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3/25/03

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102398826 ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Inolex Investment Corp.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 10/4/02

2. Name and address of receiving party(ies)

Name: General Electric Capital Corporation, as Agent

Internal

Address: _____

Street Address: 201 High Ridge Road

City: Stamford State: CT Zip: 06927

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Delaware
- 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) 78/127048
78/126950

B. Trademark Registration No.(s) n/a

Additional number(s) attached Yes No

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

Name: Marianne F. Taras

Internal Address: Paul, Hastings, Janofsky &

Walker LLP

Street Address: 1055 Washington Boulevard

City: Stamford State: CT Zip: 06901

6. Total number of applications and registrations involved: _____

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Marianne F. Taras
Name of Person Signing

Marianne F. Taras
Signature

3/20/03
Date

Total number of pages including cover sheet, attachments, and document: 14

03/25/2003 6TOM11 00000069 78127048

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:8521 40.00 DP
02 FC:8522 25.00 DP

TRADEMARK
REEL: 002698 FRAME: 0130

**FIRST AMENDMENT
TO INTELLECTUAL PROPERTY SECURITY AGREEMENT**

FIRST AMENDMENT, dated as of October 4, 2002 (this "Amendment"), to the IP Security Agreement referred to below by and among INOLEX CHEMICAL COMPANY, a Pennsylvania corporation ("Borrower"), INOLEX INVESTMENT CORP., a Delaware corporation ("Subsidiary"; Borrower and Subsidiary shall hereinafter be referred to as "Grantor" and collectively as "Grantors"), and GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as agent for Lenders referred to below ("Agent").

W I T N E S S E T H

WHEREAS, Grantors and Agent are parties to that certain Intellectual Property Security Agreement, dated as of June 30, 1999 (as amended, supplemented or otherwise modified from time to time, the "IP Security Agreement"); and

WHEREAS, Grantors and Agent have agreed to amend the IP Security Agreement in the manner, and on the terms and conditions, provided for herein.

NOW THEREFORE, in consideration of the premises and for other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, each of the Grantors and Agent hereby agree as follows:

1. Amendments. Schedules I and II to the IP Security Agreement are hereby amended and restated in their entirety to read as set forth on Schedules I and II, respectively, hereto.

2. Representations and Warranties. To induce Agent and Lenders to enter into this Amendment, each of the Grantors hereby represents and warrants that:

(a) The execution, delivery and performance by such Grantor of this Amendment are within such Grantor's corporate power and have been duly authorized by all necessary corporate and shareholder action.

(b) This Amendment has been duly executed and delivered by or on behalf of such Grantor.

(c) This Amendment constitutes a legal, valid and binding obligation of such Grantor enforceable against such Grantor in accordance with its terms, except as enforceability may be limited by applicable bankruptcy, insolvency, reorganization, moratorium or similar laws affecting creditors' rights generally and by

general equitable principles (whether enforcement is sought by proceedings in equity or at law).

3. No Other Amendments. Except as expressly provided herein, the IP Security Agreement shall be unmodified and shall continue to be in full force and effect in accordance with its terms.

4. Effectiveness. This Amendment shall become effective as of the date hereof.

5. GOVERNING LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK.

6. Counterparts. This Amendment may be executed by the parties hereto on any number of separate counterparts and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered as of the day and year first above written.

INOLEX CHEMICAL COMPANY

By: *Robert E. Paganelli*
Name: **Robert E. Paganelli**
Title: **President**

INOLEX INVESTMENT CORP.

By: *Robert E. Paganelli*
Name: **Robert E. Paganelli**
Title: **President**

GENERAL ELECTRIC CAPITAL CORPORATION, as Agent

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered as of the day and year first above written.

INOLEX CHEMICAL COMPANY

By: _____
Name:
Title:

INOLEX INVESTMENT CORP.

By: _____
Name:
Title:

GENERAL ELECTRIC CAPITAL CORPORATION, as Agent

By: Donald J. Cavanagh
Name: DONALD J. CAVANAGH
Title: DULY AUTHORIZED SIGNATORY

STATE OF Pa)
COUNTY OF Phila) ss.

On this 8 day of January, 2003, before me personally appeared Robert Paganelli, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of INOLEX CHEMICAL COMPANY and INOLEX INVESTMENT CORP., who being by me duly sworn did depose and say that he is an authorized officer of said corporations, that the said instrument was signed on behalf of said corporations authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporations.

Mary T. Bilbrough
{seal} Notary Public

January 8, 2003

NOTARIAL SEAL
MARY T. BILBROUGH, Notary Public
City of Philadelphia, Phila. County
My Commission Expires November 7, 2006

SCHEDULE I
to
INTELLECTUAL PROPERTY SECURITY AGREEMENT

I. PATENT REGISTRATIONS

See Attached.

II. PATENT APPLICATIONS

See Attached.

III. PATENT LICENSES

Patent License Agreement between Inolex Investment Corp. and Inolex Chemical Company.

**INOLEX INVESTMENT CORP.
U.S. PATENTS**

PATENT NO.	ISSUE DATE	TITLE
5,989,527	11/23/99	COMPOSITIONS AND METHODS FOR IMPROVING THE PERFORMANCE OF CHEMICAL EXFOLIATING AGENTS, SUNLESS TANNING AGENTS, SKIN LIGHTENING AGENTS AND INSECT REPELLENTS
5,880,250	03/09/99	POLYMERIC ACID FUNCTIONAL POLYOLS, POLYURETHANES AND METHODS FOR MAKING SAME
5,833,961	11/10/98	POLYESTER-BASED SUNSCREEN FORMULATIONS

**INOLEX CHEMICAL COMPANY
U.S. PATENTS**

PATENT NO.	ISSUE DATE	TITLE
4,978,526	12/18/90	HAIR AND SKIN CONDITIONING AGENTS AND METHODS
4,246,131	01/20/81	LOW-IRRITANT SURFACTANT COMPOSTION
4,229,429	10/21/80	PROCESS FOR PREPARING ALCOHOL-SOLUBLE CONDENSATES, ETC.
4,225,622	09/30/80	PROTEIN HYDROLYSIS PRODUCTS FROM LIMED SPLITS
4,137,191	01/30/79	LOW-IRRITANT SURFACTANT COMPOSTION
4,128,543	12/05/78	PROCESS FOR PREPARING ALCOHOL SOLUBLE CONDENSATES
3,954,725	05/04/76	ALCOHOL SOLUBLE PROTEIN REACTION PRODUCTS

U.S. PATENTS

PATENT NO.	ISSUE DATE	TITLE
3,301,692	01/31/67	PROCESS OF TREATING PROTEINS AND THE PRODUCT THEREOF (C-COMM'L)
3,308,113	03/07/67	METHOD OF PREPARING PROTEINACEOUS FOOD MATERIAL BY TREATING COLLAGENEOUS MATERIAL WITH AQUEOUS SULFITE SOLUTION AND ADDING TO THE RESULTANT PROTEINACEOUS MATERIAL A PEROXIDE (C-COMM'L)
3,294,564	12/27/66	PROCESS OF REACTING BLOOD PROTEINS WITH GLUTARALDEHYDE AND THE PRODUCT THEREOF
3,475,404	10/28/69	METHOD OF PREPARING PROTEINACEOUS MATERIAL WHICH COMPRISES HEATING AN AQUEOUS SOLUTION OF COLLAGEN-CONTAINING MATERIAL AT A TEMPERATURE IN THE RANGE OF 250 F - 350 F. AND THEN TREATING THE SOLUTION WITH ANION EXCHANGE RESINS (C-COMM'L)
3,592,853	07/13/71	PROCESS FOR MANUFACTURE OF AMINES (C-COMM'L)
3,683,939	08/15/72	PROTEINACEOUS COSMETIC MATERIAL FOR HAIR CONDITIONING (C-COMM'L)
3,738,913	06/12/73	METHOD OF PREPARING POLYPEPTIDES (C-COMM'L)

INOLEX CHEMICAL COMPANY
U.S. PATENTS

PATENT NO.	ISSUE DATE	TITLE
4,129,543	12/12/78	THERMOSETTING MOLDING RESIN COMPOSITIONS
3,738,913	06/12/73	METHOD OF PREPARING POLYPEPTIDES (C-COMM'L)
3,301,692	01/31/67	PROCESS OF TREATING PROTEINS AND THE PRODUCT THEREOF (C-COMM'L)
3,294,564	12/27/66	PROCESS OF REACTING BLOOD PROTEINS WITH GLUTARALDEHYDE AND THE PRODUCT THEREOF
3,308,113	03/07/67	METHOD OF PREPARING PROTEINACEOUS FOOD MATERIAL BY TREATING COLLAGENEOUS MATERIAL WITH AQUEOUS SULFITE SOLUTION AND ADDING TO THE RESULTANT PROTEINACEOUS MATERIAL A PEROXIDE (C-COMM'L)

INOLEX INVESTMENT CORP
U.S. PATENT APPLICATIONS

APPLICATION NO.	TITLE
09/294,156	POLYURETHANE FOAM CELL OPENING AGENTS AND METHODS FOR MAKING FOAM USING THE SAME
10/062,890	METHODS AND COMPOSITIONS FOR MAKING WATER-BORNE DISPERSIONS

INOLEX CHEMICAL COMPANY
FOREIGN PATENT APPLICATIONS

COUNTRY	APPLN. NO.	ISSUE DATE	TITLE
CANADA	611,388	09/14/89	HAIR AND SKIN CONDITIONING AGENTS AND METHODS
EPO	89910268.5	09/08/89	HAIR AND SKIN CONDITIONING AGENTS AND METHODS

SCHEDULE II
to
INTELLECTUAL PROPERTY SECURITY AGREEMENT

I. TRADEMARK REGISTRATIONS

See Attached.

II. TRADEMARK APPLICATIONS

See Attached.

III. TRADEMARK LICENSES

License Agreement dated as of February 12, 1993 between Inolex Investment Corp. and Inolex Chemical Company.

**U.S. TRADEMARKS
INOLEX CHEMICAL COMPANY**

MARK	REG. NO.	REG. DATE
INOLEX (C1.1)	1,011,975	06/03/75

**U.S. TRADEMARKS
INOLEX INVESTMENT CORP.**

MARK	REG. NO.	REG. DATE
LEXEMUL	1,062,552	04/05/77
LEXOLUBE	1,063,692	4/19/77
LEXOL	1,067,507	6/14/77
LEXOREZ	1,175,640	11/03/81
MAYPON	531,352	10/03/50
SUPER-PRO	917,943	08/10/71
LEXGARD	1,062,553	04/05/77
LEXEIN	1,062,554	04/05/77
LEXAMINE	1,067,028	06/07/77
LEXATE	1,067,508	06/14/77
LEXAINE	1,067,509	06/14/77
LEXQUAT	1,542,185	06/06/89
LEXALT	2,098,343	09/16/97
LEXAD	2,496,765	10/09/01

**U.S. TRADEMARKS APPLICATIONS
INOLEX INVESTMENT CORP.**

MARK	APPLICATION DATE	Application Number
LEXFILM	05/8/02	78 127048
LEXFEEL	05/7/02	78 126950

FOREIGN TRADEMARKS
INOLEX CHEMICAL COMPANY

COUNTRY	MARK	REG. NO.	REG. DATE
AUSTRALIA	INOLEX (C1.1)	A278,522	05/20/74
AUSTRALIA	INOLEX (C1.5)	A278,523	05/20/74
CANADA	INOLEX	208,299	07/18/75
COLUMBIA	INOLEX (C1.1)	103,519	12/14/82
COLUMBIA	INOLEX (C1.5)	101,800	12/14/82
FRANCE	INOLEX (Cls. 1 & 5) (formerly Reg. No. 901,026)	1,269,368	04/10/84
FRANCE	MAYPON	1,465,741	07/19/77
GREAT BRITAIN	MAYPON	912,214	07/19/88
ITALY	INOLEX	696,850	04/28/77
SPAIN	INOLEX	754,150	06/30/77
SWITZERLAND	INOLEX (C1.1 & 5)	271,504	06/25/74
UNITED KINGDOM	INOLEX	1,029,449	05/14/74
UNITED KINGDOM	INOLEX	1,029,450	05/14/74
UNITED KINGDOM	MAYPON	912,214	07/19/74