

05-04-2001

Form PTO-1594
1-31-92

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



101700379

4-23-01

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

1. Name of conveying party(ies):
Resolution Performance Products LLC

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State -
 Other: Delaware limited liability company

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

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

Name: **Morgan Guaranty Trust Company of New York**

Internal Address: 35th Floor

Street Address: 1221 Avenue of the Americas

City: New York State: New York ZIP: 10020

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 14, 2000

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

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)\

Please see attached Schedule A

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 24

7. Total fee (37 CFR 3.41): \$ 615.00

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

Brian T. Jaenicke
 Signature

4/23/01
 Date

Total number of pages comprising cover sheet: 1

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.

SCHEDULE OF MARKS AND APPLICATIONS

RESOLUTION PERFORMANCE PRODUCTS INC.

None

RESOLUTION PERFORMANCE PRODUCTS LLC

<u>Mark</u>	<u>Reg. No./ Application No. (*)</u>	<u>Reg. Date</u>
AZTHANE	1,539,931	5/23/89
CARDURA	747,425	4/2/63
ECOCURE	*75/673,595	4/2/99
ECONEX	*75/810,810	9/29/99
ECOPREG	2,067,814	6/3/97
EPI-CURE	698,782	9/22/72
EPIKOTE	570,404	2/10/53
EPIKURE	2,024,235	12/17/96
EPI-REZ	641,951	2/26/57
EPI-REZ	534, 577	12/12/50
EPI-TEX	532,684	10/31/50
EPON	625,682	4/24/56
EPON	1,197,554	6/15/82
EPON CURING AGENT	611,978	9/13/55
EPONEX	1,192,680	3/30/82
EPON HPT	1,444,691	6/30/87
EPONOL	720,158	8/22/61
HELOXY	1,009,790	5/6/75
NEW GEN	*75/783,329	8/24/99
RESOLUTION	*78/009,629	5/24/00
VEOVA	1,723,117	10/13/92
EPI-REZ	194,244	12/12/50
EPI-CURE	185,667	9/22/72
EPI-TEX	185,587	9/22/72

RPP CAPITAL CORPORATION

None

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Resolution Performance Products LLC (the "Grantor") of 1600 Smith Street, 24th Floor, Houston, Texas 77002 hereby assigns and grants to Morgan Stanley & Co., Incorporated, as Collateral Agent, with principal offices at 1221 Avenue of the Americas, 35th Floor, New York, New York 10020 (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 14, 2000 (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.

* * *

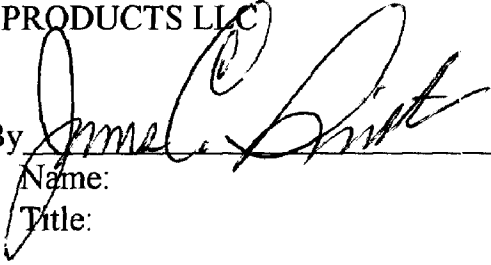
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 14th day of November, 2000.

RESOLUTION PERFORMANCE
PRODUCTS LLC

By

Name:

Title:

A handwritten signature in black ink, appearing to read "James C. Smith", is written over a horizontal line. The signature is cursive and somewhat stylized.

MORGAN STANLEY & CO., INCORPORATED,
as Collateral Agent and Grantee

By R. Bramwell

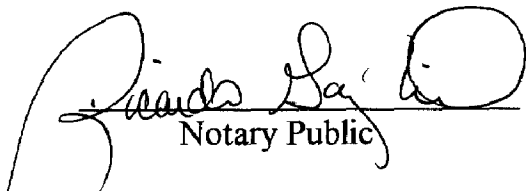
Name:

Title:

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On this 14th day of NOVEMBER, , before me personally came
JAMES C. SMITH who, being by me duly sworn, did state as follows: that he is
of Resolution Performance Products LLC, that he is authorized to execute the foregoing Grant on
behalf of said limited liability company and that he did so by authority of the managing members
of said limited liability company.

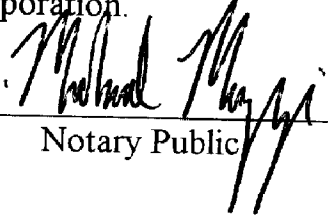

Notary Public

RICARDO L. GOMEZ-NIETO
NOTARY PUBLIC State of New York
No. 01GO6045499
Qualified in Nassau County
Commission Expires July 31, 2002

STATE OF NEW YORK)

COUNTY OF NEW YORK)

On this 14th day of November, 2000, before me personally came R. Brown Smith who, being by me duly sworn, did state as follows: that he is Managing Director of Morgan Stanley & Co., Incorporated, that she is authorized to execute the foregoing Grant on behalf of said corporation and that she did so by authority of the Board of Directors of said corporation.



Notary Public

MICHAEL MAGGI
Notary Public, State of New York
No. 01MA6030598
Qualified in Queens County
Certificate Filed in New York County
Commission Expires Sept. 13, 1001