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OFFICE OF PUBLIC  
To the Honorable Commissioner of Patents &

102254848

original documents or copy thereof.

Name of conveying party(ies): 2002 OCT 15 AM 11: 23

Huntsman Chemical **FINANCE SECTION**

10-15-02

- Individual(s)  Association
- General Partnership  Limited Partnership
- Corporation-State
- Other Utah Limited Liability Company

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

Nature of conveyance: MRD 10/15/02

- Assignment  Merger
- Security Agreement  Change of Name
- Other Grant of Security Interest in US

Patents and Trademarks

Execution Date: September 30, 2002

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

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designator 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: \_\_\_\_\_

**4**

7. Total fee (37 CFR 3.41).....\$ 115

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 GTON11 00000066 1504450

DO NOT USE THIS SPACE

01 FC:85E 40.00 DP  
02 FC:18522 75.00 DP

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

Laura Konrath  
Signature

10/7/02  
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 Assignments

**TRADEMARK**  
REEL: 002602 FRAME: 0136

Continuation  
Item 4  
Schedule A

U.S. Trademark Registration  
Huntsman Chemical Company LLC

<u>Registered Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
HCC AND DESIGN	1504450	9/20/1988
HUNTSMAN CHEMICAL CORPORATION	1542128	6/6/1989
R-MER	2124151	12/23/1997
GECET	1635187	2/19/1991

GRANT OF SECURITY INTEREST IN  
UNITED STATES TRADEMARKS AND PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Huntsman Chemical Company, LLC, a Utah limited liability company (the "Grantor") with principal offices at 500 Huntsman Way Salt Lake City, Utah 84108, hereby grants to Deutsche Bank Trust Company Americas (formerly known as Bankers Trust Company), as Collateral Agent, with principal offices at 31 West 52<sup>nd</sup> 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.

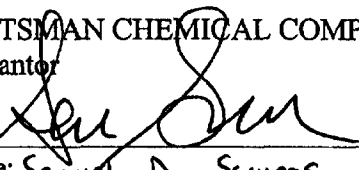
THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of September 30, 2002 (as amended, restated, supplemented 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 30<sup>th</sup> day of September, 2002.

HUNTSMAN CHEMICAL COMPANY LLC,  
as Grantor

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

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

TRADEMARK  
REEL: 002602 FRAME: 0139

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 30<sup>th</sup> day of September, 2002

HUNTSMAN CHEMICAL COMPANY LLC,  
as Grantor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

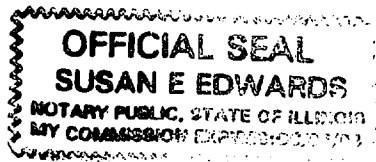
By: M. A. Orlano  
Name: MARCO ORLANO  
Title: DIRECTOR

Grant of Security Interest in United States Trademarks and Patents

STATE OF ILLINOIS )  
 ) ss.:  
COUNTY OF COOK )

On this 30<sup>th</sup> day of September, 2002 before me personally came Samuel Scussel, who being duly sworn, did depose and say that he is V.P. & Treasurer of Huntsman Chemical Company, LLC, 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 30<sup>th</sup> 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: 0143**



Schedule A

U.S. Trademark Registration  
Huntsman Chemical Company LLC

<u>Registered Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
HCC AND DESIGN	1504450	9/20/1988
HUNTSMAN CHEMICAL CORPORATION	1542128	6/6/1989
R-MER	2124151	12/23/1997
GECET	1635187	2/19/1991

TRADEMARK  
REEL: 002602 FRAME: 0145

Schedule B

U.S. Patents and Applications  
Huntsman Chemical Company LLC

All patents are encumbered with security interests.

<u>Patent Number</u>	<u>Registration Date</u>	<u>Title</u>
4927858	5/22/1990	POLYPHENYLENE ETHER-ALKENYL AROMATIC POLYMER BLENDS
4992482	2/12/1991	POLYPHENYLENE ETHER-ALKENYL AROMATIC POLYMERS

01/10/2002