

10-24-2002

COVER SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

Name of conveying party(ies):
Aerojet - General Corporation
MRD
10-21-02

Individual(s) Association
General Partnership Limited Partnership
 Corporation-State Ohio
Other _____

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

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas
(formerly known as Bankers Trust company)

Internal Address: _____

Street Address: 31 W. 52nd St.

City: New York State: NY ZIP: 10022

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

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

Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Assignment of Security Interest in U.S. Trademarks and Patents

Execution Date: October 2, 2002

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

A. Trademark Application No.(s)
486781

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

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)

10/23/2002 DBYRNE 00000176 426781

01 FC:1521 40.00 00
02 FC:1522 25.00 00

DO NOT USE THIS SPACE

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

Laura Konrath
Signature

10/14/02
Date

OFFICE OF PUBLIC RECORDS
FINANCE SECTION
2002 OCT 21 PM 3:08

Continuation
Item 7

Schedule A

to

Aerojet-General Corporation
Patent & Trademark Assignment

SCHEDULE OF U.S. TRADEMARK REGISTRATIONS

| <u>Registered Mark</u> | <u>Registration No.</u> | <u>Registration Date</u> |
|------------------------|-------------------------|--|
| AEROJET | 426781 | 1/14/47; renewal date is 1/14/07 |
| POLYFOX ¹ | 2521058 | 12/18/01; declaration of use due 12/18/07 |

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.

¹ Subject to the License Agreement by and among Aerojet-General Corporation, Aerojet Fine Chemicals LLC and Omnova Solutions Inc., dated September 1999.

**ASSIGNMENT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS**

This ASSIGNMENT, dated as of October 2, 2002, 2002, (as amended, restated, modified or supplemented from time to time, this "Assignment") is by and between the undersigned and DEUTSCHE BANK TRUST COMPANY AMERICAS (successor in interest to BANKERS TRUST COMPANY), as Collateral Agent (the "Collateral Agent") for the benefit of the Secured Creditors (as defined below). This Assignment amends and restates the Assignment executed by and between the undersigned and the Collateral Agent dated as of December 28, 2000. 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, the Borrower, the financial institutions from time to time party thereto (the "Lenders"), and Deutsche Bank Trust Company Americas (successor in interest to 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 and restated by the Amended and Restated Credit Agreement, attached as Annex I to the Agreement to Amend and Restate, dated as of the date hereof, among the Borrower and the Bank Creditors party thereto (as further 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 Amended and Restated 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 Ohio corporation (the "Assignor") with principal offices at P.O. Box 13222, Sacramento, California 95813, hereby assigns and grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, New York 10019 (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 in United States Trademarks and Patents as of the date first written above.

AEROJET-GENERAL CORPORATION, as Assignor

By: 

Name: Michael F. Martin

Title: President

DEUTSCHE BANK TRUST
COMPANY AMERICAS,
as Collateral Agent

By: _____

Name: _____


Title: _____

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest in United States Trademarks and Patents as of the date first written above.

AEROJET-GENERAL CORPORATION, as Assignor

By: _____
Name: _____
Title: _____

DEUTSCHE BANK TRUST
COMPANY AMERICAS,
as Collateral Agent

By  _____
Name: **Marguerite Sutton**
Title: **Vice President**

Aerojet-General Corporation
Patent & Trademark Assignment

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REGISTRATION ON THE BASIS OF INTENT TO USE THE
MARK IN COMMERCE UNDER 17 USC §1051(b)

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¹ Subject to the License Agreement by and among Aerojet-General Corporation, Aerojet Fine Chemicals LLC and Omnova Solutions Inc., dated September 1999.

Aerojet-General Corporation
Patent & Trademark Assignment

SCHEDULE OF PATENTS AND APPLICATIONS

Note: Certain patents listed below are subject to the License Agreement by and among Aerojet-General Corporation, Aerojet Fine Chemicals LLC and Omnova Solutions Inc., dated September 1999.

| <u>Patent Number</u> | <u>Date Issued</u> | <u>Title</u> |
|------------------------|--------------------|--|
| 4,681,038 | 7/21/87 | Ammunition for cartridge case |
| 4,711,152 | 12/8/87 | Apparatus for transmitting data to a projectile positioned within a gun tube |
| 4,757,961 | 7/19/88 | Torque balanced rate gyro deriving its spin from a host projectile |
| 4,782,758 | 11/8/88 | Ammunition round |
| 4,882,904 | 11/28/89 | Two stage rocket combustor |
| 4,936,091 | 06/26/90 | Two stage rocket combustor |
| 4,983,734 (expired) | 1/18/91 | High energy insensitive cyclic nitramines |
| 5,030,763 | 07/9/91 | Preparation of ethylenediamine dinitrate with useful particle size |
| 5,034,073 | 07/23/91 | Insensitive high explosive |
| 5,205,119 | 04/27/93 | Ejector ramjet |
| 5,211,777 | 05/18/93 | Desensitization of waste rocket propellants for disposal by incineration |
| 5,220,039 | 06/15/93 | Energetic azide plasticizer |
| 5,220,787 | 06/22/93 | Scramjet injector |
| 5,243,057 | 09/7/93 | Energetic azidomethyl-substituted 1, 3-dioxolanes |
| 5,272,249 | 12/21/93 | Difluoroamino oxetanes and polymers formed therefrom for use in energetic formulations |

15

| <u>Patent Number</u> | <u>Date Issued</u> | <u>Title</u> |
|----------------------|--------------------|--|
| 5,323,708 | 06/28/94 | Clip-lock sabot cap |
| 5,327,721 | 07/12/94 | Ejector ramjet |
| 5,331,106 | 07/19/94 | Resource recovery system; Recovering aluminum oxide from solid rocket propellant |
| 5,338,383 | 08/16/94 | Tank insulation method with cryogenic exposure |
| 5,351,917 | 10/4/94 | Transpiration cooling for a vehicle with low radius leading edges |
| 5,360,273 | 11/1/94 | Pivoted pad hydrostatic rotor bearing |
| 5,362,848 | 11/8/94 | Preparation and polymerization of initiators containing multiple oxetane rings |
| 5,371,245 | 12/6/94 | Recovery of tocopherols from plant and animal oils |
| 5,386,777 | 02/7/95 | Rocket motor construction from porous binder core |
| 5,387,398 | 02/7/95 | Supercritical water oxidation reactor wall conduits for boundary flow control |
| 5,391,736 | 02/21/95 | Preparation of 2, 4, 6-trinitro-2, 4, 6 – triaza-cyclohexanone |
| 5,417,895 | 05/23/95 | Bonding agents for HTPB-type solid propellants |
| 5,420,311 | 05/30/95 | Difluoroamino oxetanes and polymers formed therefrom for use in energetic formulations |
| 5,449,235 | 09/12/95 | Self-aligning rotor hydrostatic bearing system |
| 5,451,277 | 09/19/95 | Preparing solid energetic compositions from coated particles and liquid oxidizers |
| 5,452,866 | 09/26/95 | Transpiration cooling for a vehicle with low radius leading edges |
| 5,455,401 | 10/3/95 | Plasma torch electrode |
| 5,456,425 | 10/10/95 | Multiple pintle nozzle propulsion control system |
| 5,463,019 | 10/31/95 | 3-azidomethyl-3-nitrotomethyloxetane and polymers formed therefrom |

34

| <u>Patent Number</u> | <u>Date Issued</u> | <u>Title</u> |
|----------------------|--------------------|--|
| 5,468,841 | 11/21/95 | Polymerization of energetic, cyclic ether monomers using boron trifluoride |
| 5,475,722 | 12/12/95 | Nuclear thermal rocket engine and nozzle therefore |
| 5,489,700 | 02/6/96 | 3-azidomethyl-3-nitrotomethyloxetane and polymers formed therefrom |
| 5,491,973 | 02/20/96 | Self-actuating control for rocket motor nozzle |
| 5,515,997 | 05/14/96 | Compliant mount for neck of compressed gas cylinder |
| 5,523,424 | 06/4/96 | Solvent-free process for the synthesis of energetic oxetane monomers |
| 5,576,375 | 11/19/96 | Poly(phenylele-vinylene) resins from vinyl ethynylbenzene and diethynylbenzene |
| 5,578,789 | 11/26/96 | Energetic plasticizers for polybutadiene-type solid propellant binders |
| 5,586,050 | 12/17/96 | Remotely controllable LNG field station management system and method |
| 5,594,058 | 01/14/97 | Polyphenylene resins from vinyl ethynylbenzene |
| 5,698,718 | 12/16/97 | Energetic azidomethyl-substituted 1, 3-dioxolanes |
| 5,600,088 | 02/4/97 | Coatings for solid propellants |
| 5,613,366 | 03/25/97 | System and method for regulating the temperature of cryogenic liquids |
| 5,614,093 | 03/25/97 | Discrete pore platelet filter manufactured by electropolishing |
| 5,636,512 | 06/10/97 | Nuclear rocket feed system incorporating an auxiliary power cycle |
| 5,637,772 | 06/10/97 | Fluorinated diamines and polymers formed therefrom |
| 5,650,483 | 07/22/97 | Preparation and polymerization of perfluoroalkoxy alkylene oxides to prepare |
| 5,654,450 | 08/5/97 | Preparation of mono-substituted fluorinated oxetane prepolymers |

52

| <u>Patent Number</u> | <u>Date Issued</u> | <u>Title</u> |
|------------------------|--------------------|---|
| 5,655,702 | 08/12/97 | Sacrificial bonding and forming aid for platelet assemblies |
| 5,663,289 | 09/2/97 | Preparation and polymerization of initiators containing multiple oxetane rings |
| 5,668,250 | 09/16/97 | Preparation of co-prepolymers from mono-substituted fluorinated monomers and tetrahydrofuran |
| 5,668,251 | 09/16/97 | Preparation of co-prepolymers from mono-substituted fluorinated monomers and tetrahydrofuran |
| 5,686,027 | 11/11/97 | Process for forming carbon-carbon composite |
| 5,686,520 | 11/11/97 | Substituted 1, 4-diphenyl-butadiynes and oligomers thereof as polymer fluidizers |
| 5,703,194 | 12/30/97 | Fluorinated thermoset polyurethane elastomers prepared from polyether coprepolymers |
| 5,708,105 (expired) | 1/13/98 | Di-(Alken-1-YL) substituted borinic acids and borinates as oxidation inhibitors for carbon composites |
| 5,734,124 | 03/31/98 | Liquid oxidizer compositions and their use in energetic formulations |
| 5,737,922 | 04/14/98 | Convectively cooled liner for a combustor |
| 5,760,378 | 06/2/98 | Method of inductive bonding sintered compacts of heavy alloys |
| 5,789,617 | 08/4/98 | Neopentyl difluoroamino compounds for use in energetic formulations |
| 5,800,372 | 09/1/98 | Field dressing for control of exsanguinations |
| 5,804,066 | 09/9/98 | Injector for super-cooled water oxidation reactor |
| 5,807,977 | 09/15/98 | Polymers and prepolymers from mono-substituted fluorinated oxetane monomers |
| 5,811,725 | 09/22/98 | Hybrid rocket propellants containint azo compounds |
| 5,824,757 | 10/20/98 | Di-(Alken-1-YL) substituted borinic acids and borinates as oxidation inhibitors for |
| 5,837,931 | 11/17/98 | Liquid oxidizer composition preparation |

70

| <u>Patent Number</u> | <u>Date Issued</u> | <u>Title</u> |
|----------------------|--------------------|---|
| 5,873,239 | 02/23/99 | Nuclear rocket engine incorporating a heat exchange |
| 6,037,483 | 03/14/00 | Solvent-free process for preparation and polymerization of perfluoroalkoxy aklylene oxides to prepare |
| 6,162,941 | 12/19/00 | Di-(Alken-1-YL) substituted borinic acids and borinates as oxidation inhibitors for carbon composites |
| 6,380,351 | 04/30/02 | Copolymers and coprepolymers formed from mono-substituted fluorinated oxetane monomers and tetrahydrofuran |
| 6,402,091 | 06/11/02 | Flow-through thrust takeout apparatus |
| 6,417,314 | 07/09/02 | Fluorinated polyurethane elastomers prepared from polyether prepolymers formed from mono-substituted fluorinated oxetane monomers |
| 6,448,368 | 09/10/02 | Polymers and prepolymers formed from mono-substituted fluorinated oxetane monomers |

Aerojet Patent Applications

| <u>Application Number</u> | <u>Application Date</u> | |
|---------------------------|-------------------------|---|
| App. #09/899813 | 7/5/01 | Rocket vehicle thrust augmentation within divergent section of nozzle |
| App. #09/910440 | 7/19/01 | Solid rocket motor bolted thrust takeout structure |
| App. #09/371973 | 8/10/99 | Axial flow catalyst pack |

GDSS Patents

| <u>Patent Number</u> | <u>Title</u> |
|----------------------|--|
| 5,464,961 | Arcjet anode |
| 5,111,656 | Arcjet nozzle having improved electrical-to-thrust |
| 5,513,087 | Arcjet startup using a shunt output high voltage pulse circuit |
| 5,605,039 | Parallel arcjet starter system |

Patent NumberTitle

| | |
|--------------|--|
| 5,901,551 | Converging constrictor for an electrothermal arcjet thruster |
| 4,800,716 | Efficiency arcjet thruster with controlled arc startup & steady |
| 5,921,167 | Hermetic shear seal for piston displacement fuel tank |
| 4,907,407 | Improved lifetime arcjet thruster |
| 5,076,051 | Long life arcjet thruster having diffuse cathode arc attachment |
| 5,568,723 | Long life catalytic gas generator for space propulsion applications |
| 6,031,334 | Method and apparatus for selectively distributing power in a thruster system |
| 6,173,565 B1 | Three axis thruster |
| 6,215,124 B1 | Multistage ion accelerators with closed electron drift |
| 6,208,080 B1 | Magnetic flux shaping in ion accelerators with closed electron drift |
| 5,481,869 | Two stage pressurization system for aerospace applications |
| 5,636,513 | Two stage pressurization system for aerospace applications |
| 5,640,844 | Pressurization and control devices using high vapor pressure liquids |
| 6,024,889 | Chemically active fire suppression composition |
| 5,449,041 | Apparatus and method for suppressing a fire |
| 5,423,384 | Apparatus and method for suppressing a fire |
| 5,465,795 | Apparatus and method for suppressing a fire |
| 5,609,210 | Apparatus and method for suppressing a fire |
| 6,217,788 | Fire suppression composition and device |
| 6,082,464 | Dual stage fire extinguisher |

| <u>Patent Number</u> | <u>Title</u> |
|----------------------|---|
| 6,095,251 | Dual stage fire extinguisher |
| 5,613,562 | Apparatus and method for suppressing a fire |
| 5,485,722 | Catalytic decomposition of hydroxylammonium nitrate-based monopropellants |
| 5,560,779 | Apparatus for synthesizing diamond films utilizing an arc plasma |
| 5,471,833 | Rocket propellant pressurization system using high vapor pressure liquids |
| 5,562,130 | Hazardous chemical transfer module |
| 6,342,092 | Apparatus to separate gas from a liquid flow |
| 4,785,748 | Method sudden expansion (SUE) incinerator for destroying hazardous materials & wastes |
| 4,915,038 | Sudden expansion (SUE) incinerator for destroying hazardous materials & wastes and improved method |
| 5,533,331 | Safe propulsion system for missile divert thrusters and attitude control thrusters and method for use of same |

GDSS Patent Applications

| <u>Application Number</u> | <u>Title</u> |
|---------------------------|---|
| 08/799,182 | Single stage regulated bootstrap pressurization system |
| 08/824,655 | Fuel tank inerting system (FS) |
| 60/088,164 | Magnetic flux shaping in ion accelerators, provisional |
| 09/674,463 | Uniform gas distribution in ion accelerators with closed electron drift |
| 09/192,039 | Uniform gas distribution in ion accelerators with closed electron drift |
| 09/625,598 | Innovative plume shield for ion accelerators |

Application
Number

Title

| | |
|----------------------------|---|
| 60/322,560 | Hall effect thruster with anode having magnetic field barrier |
| 09/112,390 | High performance rocket engine having a stepped expansion combustion chamber and method of making the same |
| 10/104,327 | High performance rocket engine having a stepped expansion combustion chamber and method of making the same, CIP |
| 09/772,196 | Rocket engine having a transition attachment between a combustion chamber and injector, continuation |
| 09/517,548 | Improved arc discharge initiation for a pulsed plasma thruster |
| 09/437,795 | Method and apparatus for magnetic voltage isolation |
| US00/05953 | Hybrid fire extinguisher |
| 60/271,773 | Fire extinguisher |
| 60/256,010 | Pressurization system for flouoropropane handheld fire extinguishers |
| USOO/02925 | |
| US98/14945 | |
| US99/12402 | |
| 60/092269 (provisional) | |