x Other Collateral Agent

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? ☐ Yes ☐ No

3. Nature of conveyance:

☐ Assignment ☐ Merger
x Security Interest ☐ Change of Name
☐ Other

Execution Date: March 22, 2002

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

A. Trademark Application No.(s)

Trademark Registration No.(s)

1213155
1667996
2116731
2140603

Additional numbers attached? ☐ Yes x No

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

Name: Helen Bruno, Senior Legal Assistant
Internal Address: White & Case LLP
Street Address: 1155 Avenue of the Americas
City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41): ..... $ 115.00

x Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

23-1705 (in case of deficiency)

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

05/15/2002 AAHMED1 00000037 1213155

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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.

Helen Bruno — Name of Person Signing
Signature
May 7, 2002 — Date

Total number of pages comprising cover sheet: 7

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

FORM OF ASSIGNMENT OF SECURITY INTEREST IN U.S. PATENTS AND TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, HAWKER ENERGY PRODUCTS INC., a Delaware corporation ("the Assignor") with principal offices at 617 North Ridgeview Drive, Warrensburg, MO 64093, hereby assigns and grants to Morgan Stanley & Co., Incorporated, as Collateral Agent (the "Assignee") with principal offices at 1585 Broadway, New York, New York 10036, a security interest in (i) all of the Assignor's right, title and interest in and to the 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 patents and patent applications (the "Patents") set forth on Schedule B attached, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses with which the Marks are associated 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 OF SECURITY INTEREST (this "Assignment"), effective as of March 22, 2002, is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement, among Assignor, the other assignors from time to time party thereto and the Assignee, dated as of November 9, 2000 (as amended, restated, modified and/or supplemented from time to time, the "Security Agreement").

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.

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the 22nd day of March, 2002.

HAWKER ENERGY PRODUCTS INC.,
as Assignor,

By: _____
Name: Richard W. Zuidema
Title: Vice President and Secretary

MORGAN STANLEY & CO., INCORPORATED,
as Collateral Agent,
as Assignee

By: _____
Name:
Title:

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 22nd day of March, 2002, before me personally came Richard W. Zuidema who, being by me duly sworn, did state as follows: that he is Vice President and Secretary of HAWKER ENERGY PRODUCTS INC., that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Notary Public

ANDREA C. SAAVEDRA
Notary Public, State of New York
No. 01SA6067755
Qualified in New York County
Commission Expires December 17, 2005

IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the 22nd day of March, 2002.

HAWKER ENERGY PRODUCTS INC.,
as Assignor,

By:_____
Name:
Title:

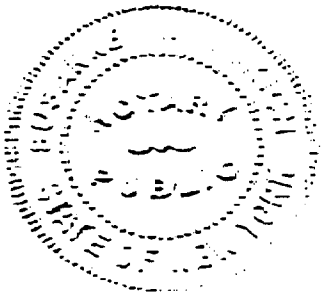
MORGAN STANLEY & CO., INCORPORATED,
as Collateral Agent,
as Assignee

By: Lucy K Galbraith
Name: Lucy K Galbraith
Title: Managing Director

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 22nd day of March, 2002, before me personally came Lucy K. Galbraith who, being by me duly sworn, did state as follows: that [s]he is Managing Director of MORGAN STANLEY & CO., INCORPORATED, that [s]he is authorized to execute the foregoing Assignment on behalf of said company and that [s]he did so by authority of said company.

Susanne M. Wukich
Notary Public



SUSANNE M. WUKICH
Notary Public, State of New York
No. 01WU5086113
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires 10/6/2005

SCHEDULE A

TRADEMARKS OWNED BY HAWKER ENERGY PRODUCTS INC.

Mark	Reg./App. No.	App. Date
CYCLON	1213155	
GENESIS	1667996	
ODYSSEY	2116731	
TROLLING THUNDER	2140603	
CYCLON (Australia)	367982	
CYCLON (Austria)	84905	
CYCLON (Benelux)	341681	
CYCLON (Canada)	275513	
CYCLON (China)	942733	
CYCLON (Cyprus)	18552	
CYCLON (Denmark)	1412/1977	
CYCLON (Egypt)	59942	
CYCLON (Finland)	74271	
CYCLON (France)	1373138	
CYCLON (Germany)	961040	
CYCLON (Great Britain)	1053847	
CYCLON (Greece)	60629	
CYCLON (Hong Kong)	965/1984	
CYCLON (Ireland)	90090	
CYCLON (Israel)	53190	
CYCLON (Italy)	758930	