

MRD
11-21-03 RECORDED
TF

11-21-2003



102606065

ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

b settings = = =

To the Honorable Commissioner of Patents at:

Please record the attached original documents or copy thereof.

Name of conveying party(ies):

Huntsman Chemical Company, LLC

Individual(s)

☐ Association

General Partnership

☐ Limited Partnership

Corporation-State

☒ Other Utah Limited Liability CompanyAdditional 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, 2003

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas
(formerly known as Bankers Trust Company), as
Internal Address: collateral agent

Street Address: 31 West 52nd St.

City: New York State: NY ZIP: 10022

☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☐ Corporation-State☐ OtherIf 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

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? ☒ Yes ☐ NoName and address of party to whom correspondence
concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

11/21/2003 LMUELLER 00000160 1504450

01 FC:8521
02 FC:852240.00 DP
75.00 DP

DO NOT USE THIS SPACE

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)

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

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 400000TRADEMARK
REEL: 002867 FRAME: 0438

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 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 as collateral security for the prompt and complete payment and performance by Grantor of all of such Grantor's Obligations, as such term is defined in the Second Amended and Restated Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of September 30, 2003 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon receipt by Grantee of evidence satisfactory to it that all Credit Agreement Obligations are Fully Paid (as defined in the Security Agreement) and either (a) all Second Priority Senior Notes Obligations are Fully Paid or (b) both (i) no Default or Event of Default (as defined under The Second Priority Senior Notes Indenture has occurred and is continuing (and has not been waived) under the Second Priority Senior Notes Indenture and (ii) the Revolving Credit Agreement Obligations have been Fully Paid and the liens in connection therewith hve been released, the Grantee shall 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, 2003.

HUNTSMAN CHEMICAL COMPANY LLC,
as Grantor

By: 
Name: J. Kim Esplin
Title: Senior Vice President and Chief
Financial Officer

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

By: _____
Name: _____
Title: _____

Trademark

TRADEMARK
REEL: 002867 FRAME: 0441

STATE OF UTAH)

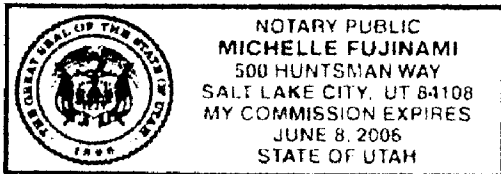
) ss.:

COUNTY OF SALT LAKE)

On this 30th day of September, 2003 before me personally came J. Kimo Esplin, who being duly sworn, did depose and say that he is Senior Vice President and Chief Financial Officer 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.

Michelle Fujinami

Notary Public



Trademark

TRADEMARK
REEL: 002867 FRAME: 0442

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of
the 29 day of SEP, 2003.

HUNTSMAN CHEMICAL COMPANY LLC,
as Grantor

By: _____
Name: _____
Title: _____

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

By: 
Name: MARY JO JOLLY
Title: ASSISTANT VICE PRESIDENT

Grant of Security Interest in United States Trademarks and Patents

TRADEMARK
REEL: 002867 FRAME: 0443

STATE OF New York)
COUNTY OF New York) ss.:

On this 21st day of September, 2003 before me personally came Mary Jo Jolly who, being by me duly sworn, did state as follows: that s/he is Assistant Vice President 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 s/he did so by authority of the Board of Directors of said corporation.


Notary Public

LEENA KRISHNASWAMY
NOTARY PUBLIC, State of New York
No. 01KR608684
Qualified in New York County
Commission Expires Aug. 11, 2007

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

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	POLYPHENYLEN ETHER-ALKENYL AROMATIC POLYMERS

CHI:1268074.2