

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Pratt & Whitney Rocketdyne, Inc.		06/14/2013	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bank National Association		
<b>Street Address:</b>	One California Street, Suite 1000		
<b>Internal Address:</b>	Global Corporate Trust Services		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	95853-7012		
<b>Entity Type:</b>	National Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3570325	R	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3026365454		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
<b>Phone:</b>	800-927-9801 x 62348		
<b>Email:</b>	jpaterso@cscinfo.com		
<b>Correspondent Name:</b>	Corporation Service Company		
<b>Address Line 1:</b>	1090 Vermont Avenue NW, Suite 430		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20005		
<b>ATTORNEY DOCKET NUMBER:</b>	696631-20		
<b>NAME OF SUBMITTER:</b>	Jean Paterson		
<b>Signature:</b>	/jep/		

CH \$40.00 3570325

Date:

06/20/2013

**Total Attachments: 4**

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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 14, 2013 (the "Security Agreement") by and among GenCorp Inc., an Ohio corporation and the other Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and U.S. Bank National Association, as Collateral Agent (the "Collateral Agent") for the secured parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Secured Parties:

TRADEMARKS

Mark	Country	App. No.	Reg. No.
	US	77015823	3570325

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

*[Signature Page Follows]*

Very truly yours,

PRATT & WHITNEY ROCKETDYNE, INC.,  
a Delaware corporation

By: Kathleen E. Redd  
Name: Kathleen E. Redd  
Title: Vice President and Treasurer

Acknowledged and Accepted:

U.S. BANK NATIONAL ASSOCIATION,  
as Collateral Agent

By: \_\_\_\_\_  
Name:  
Title:

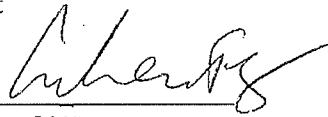
Very truly yours,

PRATT & WHITNEY ROCKETDYNE, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Name: Kathleen E. Redd  
Title: Vice President and Treasurer

Acknowledged and Accepted:

U.S. BANK NATIONAL ASSOCIATION,  
as Collateral Agent

By:   
Name: **ANDREW FUNG**  
Title: **VICE PRESIDENT**

[Pratt & Whitney Rocketdync – Second Lien – Notice of Grant of Security Interest in Trademarks]