

05-17-2004



Form PTO-1594
1-31-92

RI

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

102746350

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

1. Name of conveying party(ies): 5-12-84
 Celanese International Corporation

Individuals Association
 General Partnership Limited Partnership

Corporation - Delaware
 Other

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank AG, New York Branch
 Internal Address:
 Street Address: 31 West 52nd Street

City: New York State: New York Zip Code: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership - _____
 Corporation _____
 Other Collateral Agent

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

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: April 6, 2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
78/059286

Trademark Registration No.(s)

179796	786224	832786	847073
240681	786477	832787	847903
322821	811180	832788	924042
385189	831525	834807	999466
506533	831526	834808	1932459
			2585709

Additional numbers attached? Yes No

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

Name: Helen Bruno, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

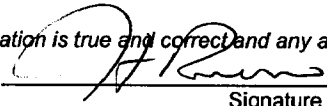
6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41): \$ 565.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in case of deficiency)
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Helen Bruno  May 12, 2004
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
 Director of US Patent and Trademark Office
 PO Box 1450
 Alexandria, VA 22313-1450

05/14/2004 MGETACHE 00000004 179796
 01 FC:8521
 02 FC:8522

40.00 OP
 525.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C.

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CELANESE INTERNATIONAL CORPORATION (the "Grantor") with principal offices at 1601 W. LBJ Freeway, Dallas, Texas 75234, hereby assigns and grants to DEUTSCHE BANK AG, NEW YORK BRANCH, as Collateral Agent, (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 proceeds 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 Obligations of the Grantor, as such term is defined in the Guarantee and Collateral Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of April 6, 2004 (as amended from time to time, the "Collateral Agreement"). Upon the occurrence of the termination of the Collateral Agreement, the Grantee shall, upon such satisfaction, 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 Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Collateral 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 Collateral Agreement, the provisions of the Collateral Agreement shall govern.

* * *

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 6th day of April, 2004.

CELANESE INTERNATIONAL CORPORATION, Grantor

By 
Name: Michael E. Grom
Title: Treasurer

By 
Name: D. Andrew Spathakis
Title: Vice President & Assistant Secretary


DEUTSCHE BANK AG, NEW YORK BRANCH, as Collateral Agent, Grantee

By 
Name: ALBERT FISCHETTI
Title: DIRECTOR

By 
Name: David Mayhew
Title: Director

STATE OF NEW ~~YORK~~ ^{Jersey})
) ss.:
COUNTY OF ~~NEW YORK~~)
Union

On this 7 day of April, 2004, before me personally came Michael E. Grom D. Andrew Spathakis of CELANESE INTERNATIONAL CORPORATION who, being by me duly sworn, did state as follows: that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

SWORN TO AND SUBSCRIBED
BEFORE ME ON THIS DATE
APR 07 2004
KATHRYNE E. JOHNSON
Notary Public of New Jersey
Commission Expires 3/26/2008

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 30th day of April, 2004, before me personally came ALBERT FISCHETTI of DEUTSCHE BANK AG, NEW YORK BRANCH who, being by me duly sworn, did state as follows: that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

MARC A. MENCHISE
Notary Public, State of New York
No. 01ME6007174
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 18, 2006

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 5th day of April, 2004, before me personally came David Mayhew of DEUTSCHE BANK AG, NEW YORK BRANCH who, being by me duly sworn, did state as follows: that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public

PETER W HELF
Notary Public - State of New York
No. 01HE6030586
Qualified in Suffolk County
My Commission Expires Sept. 13, 2005

SCHEDULE A

Celanese International Corporation

Mark	Grantor	Registration/Serial No.
CELANESE	Celanese International Corporation	179,796
CELANESE	Celanese International Corporation	240,681
CELANESE	Celanese International Corporation	322,821
CELANESE	Celanese International Corporation	385,189
CELANESE	Celanese International Corporation	506,533
CELANESE	Celanese International Corporation	786,224
CELANESE	Celanese International Corporation	786,477
CELANESE	Celanese International Corporation	811,180
CELANESE	Celanese International Corporation	831,525
Unique Mark, looks like a swirled "C"	Celanese International Corporation	831,526
Unique Mark, looks like a swirled "C"	Celanese International Corporation	832,786
CELANESE	Celanese International Corporation	832,787
Unique Mark, looks like a swirled "C"	Celanese International Corporation	832,788
CELANESE	Celanese International Corporation	834,807
Unique Mark, looks like a swirled "C"	Celanese International Corporation	834,808
Unique Mark, looks like a swirled "C"	Celanese International Corporation	847,073
Unique Mark, looks like a swirled "C"	Celanese International Corporation	847,903
Celanex	Celanese International Corporation	924,042
Unique Mark, looks like a swirled "C"	Celanese International Corporation	999,466
Unique Mark "Be Aware, Work with Care"	Celanese International Corporation	1,932,459
AOPLUS	Celanese International Corporation	78/059,286
Celawrap	Celanese International Corporation	2,585,709