



102254846

Attached original documents or copy thereof.

To the Honorable Commissioner of Pa

OFFICE OF PUBLIC RECORDS
 Name of conveying party(ies):
 Huntsman Polymers Corporation
 FINANCE SECTION
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Del. MD
 Other MRP 10/15/02

2. Name and address of receiving party(ies)
 Name: Deutsche Bank Trust Company Americas,
 (formerly known as Bankers Trust Company), as agent
 Internal Address: _____
 Street Address: 31 W. 52nd St.
 City: New York State: NY ZIP: 10022

Additional name(s) of conveying party(ies) attached? Yes No
 Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Grant of Security Interest in U.S. Trademarks and Patents
 Execution Date: September 30, 2002

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other
 If assignee is not domiciled in the United States, a domestic representative assignor is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

Application number(s) or patent number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)

Additional numbers attached? Yes No

Name and address of party to whom correspondence concerning document should be mailed:
 Name: Laura Konrath
 Internal Address: Winston & Strawn
 33rd Floor
 Street Address: 35 West Wacker Drive
 City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 11
 7. Total fee (37 CFR 3.41).....\$ 290
 Enclosed
 Authorized to be charged to deposit account
 8. Deposit account number:
 N/A
 (Attach duplicate copy of this page if paying by deposit account)

10/18/2002 BTOM11 00000060 0764487
 01 FC:8521 40.00 DP
 02 FC:8322 250.00 DP

DO NOT USE THIS SPACE

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.
 Laura Konrath
 Name of Person Signing
 Signature
 Date: 10/7/02

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 Assignments

Continuation Item 9

Schedule A

U.S. Trademark Registration
Huntsman Polymers Corporation

<u>Registered Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
EL REXENE	0764487	2/11/1964
EL REXENE AND DESIGN	0820945	12/27/1966
EP	0851675	7/2/1968
EP AND DESIGN	0851674	7/2/1968
REXELL	2121615	12/16/1997
REXELL AND DESIGN	2123690	12/23/1997
REXENE	0918326	8/17/1971
REXENE AND DESIGN	1640978	4/16/1991
REXENE RESINS	1493767	6/28/1988
REFLEX AND DESIGN	2123689	12/23/1997
REXTAC	1488946	5/24/1988

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GRANT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Huntsman Polymers Corporation, a Delaware corporation (the "Grantor") with principal offices at 500 Huntsman Way, Salt Lake City, UT 84108, hereby grants to Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), as Collateral Agent, with principal offices at 31 West 52nd Street, New York, NY 10022 (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 of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

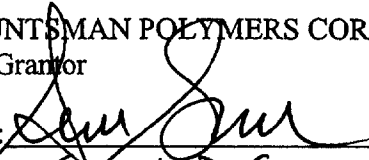
THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of September 30, 2002 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in and re-assigning the Marks and Patents acquired under this Grant to the Grantor.

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 more fully 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.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 30th day of September, 2002.

HUNTSMAN POLYMERS CORPORATION,
as Grantor

By: 
Name: Samuel D. Scruggs
Title: Vice President and Treasurer

DEUTSCHE BANK TRUST COMPANY
AMERICAS (formerly known as Bankers Trust
Company), as Grantee.

By: _____
Name: _____
Title: _____

Grant of Security Interest in United States Trademarks and Patents

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 30th day of September, 2002.

HUNTSMAN POLYMERS CORPORATION,
as Grantor

By: _____
Name: _____
Title: _____

DEUTSCHE BANK TRUST COMPANY
AMERICAS (formerly known as Bankers Trust
Company), as Grantee

By: M A Recchi
Name: MARCO ORLANDO
Title: DIRECTOR

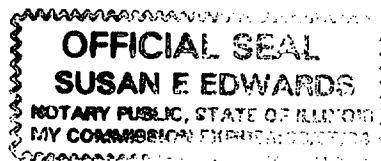
Grant of Security Interest in United States Trademarks and Patents

TRADEMARK
REEL: 002602 FRAME: 0108

STATE OF ILLINOIS)
COUNTY OF COOK) ss.:

On this 30th day of September, 2002 before me personally came Samuel Scroggs, who being duly sworn, did depose and say that he is V.P. & Treasurer of Huntsman Polymer Corporation, that he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Susan E Edwards
Notary Public



STATE OF Illinois)
) ss.:
COUNTY OF Cook)

On this 30th day of September, 2002, before me personally came Marco Orlando who, being by me duly sworn, did state as follows: that s/he is Director of Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), that s/he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.

Stacy Anne Rankin
Notary Public



TRADEMARK
REEL: 002602 FRAME: 0111

Schedule A

U.S. Trademark Registration
Huntsman Polymers Corporation

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EL REXENE	0764487	2/11/1964
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REXENE RESINS	1493767	6/28/1988
REFLEX AND DESIGN	2123689	12/23/1997
REXTAC	1488946	5/24/1988

TRADEMARK
REEL: 002602 FRAME: 0113

Schedule B

U.S. Patents and Applications
Huntsman Polymers Corporation

All patents are encumbered with security interests

<u>Patent Number</u>	<u>Registration Date</u>	<u>Title</u>
4710563	12/1/1987	PROCESS FOR THE RECOVERY OF AMORPHOUS DEVAPORIZED
4736002	4/5/1988	NOVEL PROPYLENE POLYMERIZATION PROCESS
4847340	7/11/1989	NOVEL PROPYLENE POLYMERIZATION PROCESS
5948447	9/7/1999	METHOD AND APPARATUS FOR PRODUCT RECOVERY OF POLYOLEFINS
5948720	9/7/1999	CATALYST FOR THE PRODUCTION OF FLEXIBLE POLYOLEFIN,
6017615	1/25/2000	FILM PRODUCT COMPRISING NOVEL POLYOLEFINS
6080818	6/27/2000	POLYOLEFIN BLENDS USED FOR NON-WOVEN AND ADHESIVE
6100351	8/8/2000	OLEFIN POLYMERIZATIONS PROCESS AND PRODUCTS THEREOF

WINSTON & STRAWN

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1204 GENEVA, SWITZERLAND

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333 SOUTH GRAND AVENUE
LOS ANGELES, CALIFORNIA 90071-1543

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1400 L STREET, N.W.
WASHINGTON, D.C. 20005-3502

WRITER'S DIRECT DIAL NUMBER

(312) 558-6352

October 4, 2002

CERTIFIED MAIL/R.R.R.

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231
Attn: Trademark Assignment Department

Re: Deutsche Bank/Huntsman/Huntsman Polymers Corporation

Dear Commissioner:

Enclosed is a Grant of Security Interest in U.S. Trademarks and Patents together with a check in the amount of \$290 payable to the Commissioner of Patents and Trademarks for the assignment recordation fees.

Please file the enclosed with the Trademark Assignment Department of the U.S. Patent and Trademark Office. When the filing process is completed, please send the file-stamped document to the following address:

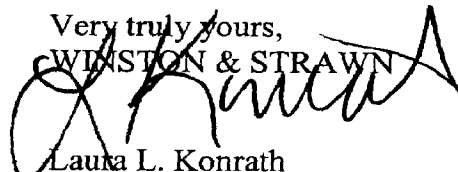
Laura L. Konrath
WINSTON & STRAWN
35 W. Wacker Drive
Chicago, IL 60601

Should you require any additional information, please do not hesitate to call.

Thank you for your attention to this matter.

Very truly yours,

WINSTON & STRAWN



Laura L. Konrath
Senior Legal Assistant

LLK:cl
Enclosures

RECORDED: 10/15/2002

TRADEMARK
REEL: 002602 FRAME: 0115