

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

Solutia Inc.

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

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

3. Nature of conveyance:

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

Execution Date: October 8, 2003

2. Name and address of receiving party(ies)

Name: Abelco Finance LLC, as collateral agent

Internal

Address: 23rd Floor

Street Address: 299 Park Avenue

City: New York State: NY Zip: 10171

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a Delaware Limited Liability Company

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) see attached schedule

B. Trademark Registration No.(s) see attached schedule

Additional number(s) attached Yes No

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

Name: Santo Manna, Esq.

Internal Address: Schulte, Roth & Zabel LLP

Street Address: 919 Third Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 265

7. Total fee (37 CFR 3.41).....\$ 6640

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte Roth & Zabel

DO NOT USE THIS SPACE

9. Signature.

Barbara Bauer-Padron

Name of Person Signing



Signature

October 8, 2003

Date

Total number of pages including cover sheet, attachments, and document: 11

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

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY**SOLUTIA INC. TRADEMARKS AND TRADEMARK APPLICATIONS**

TRADEMARK	SERIAL NO./ REG. NO.	FILING DATE/ REGISTRATION DATE
IL DEALER NETWORK	76/269,609	7/11/01
A ACRILAN	583,881	12/14/93
ACRILAN	1,220,948	4/22/03
ACRILAN	545,734	11/27/01
ACRILAN A	1,244,524	6/05/83
ACRI-PULP	2,065,774	5/27/97
ADVANCED SOLUTIONS FOR GLASS	76/321,828	10/5/01
ADVANCED SOLUTIONS FOR GLASS	76/321,827	10/5/01
ADVANCED SOLUTIONS FOR GLASS	76/321,826	10/5/01
AED	2,419,233	1/9/01
AED MANURE CLEANER	2,369,329	7/18/00
A-G	75/642,644	2/18/99
AGRADO	2,375,828	8/8/00
AGRADO	2,369,160	7/18/00
ALPEX	567,094	3/11/03
ALPEX	567,094	11/25/52
ALPHOX	75/703,604	5/12/99
ALPHOX	75/543,569	8/26/98
AMCIS	2,718,446	5/27/03
APPLIED CHEMISTRY, CREATIVE SOLUTIONS	2,441,229	4/3/01
ASCEND	2,505,081	11/6/01
AXIO	2,439,958	4/3/01
BLAST PRO	2,472,364	7/24/01
BOUNCE-BACK	1,886,638	3/28/95
BREAK-IN PROTECTION	2,440,971	4/3/01
BUTVAR	571,402	6/10/03
BUTVAR	571,402	3/03/53
CARIBBEAN CREME CAKE	2,005,535	10/8/96
CENTAUR	1,996,092	8/20/96
CLEAN MACHINE	2,464,574	6/26/01
CLEAN MACHINE	2,460,325	6/12/01
CLEARLES	76/310,414	9/7/01
CLEARSAFE	76/091,461	7/18/00
CLEARFIL	2,498,735	10/16/01
COLORSHIELD	76/393,580	4/10/02
CPFILMS	2,503,446	11/6/01

DEQUEST	2,680,761	1/28/03
DEQUEST	777,638	9/29/64
<i>Design Only</i>	1,299,158	10/9/84
<i>Design Only</i>	2,111,243	11/4/97
<i>Design Only</i>	1,285,294	7/10/84
DIRT BLASTER	2,583,645	6/18/02
DODANE	749,905	5/21/63
DURASCRAPE	2,206,044	11/24/98
DURASOFT	2,154,879	5/5/98
DURASPUN	1,993,701	8/13/96
DURASPUN	2,091,904	8/26/97
DURASPUN	1,738,386	4/22/03
DURATREK	2,341,897	4/11/00
DYENAMIX	2,579,049	6/11/02
ECOBREEZE	76,087,545	7/10/00
EMULSI-PHOS	1,582,110	11/14/00
EVOLUTIA	75/878,168	12/22/99
FERTI-PURE	78/244,329	5/1/03
FORMULAONE PERFORMANCE AUTOMOTIVE FILM	1,894,494	5/16/95
G	76/135,065	9/25/00
GELVA	290,741	7/30/02
GELVA	290,741	1/12/32
GILA	78/271,591	7/8/03
GILA	2,749,640	8/12/03
GILA	1,291,584	8/28/84
GILA	1,208,135	1/14/03
GILA GRAPHICS	1,276,080	5/1/84
GILA RIVER	1,299,159	10/9/84
GILA RIVER	1,291,577	8/28/84
GINNY	2,486,307	9/4/01
GLACIER METALWORKING FLUIDS	2,248,344	12/16/97
GOLDSPUN	2,255,926	6/22/99
HB-40	571,615	6/24/03
HB-40	571,615	3/10/53
H.T.	046,851	12/24/85
HALCYON	78/177,946	10/24/02
HALCYON SHADES	78/261,052	6/11/03
HPR	1,865,124	11/29/94
HYDRAWAY	1,339,230	6/0/854
INFISOFT	76/399,628	4/24/02
IP-61	775,596	8/25/64
KEEP SAFE	2,463,217	6/26/01
KEEP SAFE	2,150,082	4/14/98
KEEPCLEAN	76/342,197	11/26/01

KEEPSAFE	2,562,496	4/16/02
KEEPSAFE	2,586,376	6/25/02
KEEPSAFE	2,168,828	6/30/98
KEEPSAFE GLASS	2,533,835	1/29/02
KEEPSAFE GLASS	2,602,297	6/30/02
KEEPSAFE GLASS	2,636,609	10/15/02
KEEPSAFE MAXIMUM	2,369,263	7/18/00
KEEPSAFE MAXIMUM GLASS	2,487,353	9/11/01
KEEPSAFE STORM	76/386,976	3/26/02
KEEPSAFE STORM	76/386,975	3/26/02
LEVERAGE	2,064,120	5/20/97
LEVN-LITE	934,272	10/25/02
LIMELIGHT	1,550,149	8/1/89
LIQUASHIELD	2,678,892	1/21/03
LIQUI SHIELD	78/139,537	6/27/02
LITTER BUSTER	2,383,857	9/5/00
LITTER BUTLER	2,384,014	9/5/00
LLUMAR	1,089,700	3/31/98
LLUMARIZE	2,024,639	12/17/96
LOCKED-IN STAINBLOCKER	76/296,336	8/7/01
LOW-E ULTRA	2,052,602	4/15/97
LUSTRE-PHOS	770,082	5/19/64
LXI	2,101,121	9/30/97
MCS	734,399	10/15/02
MEALMAID	2,537,298	2/5/02
MEMORIES LIKE THIS SHOULDN'T FADE	78/271,597	7/8/03
MINERAL BLUE	76/486,606	2/3/03
MODACURE	1,510,577	11/01/88
MODAFLOW	720,849	12/11/01
MULTIFLOW	999,461	2/14/95
NFB	728,737	2/1/03
NO-SHOCK	2,761,191	9/9/03
NO-SHOCK	1,183,834	3/12/02
NUTRIFOS	680,125	7/13/99
OILFOS	503,712	03/07/89
OPTA	2,059,700	5/6/97
OPTISCALE	78/208,415	1/29/03
PAL	1,360,542	9/17/85
PAN-O-LITE	775,916	8/25/64
PC-1244	0651038	9/9/97
PC 1344	2,004,430	10/1/96
PC 1644	2,004,431	10/1/96
PC-1844	2,607,042	8/13/02
PET HAIR ELIMINATOR	2,751,010	8/12/03
PET-AGREE	2,193,583	10/6/98

PHOS-BIN	996,923	12/27/94
PHOS-CHEK	837,738	5/31/88
PHOSGARD	2,307,096	1/11/00
PHOSGARD	723,746	2/19/02
PIL-TROL	2,466,619	7/3/01
PIL-TROL	2,269,626	8/10/99
PIL-TROL	2,451,223	5/15/01
PLATINUM PLUS	1,874,669	1/17/95
PY-RAN	395,321	7/30/02
REMEMBER	1,174,279	2/12/02
REMEMBER	1,174,279	10/20/81
REMEMBER FIBERS	76/231,329	3/27/01
RENEW	76/393,578	4/10/02
RESIMEL	403,635	10/05/43
RESIMENE	547,506	7/24/02
RESIMENE	538,301	7/03/91
RESIMENE	547,506	9/04/51
RESIQUIN	76/326,319	10/17/01
RIGHT TO LEFT THINKING	76/458,735	10/17/02
RJ-100	783,814	7/30/85
S63	1,622,586	4/17/01
SAFE FLEX	2,206,315	12/1/98
SAFLEX	76/269,586	7/11/01
SAFLEX	1,771,453	6/17/03
SAFLEX	382,673	5/1/01
SAFLEX	1,456,537	9/08/87
SAFLEX III G	2,220,420	1/26/99
SAFLEX OPTICOLOR	1,665,470	3/12/02
SAFLEX SV	2,055,535	4/22/97
SAFLEX-FORMA	2,055,534	4/22/97
SALUTIA.COM	76/017,754	4/5/00
SANTICIZER	265,127	5/2/00
SANTOCHLOR	2,638,587	10/22/02
SANTOFOAM	2,091,302	8/26/97
SANTOLINK	1,443,748	6/23/87
SANTOQUIN	501,027	10/25/88
SANTOQUIN	585,517	6/14/94
SANTOSOL	1,813,280	8/5/03
SANTOTAC MRS	1,943,166	12/19/95
SANTOWAX	396,299	10/1/02
SANTOWAX	396,299	7/07/42
SAYELLE	814,711	12/16/86
SC50	2,313,695	10/2/98
SCRIPSET	761,510	12/17/63
SCULPTED ACCENTS	2,372,404	8/1/00

SEF	78/256,930	6/2/03
SEF	76/090,477	7/17/00
SKYDROL	2,257,957	6/29/99
SKYDROL	510,769	5/23/89
SKYKLEEN	2,259,954	7/6/99
SKYKLEEN	2,257,958	6/29/99
SKYKLEEN AVIATION SOLVENT BY MONSANTO	2,067,775	6/3/97
SKYLUBE	78/213,887	2/12/03
SNOW FRESH	2,055,421	4/22/97
SNOW FRESH	1,685,890	10/25/02
SOLAR PRO	76/012,873	3/29/00
SOLAR STOP	2,184,382	8/25/98
SOLARPRO PLUG'N'PLAY	2,709,752	4/22/03
SOLUTEIN	76/054,323	5/22/00
SOLUTIA	2,725,147	6/10/03
SOLUTIA	76/185,272	12/22/00
SOLUTIA	76/185,271	12/22/00
SOLUTIA	76/185,196	12/22/00
SOLUTIA	76/185,076	12/20/00
SOLUTIA	76/185,075	12/20/00
SOLUTIA	76/184,863	12/20/00
SOLUTIA	2,725,140	6/10/03
SOLUTIA	2,602,456	6/30/02
SOLUTIA	2,578,976	6/11/02
SOLUTIA	2,379,855	8/22/00
SOLUTIA	2,185,915	9/1/98
SOLUTIA	2,482,655	8/28/01
SOLUTIA	2,578,953	6/11/02
SOLUTIA CONSULTING, INC.	2,192,228	9/29/98
SOLUTIA PHARMA-CEUTICAL ADVISORS	76/461,543	10/23/02
SOLUTIONS FOR A BETTER LIFE	76/242,481	4/11/01
SOLUTIONS FOR A BETTER LIFE	76/239,309	4/11/01
SOLUTIONS FOR A BETTER LIFE	76/239,300	4/11/01
SOLUTIONS FOR A BETTER LIFE	76/239,200	4/11/01
SOUND PRO	76/032,155	4/21/00
SPEC THIS	76/386,977	3/26/02
SPECTRASELECT	2,276,564	9/7/99
SPINEXPERT	76/360,382	1/18/02
SPINEXPERT	76/360,381	1/18/02
SPRAY GUARD	1,203,249	11/26/02
STABIL	767,942	4/07/64
STATICMAGIC	78/224,125	3/11/03
STRUCTURE PRO	76/430,217	7/12/02
STYMER	430,923	03/22/88

SUREBASE	78/226,173	3/17/03
T	1,632,070	6/12/01
TETRATHAL	828,722	10/27/87
TETROSYL	2,719,576	5/27/03
THE QUIET WINDSHIELD	76/365,085	1/30/02
THE QUIET WINDSHIELD	76/365,084	1/30/02
THE SMART YARNS.	1,800,808	10/26/93
THERMA SEALED	2,476,313	8/7/01
THERMA SEALED	2,474,152	7/31/01
THERMINOL	748,052	5/6/03
TLC TOTAL LIFECYCLE CARE	2,727,620	7/13/00
TRAFFIC CONTROL	76/310,503	9/7/01
TRAFFIC CONTROL FIBER SYSTEM	1,972,045	5/7/96
TRIDANE	752,257	7/02/63
ULTIMUS	2,122,368	12/16/97
ULTRON	944,383	3/11/03
ULTRON	944,383	10/10/72
ULTRON VIP	2,268,859	8/10/99
UVSHIELD	2,251,790	8/8/99
VANCEVA	76/393,549	4/10/02
VANCEVA	76/393,548	4/10/02
VANCEVA	76/393,547	4/10/02
VANCEVA	76/393,546	4/10/02
VANCEVA	76/343,113	11/29/01
VANCEVA	76/343,112	11/29/01
VANCEVA	76/343,111	11/29/01
VANCEVA	76/299,825	8/15/01
VANCEVA	76/299,699	8/15/01
VANCEVA	76/288,719	7/23/01
VISTA	2,122,616	12/23/97
VYDYNE	963,903	9/2/03
WE KEEP THE INSIDE OUT	2,654,850	11/26/02
WEAR DATED	1,132,242	1/9/01
WEAR DATED	1,132,271	1/09/01
WEAR DATED	1,132,280	1/09/01
WEAR DATED	1,132,237	1/09/01
WEAR DATED	777,092	9/15/64
WEAR DATED DURASOFT	2,074,417	6/24/97
WEAR-DATED	76/438,381	8/7/02
WEAR-DATED	2,426,663	2/6/01
WEAR-DATED	1,132,271	1/9/01
WEAR-DATED	1,132,280	1/9/01
WEAR-DATED	1,132,237	1/9/01
WEAR-DATED CARPET II	1,841,904	6/28/94
WEAR-DATED DURASOFT WITH TRAFFIC	76/507,973	4/21/03

CONTROL		
WEAR-DATED DURSOFT	76/506,862	4/16/03
WEAR-DATED FREEDOM	1,830,423	4/12/94
WEARDATED UNCONDI-TIONALLY GUARANTEED FOR ONE FULL YEAR'S NORMAL WEAR	777,061	9/15/64
WE'VE GOT THE SUN COVERED	2,089,742	8/19/97
WINTUK	857,669	1/24/89

EXECUTION VERSION**ASSIGNMENT FOR SECURITY****TRADEMARKS**

WHEREAS, Solutia Inc. (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated October 8, 2003 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as collateral agent for certain lenders (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Agents and the Lenders (as such terms are defined in the Security Agreement) a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of October 8, 2003.

SOLUTIA INC.

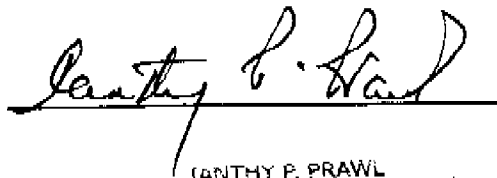
By: Kevin Wilson
Name: C. Kevin Wilson
Title: Vice President and Treasurer
Solutia Inc.

STATE OF _____

ss.:

COUNTY OF _____

On this 8th day of October, 2003, before me personally came Kevin Wilson, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the Vice President and Treasurer of Solutia Inc., a Delaware corporation, and that s/he executed the foregoing instrument in the firm name of Solutia Inc., and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



IANTHY P. PRAWL
Notary Public, State of New York
No. 24-4967506
Qualified in Kings County
Commission Expires June 4, 2006

SCHULTE ROTH & ZABEL LLP

919 Third Avenue
New York, NY 10022
(212) 756-2000
fax (212) 593-5955

www.srz.com

F A C S I M I L E
PLEASE DISTRIBUTE TO ALL LISTED PERSONS

<u>To</u>	<u>Company</u>	<u>Fax No.</u>	<u>Confirmation No.</u>
Assignment Division	U.S. Patent and Trademark Office	(703) 306-5995	(703) 308-9723

FROM: Barbara Bauer-Padron	DATE: 10/8/03
DIRECT DIAL: (212) 610-7341	Number of Pages: 12
Number of Cover Sheets: 1	(Including Fax Cover Page)
FILE NO.: 014951-0489	

Dear Sir/Madam:

Please record the attached assignment, and send the confirmation number to Barbara Bauer-Padron at (212) 593-5955.

Thank you.



Barbara Bauer-Padron
Legal Assistant

THE INFORMATION CONTAINED IN THIS MESSAGE IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.

For incomplete transmission please call (212) 756-2000 ext.6076