

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



LY

100958766

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

1. Name of conveying party(ies): GENCORP INC.

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

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

2. Name and address of receiving party(ies)

Name: PENN RACQUET SPORTS, INC.

Internal Address: _____

Street Address: 175 Ghent Road

City: Fairlawn State: OH ZIP: 44333-3300

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

(Designations must be a separate document from assignment)

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

3. Nature of conveyance: MD 2-3-99

- Assignment
- Security Agreement
- Other: _____
- Merger
- Change of Name

Execution Date: February 1, 1999

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

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

A. Trademark Application No.(s):

74/265111

B. Trademark Registration No.(s):

<u>752,448</u>	<u>1,953,868</u>	<u>1,129,344</u>	<u>755,413</u>	<u>1,936,108</u>
<u>972,793</u>	<u>2,093,646</u>	<u>1,834,769</u>	<u>1,614,976</u>	
<u>1,949,820</u>	<u>2,011,771</u>	<u>1,553,017</u>	<u>986,844</u>	

Additional numbers attached? Yes No

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

Name: GenCorp Inc.

Internal Address: Robert F. Rywalski

Street Address: 175 Ghent Road

City: Fairlawn State: OH ZIP: 44333-3300

02/05/1999 TTOM11 00000193 071045 752448

01 FC:481 40.00 CH
02 FC:482 325.00 CH

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) \$365.00

Enclosed

Authorized to be charged to deposit account.

8. Deposit account number:

07-1045

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

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.

Frank C. Rote

Name of Person Signing
Registration No. 20,395

Signature

2-3-99

Date

Total number of pages including cover sheet, attachments, and documents: 4

ASSIGNMENT OF TRADEMARKS AND TRADEMARK APPLICATIONS

THIS ASSIGNMENT (the "Assignment") made this 1st day of February, 1999 by GENCORP INC., an Ohio corporation ("Assignor"), in favor of PENN RACQUET SPORTS, INC., an Ohio corporation ("Assignee").

WITNESSETH:

WHEREAS, Assignor is the owner of the registered trademarks and trademark applications listed on Exhibit A attached hereto (collectively, the "Trademarks"); and

WHEREAS, Assignee is desirous of acquiring said Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, convey, transfer and assign Assignee the Trademarks and all of Assignor's right, title and interest in and to the Trademarks, including, without limitation, (i) the goodwill of the business symbolized by the Trademarks and (ii) all rights to sue and recover damages for any and all past infringements thereof, all of the same to be held and enjoyed by Assignee for its own use and for the use of its successors or assigns as fully and entirely as the same would have been enjoyed by Assignor if assignment thereof had not been made.

This Assignment is given pursuant to the Assignment and Assumption Agreement dated February 1, 1999 between Assignor and Assignee and is subject to the terms thereof, and shall not be construed to limit, alter, impair, enhance or enlarge the rights and obligations of Assignee and Assignor thereunder and is given solely for purposes of separately evidencing the transactions contemplated thereby.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of the day and year first above written.

GENCORP INC.

By: 

Name: Edward R. Dye

Title: Secretary

United States Trademarks and Trademark Applications

Mark	Goods	Registration No.	Application No.
Centre Court	Tennis Balls	752,448	
Circa Series	Sports Bag for Racquet Sports		74/265111
Penn	Athletic Products, i.e. Tennis Balls and Tennis Racquets	972,793	
Penn (and Design)	Athletic Clothing, namely T-Shirts	1,949,820	
Penn (Stylized)	Athletic Clothing, namely T-Shirts & Sweatshirts	1,953,868	
Penn (Stylized)	Sports Footwear	2,093,646	
Penn (Stylized)	Racquetballs	2,011,771	
Penn (Stylized)	Tennis Equipment	1,129,344	
Penn Tac	Racquetball Glove	1,834,769	
Penn Tournament	Racquetballs	1,553,017	
Pennsy Pinkie	Hand Balls, Play Balls, Toy Ball & Playground Balls	755,413	
Pro Penn	T-Shirts	1,614,976	
Pro Penn	Tennis Balls	986,844	
Pro penn	Racquetballs	1,936,108	