

03-18-2002

Form PTO-1594
1-31-92

RE



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102019666

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

1. Name of conveying party(ies):
 Klöckner-Pentaplast of America, Inc. **2-27-02**

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: Deutsche Bank AG London
 Internal Address: _____
 Street Address: Winchester House, 1 Great Winchester Street
 City: London EC2N 2DB Country: United Kingdom

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: December 14, 2001

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 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 registration number(s):

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

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

Name: Helen Bruno, Senior Legal Assistant
 Internal Address: White & Case LLP

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

6. Total number of applications and registration involved 6

7. Total fee (37 CFR 3.41): \$ 165.00

Enclosed
 Authorized to be charged to deposit account

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.

Helen Bruno February 27, 2002
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

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.

03/15/2002 DBYRME 00000289 1269857

01 FC:481 40.00 OP
02 FC:482 125.00 DP

**TRADEMARK
REEL: 002462 FRAME: 0570**

SCHEDULE A

<u>Marks</u>	<u>Country</u>	<u>Status</u>	<u>Registration No.</u>	<u>Serial No.</u>
PENTADUR	US	Registered on 3/13/84	1269857	73/406691
PENTATHERM	US	Registered on 3/13/84	1269855	73/406688
PENTASOUND	US	Registered on 3/13/84	1269853	73/406681
PENTAPRINT	US	Registered on 3/13/84	1269854	73/406682
PENTAPHARM	US	Registered on 2/21/84	1267958	73/406678
PENTAFORM	US	Registered on 3/13/84	1269856	73/406690



Deutsche Bank AG London
Winchester House
1 Great Winchester Street
London EC2N 2DB
Tel: +44 20 7545 8000

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

APPOINTMENT OF DOMESTIC REPRESENTATIVE

White & Case LLP, whose postal address is 1155 Avenue of the Americas, New York, New York 10036, is hereby designated as Grantee's representative upon whom notice or process in proceedings affecting the attached Security Interest Agreement may be served.

DEUTSCHE BANK AG LONDON

DEUTSCHE BANK AG LONDON

By: 
Name: RONALD KEITH LANE-SMITH
Title: ASSISTANT VICE PRESIDENT

By: 
Name: SCOTT DENYS STANTON
Title: ASSISTANT VICE PRESIDENT

DATED: 25TH FEBRUARY 2002

Chairman of the Supervisory Board: Hilmar Kopper
Board of Managing Directors: Josef Ackermann,
Jürgen Fiedler, Norikazu Breuer, Clemens Borsari,
Klaus R. Fiedler, Tobias von Heydbrandt,
Herfried-Josef Lauth, Michael Pöhl

Deutsche Bank AG is regulated by SFA for the conduct of investment business in the UK, a member of The London Stock Exchange and is a stock corporation incorporated in the Federal Republic of Germany (HRB No. 30 000 District Court of Frankfurt am Main, Branch Registration No. in England BR000005)

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Klöckner-Pentaplast of America, Inc., a Delaware corporation (the "Grantor") with principal offices at 3585 Klöckner Road, Gordonsville, VA 22942, hereby assigns and grants to Deutsche Bank AG London, as Security Agent, with principal offices at Winchester House, 1 Great Winchester Street, London EC2N 2DB, England (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 December 14, 2001 (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.

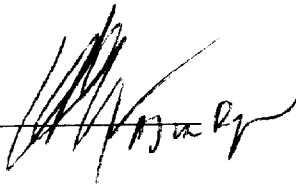
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IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 14th day of
December, 2001.

**KLÖCKNER-PENTAPLAST OF AMERICA,
INC., Grantor**

By _____
Name: Thomas J. Goeke
Title: President

DEUTSCHE BANK AG LONDON
as Security Agent and Grantee

By _____ *D. A. Wood* 
Name:
Title:

Trademarks

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 14th day of December, 2001.

KLÖCKNER-PENTAPLAST OF AMERICA, INC., Grantor

By Tom Goetze
Name: Thomas J. Goetze
Title: President

DEUTSCHE BANK AG LONDON,
as Security Agent and Grantee

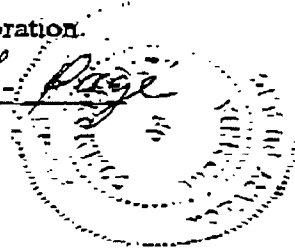
By _____
Name:
Title:

NEW YORK 836664 (2K)

STATE OF Virginia)
) ss.:
COUNTY OF Louisa)

On this 14th day of December, 2001, before me personally came Thomas J. Goeke, who, being by me duly sworn, did state as follows: that he is President of Klöckner-Pentaplast of America, Inc., that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Commission Expires: August 31, 2003

Robin L. Page
Notary Public


RICHMOND 776326v1