

SUBSTITUTE FORM PTO 1594
1-31-92

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies): Houghton Technical Corp.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Citizens Bank of Pennsylvania Citizens Gateway Center 3025 Chemical Road, Suite 300 Plymouth Meeting, PA 19462-1739</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input type="checkbox"/> Corporation: _____ <input checked="" type="checkbox"/> Other: Pennsylvania Chartered Savings Bank _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & addresses attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: <u>March 12, 2004</u></p>	

<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s): 76/546,508 - HOUGHTO-TREND</p> <p style="text-align: right;">Additional numbers attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Reg. No.(s): See Exhibit A Attached Hereto.</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Cheryl L. Slipski, Esq. Drinker Biddle & Reath LLP One Logan Square 18th & Cherry Streets Philadelphia, PA 19103-6996</p> <p>Attorney Docket No. <u>191261</u></p>	<p>6. Total number of applications and registrations involved: <u>38</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$965.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit Account Number: <u>50-0573</u></p>
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DO NOT USE THIS SPACE

9. 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.

Cheryl L. Slipski		3/16/04
Name of Person Signing	Signature	Date

Total number of pages including cover sheet, attachments and document: 7

OMB No. 0651-0011 (exp. 4/94)

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

CH \$965.00 500573 76546508

EXHIBIT A
Trademark Registrations

Trademark Registration Number	Mark
2,774,061	QUENCHCARE
2,237,142	FLUIDCARE
2,158,959	TANDEMOL
2,068,149	DIE KOTE
1,289,635	HYDRA-VIS
1,085,200	HYDRA-CUT
998,375	H HOUGHTON and Design
931,209	AQUA-QUENCH
911,722	HI-TEMP
836,180	LANOLUBRIC
776,873	CINDOL and Design
727,626	HOUGHTO SAFE 620 and Design
711,329	CERFA-KLEEN and Design
704,471	HOUGHTO-SAFE and Design
653,660	TANDEMOL and Design
524,927	HYDRO-DRIVE and Design
515,719	MAR-TEMP and Design
515,021	HOUGHTO-QUENCH and Design
503,907	MAR TEMP and Design
503,431	HOUGHTO-BLACK and Design
398,265	COSMOLINE and Design

354,220	CUT-MAX and Design
302,904	PERMASOL and Design
302,902	STA-PUT and Design
256,724	HOUGHTOGRIND and Design
256,723	HOUGHTODRAW and Design
256,604	HOCUT and Design
227,927	VITAL
222,255	HOUGHTO-CLEAN and Design
183,195	HOUGHTON'S LIQUID HEAT and Design
183,194	HOUGHTON'S DRAW TEMP and Design
146,255	HYDROLUBRIC and Design
146,254	COSMOLUBRIC and Design
132,171	RUST VETO and Design
124,386	THE HOUGHTON LINE and Design
108,250	SOLCUT and Design
94,638	HOUGHTON'S and Design

GRANT OF SECURITY INTEREST

WHEREAS, HOUGHTON TECHNICAL CORP., a Delaware corporation, (herein referred to as "Debtor"), owns all right, title and interest in and to the trademarks listed on the annexed Schedule A (the "Trademarks");

WHEREAS, Debtor is a wholly-owned subsidiary of HOUGHTON INTERNATIONAL INC. ("Borrower");

WHEREAS, Borrower is a party to that certain Credit Agreement dated February ~~3~~, 2004, by and between Borrower, CITIZENS BANK OF PENNSYLVANIA as Lead Arranger, Administrative Agent and Issuer ("Agent") and the Lenders referred to therein (as may be amended, supplemented, restated or otherwise modified from time to time, the "Credit Agreement"); and

WHEREAS, pursuant to a Security Agreement dated March ~~12~~, 2004 (as may be amended, supplemented, restated or otherwise modified from time to time, the "Security Agreement"), Debtor has granted to Agent, for the benefit of the Secured Parties (as that term is defined in the Credit Agreement), a security interest in all right, title and interest of Debtor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all past, present and future causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as that term is defined in the Credit Agreement).

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtor does hereby grant to Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

Debtor does hereby further acknowledge and affirm that the rights and remedies of Agent with respect to the security interest in the Collateral made and granted hereby 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, Debtor has caused this Grant of Security Interest to be duly executed by its officer thereunto duly authorized as of the ~~12th~~ day of March, 2004.

HOUGHTON TECHNICAL CORP.

By: 

Name: William J. Streich

Title: Vice President

ACKNOWLEDGEMENT

The undersigned, John Hancock Life Insurance Company, in its capacity as collateral agent for the Subordinated Creditors (as defined below) (together with any successors and assigns, the "Subordinated Creditor Agent"), hereby acknowledges and agrees, regardless of the order of recordation or filing, this recordation in the United States Patent and Trademark Office and the liens and security interests in favor of the Senior Creditor Agent (as defined below) in the collateral referred to herein (the "Collateral") are and shall be senior to any recordation in the United States Patent and Trademark Office naming Houghton Technical Corp. (the "Debtor"), as assignor, and the Subordinated Creditor Agent, as assignee, and the liens and security interests in favor of the Subordinated Creditor Agent in the Collateral, pursuant to, and to the extent provided in, that certain Subordination Agreement, dated as of March 12, 2004, by John Hancock Life Insurance Company and the other Subordinated Creditors referred to therein (together with any successors and assigns, the "Subordinated Creditors"), and Houghton International Inc. and the other Obligors referred to therein, in favor of Citizens Bank of Pennsylvania, for itself and in its capacity as agent for the Senior Creditors referred to therein (together with any successors and assigns, the "Senior Creditor Agent"). This acknowledgement and agreement shall not affect the priority of any recordation in the United States Patent and Trademark Office naming the Debtor, as assignor, and the Subordinated Creditor Agent, as assignee, or the liens or security interests in favor of the Subordinated Creditor Agent in the Collateral, except as expressly provided herein.

JOHN HANCOCK LIFE INSURANCE COMPANY

By:



Lorn C. Davis
Managing Director

SCHEDULE A
Trademarks
Registered Trademarks

Trademark Registration Number	Mark	Registration Date
2,774,061	QUENCHCARE	October 14, 2003
2,237,142	FLUIDCARE	April 6, 1999
2,158,959	TANDEMOL	May 19, 1998
2,068,149	DIE KOTE	June 3, 1997
1,289,635	HYDRA-VIS	August 14, 1984
1,085,200	HYDRA-CUT	February 14, 1978
998,375	H HOUGHTON and Design	November 19, 1974
931,209	AQUA-QUENCH	March 28, 1972
911,722	HI-TEMP	May 25, 1971
836,180	LANOLUBRIC	October 3, 1967
776,873	CINDOL and Design	September 15, 1964
727,626	HOUGHTO SAFE 620 and Design	February 20, 1962
711,329	CERFA-KLEEN and Design	February 14, 1961
704,471	HOUGHTO-SAFE and Design	September 20, 1960
653,660	TANDEMOL and Design	October 29, 1957
524,927	HYDRO-DRIVE and Design	May 9, 1950
515,719	MAR-TEMP and Design	September 27, 1949
515,021	HOUGHTO-QUENCH and Design	September 13, 1949
503,907	MAR TEMP and Design	November 16, 1948
503,431	HOUGHTO-BLACK and Design	October 26, 1948

Trademark Registration Number	Mark	Registration Date
398,265	COSMOLINE and Design	October 20, 1942
354,220	CUT-MAX and Design	February 8, 1938
302,904	PERMASOL and Design	May 2, 1933
302,902	STA-PUT and Design	May 2, 1933
256,724	HOUGHTOGRIND and Design	May 21, 1929
256,723	HOUGHTODRAW and Design	May 21, 1929
256,604	HOCUT and Design	May 21, 1929
227,927	VITAL	May 17, 1927
222,255	HOUGHTO-CLEAN and Design	December 28, 1926
183,195	HOUGHTON'S LIQUID HEAT and Design	April 22, 1924
183,194	HOUGHTON'S DRAW TEMP and Design	April 22, 1924
146,255	HYDROLUBRIC and Design	September 6, 1921
146,254	COSMOLUBRIC and Design	September 6, 1921
132,171	RUST VETO and Design	June 15, 1920
124,386	THE HOUGHTON LINE and Design	February 11, 1919
108,250	SOLCUT and Design	January 25, 1916
94,638	HOUGHTON'S and Design	December 23, 1913

Trademark Applications

Trademark Application Number	Mark	Filing Date
76/546,508	HOUGHTO-TREND	September 23, 2003