

11-30-2004

Form PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

11/24/04



To the Honorable Commissioner of Pa

102891166

ed original documents or copy thereof.

1. Name of conveying party(ies):
Celanese International Corporation

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - 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: 60 Wall Street
 City: New York State: NY ZIP: 10005

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

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: October 18, 2004

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

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE A

Additional numbers attached? Yes No

Trademark Registration No.(s)
SEE ATTACHED SCHEDULE A

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

Name: Rachael Sanderson
 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 registration involved 30

7. Total fee (37 CFR 3.41): \$ 765.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event 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.

Rachael Sanderson Rachael Sanderson 11/24/04
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 3

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

Do not detach this portion

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

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Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

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 02 FC:8522 725.00 OP

11/23/2004 11:03 AM (2K)
 NEWYORK 4482973
 rs-security interest form-celanese intl db 2nd

CHEMVIP	Celanese International Corporation	78347082
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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	78,437,019
Celawrap	Celanese International Corporation	2,585,709
CHEMVIP	Celanese International Corporation	78347082

CELWHITE	Celanese International Corporation	78347114
THE SOLID CHOICE	Celanese International Corporation	78055717
CELVAM	Celanese International Corporation	78070072
VYTEK	Celanese International Corporation	78401617
CELPOL	Celanese International Corporation	2744919
CELDEFOAM	Celanese International Corporation	2580446
CELVOL	Celanese International Corporation	2560464

**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 October 5, 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.

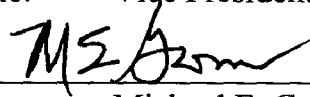
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Collateral Agreement, all terms and provisions of which are 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 18 day of October, 2004.

CELANESE INTERNATIONAL
CORPORATION,
Grantor,

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

By: 
Name: Michael E. Grom
Title: Treasurer

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

By Carin M. Keegan

Name: Carin M. Keegan
Title: Vice President

By Gregory Shefrin

Name: Gregory Shefrin
Title: Director

STATE OF NEW JERSEY)
) ss.:
COUNTY OF SOMERSET)

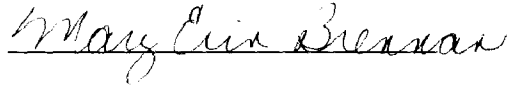
On this 18th day of October, 2004, before me personally came D. Andrew Spathakis who, being by me duly sworn, did state as follows: that he/she is Vice President & Assistant Secretary of CELANESE INTERNATIONAL CORPORATION, that he/she is authorized to execute the foregoing Grant on behalf of said corporation and that he/she did so by authority of the Board of Directors of said corporation.

Mary Erin Brennan
Notary Public

MARY ERIN BRENNAN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APRIL 15, 2008

STATE OF NEW JERSEY)
) ss.:
COUNTY OF SOMERSET)

On this 18th day of October, 2004, before me personally came Michael E. Grom who, being by me duly sworn, did state as follows: that he/she is Treasurer of CELANESE INTERNATIONAL CORPORATION, that he/she is authorized to execute the foregoing Grant on behalf of said corporation and that he/she did so by authority of the Board of Directors of said corporation.

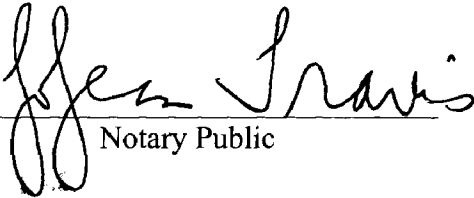


Notary Public

MARY ERIN BRENNAN
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES APRIL 15, 2008

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

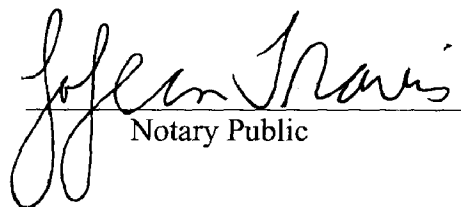
On this 18th day of October, 2004, before me personally came CARLIN KEELAN of DEUTSCHE BANK AG, NEW YORK BRANCH who, being by me duly sworn, did state as follows: that he/she is authorized to execute the foregoing Grant on behalf of said corporation and that he/she did so by authority of the Board of Directors of said corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007

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

On this 18th day of October, 2004, before me personally came
GREGORY SHEFRIN of DEUTSCHE BANK AG, NEW YORK BRANCH who, being
by me duly sworn, did state as follows: that he/she is authorized to execute the foregoing Grant
on behalf of said corporation and that he/she did so by authority of the Board of Directors of said
corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2007

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