

01-20-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



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

102649044

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

1. Name of conveying party(ies): Burlington Resins, Inc. 1-8-04
Individual(s) Association General Partnership Limited Partnership
Corporation-State Delaware
Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: 11/21/2003

2. Name and address of receiving party(ies) Name: HSBC Bank USA, as Collateral Agent
Internal Address:
Street Address: 452 Fifth Avenue
City: New York State: NY Zip: 10018
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New York Other banking corporation and trust company
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,230,020
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Rosalind Rodburg
Internal Address:
Street Address: Latham & Watkins 885 3rd Avenue
City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41).....\$ 40.00
Enclosed Authorized to be charged to deposit account
8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. Rosalind Rodburg Name of Person Signing
Signature
Date 1/6/04

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

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



01-08-2004

U.S. Patent & TMO/c/TM Mail Rept Dt. #66

TRADEMARK REEL: 002898 FRAME: 0442

01/16/2004 09:01:08 1230020 01 FC-6521

GRANT OF SECURITY INTEREST
IN TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Burlington Resins, Inc., a Delaware corporation (the "Grantor") with principal offices at 260 North Denton Tap Rd., Suite 150, Coppell, Texas 75019, hereby grants to HSBC Bank USA, as Collateral Agent, with offices at 452 Fifth Avenue, New York, New York 10018, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Second Lien Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Note Obligations of the Grantor, as such term is defined in the Second Lien Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of November 21, 2003 (as amended, modified, restated and/or supplemented from time to time, the "Second Lien Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Second Lien Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Second Lien Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Second Lien 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 Second Lien Security Agreement, the provisions of the Second Lien Security Agreement shall govern.

Pursuant to the terms of the Indenture (as defined in the Second Lien Security Agreement), the security interest granted herein shall in all circumstances prior to the Priority Lien Satisfaction Date (as defined in the Second Lien Security Agreement) be junior and subordinate in ranking to all Priority Liens (as defined in the Second Lien Security Agreement).

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Grant of Trademark Security Interest to be duly executed and delivered by its officer thereunto duly authorized as of the ___ day of November, 2003.

BURLINGTON RESINS, INC.

By: *Kenneth W. R. Baker*
Name: *Kenneth W. R. Baker*
Title: *President*

State of *Texas*

County of *Denton*

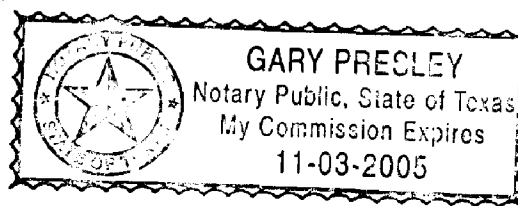
11/19, 2003

Then personally appeared the above named *Kenneth Baker*, as _____ of BURLINGTON RESINS, INC., and acknowledged the foregoing instrument to be his free act and deed as _____ of BURLINGTON RESINS, INC., before me,

Gary Presley

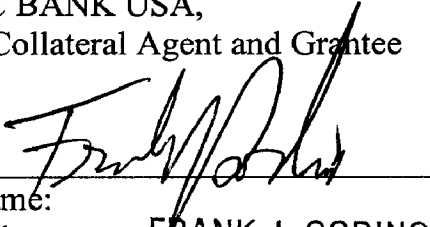
Notary Public

My commission expires: *11-03-05*



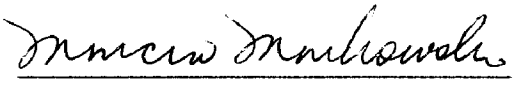
IN WITNESS WHEREOF, the undersigned has executed this Grant of Trademark Security Interest as of the ____ day of November, 2003.

HSBC BANK USA,
as Collateral Agent and Grantee

By 
Name:
Title: FRANK J. GODINO
Vice President

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

On this 21st day of November, 2003, before me personally came Frank J. Godino who, being by me duly sworn, did state as follows: that he is V.P. of HSBC Bank USA, that he is authorized to execute the foregoing Grant of Trademark Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public
MARCIA MARKOWSKI
No. 24-01MA4761665
Notary Public, State of New York
Qualified in Kings County
Commission Expires 11-30-06

Active U.S. Federal Trademark Registrations

OWNER	MARK	Reg. No	Reg. Date
Burlington Resins, Inc.	FABRA-TEX	1,230,020	03/08/1983