08-14-2000

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Form PTO-1594
1-31-92

RE

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):

Hydrochem Industrial Services, Inc.

MB 7.17.00

☐ Individuals ☐ Association
☐ General Partnership - ☐ Limited Partnership
☒ Corporation - State: Delaware
☐ Other

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

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

Name: Bank of America, N.A.
Internal Address:
Street Address: 100 North Tryon Street
City: Charlotte State: North Carolina ZIP: 28255

☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-
☒ 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
☒ Security Interest ☐ Change of Name
☐ Other -

Execution Date: November 19, 1999

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

A. Trademark Application No.(s)

Trademark Registration No.(s)\

Please see attached Schedule A

Additional numbers attached? ☒ Yes ☐ No

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

Name: Brian Jaenicke, Legal Assistant
Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved: 22

7. Total fee (37 CFR 3.41): $ 590.00

☒ Enclosed
☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

23-1705 (in case of deficiency)

(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.

Brian T. Jaenicke
Name of Person Signing

Signature

7/17/00
Date

Total number of pages comprising cover sheet: 1

08/14/2000 MTHAI1 00000095 578635
01 FC:481 40.00 OP
02 FC:482 550.00 OP

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.

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SCHEDULE A

LIST OF MARKS

Mark	Registration (Application) Number	Registration (Application) Date
VERTAN	578,635	August 22, 1953
VERTAN	771,608	June 16, 1964
H EDUCT-O-JET	888,624	March 31, 1970
VERTAN	899,493	September 29, 1970
SAF-T-GUN	947,884	November 28, 1972
POWERLANCE	1,168,688	September 8, 1981
KARBOSOLV	1,177,614	November 10, 1981
KARBOSPERSE	1,179,525	November 24, 1981
MACOR	1,223,679	January 11, 1983
NEUKLEEN	1,253,963	October 11, 1983
DURA-PAK	1,361,436	September 24, 1985
CAVIFLOW	1,522,916	January 31, 1989
SILENTSTEAM	1,540,872	May 23, 1989
SLUG FLUSH	1,596,802	May 15, 1990
VALLEY SYSTEMS	1,646,276	May 28, 1991
HYDRO ROTO-MOLE	1,651,417	July 23, 1991
(Map Design)	1,653,895	August 13, 1991
H HYDRO SERVICES	1,695,767	June 23, 1992

DIS (and design)	1,945,161	January 2, 1996
(Pump Design)	2,067,032	June 3, 1997
HYDROCHEM	2,119,023	December 9, 1997
BLAZER VAC	2,203,701 (75/301,381)	November 17, 1998

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, HYDROCHEM INDUSTRIAL SERVICES, INC., a Delaware corporation (the "Grantor") with principal offices at 900 Georgia Avenue, Deer Park, Texas 77536 hereby assigns and grants to Bank of America, N.A., as Collateral Agent, with principal offices at 100 North Tryon Street, Charlotte, North Carolina 28255 (the "Grantee"), a security interest in (i) all of the Grantor'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 Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 19, 1999 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as 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 Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

* * *

new york 521284

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 19th day of November, 1999.

HYDROCHEM INDUSTRIAL SERVICES, INC.,
as Grantor

By_____
Name:
Title:

new york 521284

BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee

By _____
Name:
Title: MANAGING DIRECTOR

STATE OF TEXAS)
) ss.:
COUNTY OF HARRIS)

On this 19th day of November, 1999, before me personally came Selby F. Little, III who, being by me duly sworn, did state as follows: that ~~[s]~~he is Chief Financial Officer of HYDROCHEM INDUSTRIAL SERVICES, INC., that ~~[s]~~he is authorized to execute the foregoing Grant on behalf of said corporation and that ~~[s]~~he did so by authority of the Board of Directors of said corporation.

Ramona Rodriguez
Notary Public

RAMONA RODRIGUEZ
Notary Public, State of Texas
My Commission Expires
SEPTEMBER 21, 2002.

new york 521281

STATE OF TEXAS)
) ss.:
COUNTY OF HARRIS)

On this 19th day of November, 1999, before me personally came John J. O'Neill who, being by me duly sworn, did state as follows: that [s]he is Managing Director of Bank of America, N.A., that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Ramona Rodriguez
Notary Public

RAMONA RODRIGUEZ
Notary Public, State of Texas
My Commission Expires
SEPTEMBER 21, 2002.

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