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

1. Name of conveying party(ies):
Bankers Trust Company, a New York corporation, as Collateral Trustee

- Individual(s)
- General Partnership
- Corporation-State (New York)
- Other Collateral Trustee
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: As of December 31, 1998

2. Name and address of receiving party(ies)

Name: Huntsman Chemical Corporation

Internal Address: _____

Street Address: 500 Huntsman Way

City: Salt Lake City State: UT ZIP: 84108

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,009,294

Additional numbers attached? Yes No

RECEIVED
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COMMUNICATION

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

Name: Dolph Hellman

Internal Address: _____

Orrick, Herrington & Sutcliffe LLP

Street Address: 400 Sansome Street

City: San Francisco State: CA ZIP: 94111

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: _____

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

01/20/1999 DCOATES 00000096 2009294

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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.

Dolph M. Hellman

Name of Person Signing

Signature

5

Date

Total number of pages including cover sheet, attachments, and document:

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

Commissioner of Patents & Trademarks, Box Assignment TRADEMARK

Washington, D.C. 20231

REEL: 1842 FRAME: 0888

RELEASE

(TRADEMARKS)

This RELEASE (TRADEMARKS) is given as of this 31st day of December, 1998 by Bankers Trust Company, a New York corporation, located at One Bankers Trust Plaza, 130 Liberty Street, 14th Floor, New York, NY 10006, as Collateral Trustee under the Security Agreement referred to below (the "Assignor"), in favor of Huntsman Chemical Corporation, a Texas corporation, located at 500 Huntsman Way, Salt Lake City, Utah 84108 (the "Assignee"), as follows:

WHEREAS, Assignee entered into (a) a Collateral Trust and Intercreditor Agreement dated as of January 29, 1996 (as amended through the date hereof, the "Security Agreement") with, among others, certain of its affiliates and Assignor, as collateral trustee thereunder for the Secured Parties (as defined therein) and (b) an Assignment for Security dated as of January 29, 1996 (the "Trademark Security Agreement") which security interest was recorded in the United States Patent and Trademark Office ("PTO") on August 8, 1996 at Reel 1490/Frame 0260;

WHEREAS, pursuant to said Security Agreement and Trademark Security Agreement, Assignee assigned unto Assignor and granted to Assignor a security interest in, and mortgage on, all right, title, and interest of Assignee in and to its trademarks, including the trademark registrations set forth on Schedule A attached hereto (the "Trademarks"), among other collateral;

WHEREAS, Assignee entered into (a) the Security Agreement, as amended by Amendment No. 1 thereto dated as of February 23, 1996 and by Amendment No. 2 thereto dated as of October 23, 1996 (the "Amended Security Agreement") with, among others, certain of its affiliates and Assignor, as collateral trustee thereunder for the Secured Parties (as defined therein) and (b) a Memorandum of Security Interest dated as of October 23, 1996 (the "Second Trademark Security Agreement") which security interest was recorded in the PTO on November 6, 1996 at Reel 1523/Frame 0755;

WHEREAS, pursuant to said Amended Security Agreement and Second Trademark Security Agreement, Assignee assigned unto Assignor and granted to Assignor a security interest in, and mortgage on, all right, title, and interest of Assignee in and to its trademarks, including the Trademarks, among other collateral; and

WHEREAS, Assignee has partially satisfied its obligations under the above referenced agreements and Assignor desires to release its security interest in and mortgage on the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby releases its security interest in and mortgage on the Trademarks and reassigns any and all interest that it may have in the Trademarks to Assignee.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor has caused this RELEASE to be duly executed by its officer thereunto duly authorized as of the date above first written.

ASSIGNOR
Bankers Trust Company,
as Collateral Trustee

By: *Robert R. Telesca*

Name: **ROBERT R. TELESKA**
Title: **ASSISTANT VICE PRESIDENT**

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

I, a notary public, in and for the county and state aforesaid, do hereby certify that ROBERT R. TELESKA personally known to me to be the ASSISTANT VICE PRESIDENT of Bankers Trust Company, a New York corporation, appeared before me this day in person and acknowledged that ~~he~~ signed the above and foregoing instrument as his ~~or~~ free and voluntary act and as the free and voluntary act of said corporation pursuant to authority granted to him ~~or~~ by the board of directors of said corporation for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 29 day of December, 1998.

Paula Zielezinski
Notary Public

My commission expires: 6/11/2000

PAULA ZIELEZINSKI
Notary Public, State of New York
No. 01Z15024097
Qualified in Queens County
Certificate Filed in New York County
Commission Expires June 11, 2000

SCHEDULE A
TRADEMARKS

Trademark	Status	Reg. No.	Reg. Date	Owner	Jurisdiction
REPLAY	Registered	2,009,294	10/22/96	Huntsman Chemical Corporation	United States