

Form PTO-1594 (Rev. 03/05)

OMB Collection 0651-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

2155
192 (2)

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Huntman Group Intellectual Property Holdings Corporation

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: Utah
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) August 16, 2005

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Deutsche Bank AG New York Branch, as
Internal _____ agent

Address: _____

Street Address: 31 W. 52nd St.

City: New York

State: NY

Country: U.S. Zip: 10022

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Laura Konrath

Internal Address: Winston & Strawn LLP
5 W. Wacker Dr.

Street Address: 35 W. Wacker Dr.

City: Chicago

State: IL Zip: 60601

Phone Number: (312) 558-6352

Fax Number: (312) 558-5700

Email Address: Lkonrath@winston.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 115

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

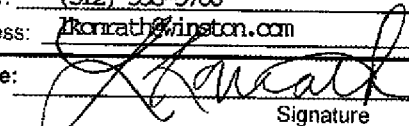
8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 232428

Authorized User Name L. Konrath

9. Signature:


Signature
Laura Konrath
Name of Person Signing

11/17/05
Date

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

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$115.00 232428 74710693

Trademarks For Owner: Huntsman Group IP Holdings Corp.
Date of Report: 08AU2005

Docket No.	Expires	Ctry	Types Status	Cur App Dt	Cur App No	Cur Reg D	Cur Reg No	Renewal
1669 TM	23DE2007	USA	Registered	03AU1995	74/710693	23DE1997	2124154	23DE2007
Attorney:PBL Mark: HUNTSMAN AND DESIGN Client/Division: carbonate and propylene carbonate, for use as solvents; ethylene;								
1762 TX	09MR2009	USA	Registered	03AU1995	74/710694	09MR1999	2231021	09MR2009
Attorney:PBL Mark: HUNTSMAN AND DESIGN Client/Division: CONTAMINANTS FROM NON-LIQUID GAS								
1763 TM	25FE2007	USA	Registered	03AU1995	74710692	25FE1997	2039875	25FE2007
Attorney:PBL Mark: HUNTSMAN AND DESIGN Client/Division: A WIDE VARIETY OF APPLICATIONS;								
3036 TM	25JL2010	USA	Registered	14JL1998	73/519877	25JL2000	2369935	25JL2010
Attorney:PBL Mark: HUNTSMAN AND DESIGN Client/Division: Goods:MALEIC ANHYDRIDE AND FUMARIC ACID FOR USE IN								

60920
Huntsman Group Intellectual Property Holdings Corporation

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only

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

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Huntsman Group Intellectual Property Holdings Corporation, a Utah corporation (the "Grantor") with principal offices at 500 Huntsman Way, Salt Lake City, UT 84108, hereby grants to Deutsche Bank AG New York Branch, 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, together with (ii) all Proceeds (as such term is defined in the Collateral Security Agreement referred to below) of the Marks, (iii) the goodwill of the businesses symbolized by the Marks 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 full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Collateral Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of August 16, 2005 (as amended, restated, supplemented or otherwise modified from time to time, the "Collateral Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Collateral Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in and re-assigning the Marks acquired under this Grant to the Grantor.

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

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 16th day of August 2005.

HUNTSMAN GROUP INTELLECTUAL
PROPERTY HOLDINGS CORPORATION as
Grantor

By: 
Name: Sean Douglas
Title: Vice President

DEUTSCHE BANK AG NEW YORK BRANCH,
as Grantee

By: _____
Name: _____
Title: _____

[Signature Page to Grant of Security Interest in Trademarks and Patents (Huntsman Group Intellectual Property Holdings Corporation)]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 16th day of August 2005.

HUNTSMAN GROUP INTELLECTUAL
PROPERTY HOLDINGS CORPORATION as
Grantor

By: _____
Name: Sean Douglas
Title: Vice President

DEUTSCHE BANK AG NEW YORK BRANCH,
as Grantee

By: 
Name: Marguerite Sutton
Title: Director

[Signature Page to Grant of Security Interest in Trademarks and Patents (Huntsman Group Intellectual Property Holdings Corporation)]

TRADEMARK
REEL: 003229 FRAME: 0922

Schedule A

U.S. Trademark Registration

Registered Mark

Registration No.

Registration Date

CHI:1569431.1

Trademarks For Owner: Huntsman Group IP Holdings Corp.
Date of Report: 08AU2005

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Attorney: PBL Client/Division: Mark: HUNTSMAN AND DESIGN Agent: CONTAMINANTS FROM NON-LIQUID GAS Class & Type: IN 1 Goods: CHEMICAL AGENTS FOR REMOVAL OF UNWANTED								
1763 TM	25FE2007	USA	Registered	03AU1995	74710692	25FE1997	2039875	25FE2007
Attorney: PBL Client/Division: Mark: HUNTSMAN AND DESIGN Agent: A WIDE VARIETY OF APPLICATIONS; Class & Type: IN 1 Goods: MALEIC ANHYDRIDE AND FUMARIC ACID FOR USE IN								
3036 TM	25JL2010	USA	Registered	14JL1998	75/519877	25JL2000	2369935	25JL2010
Attorney: PBL Client/Division: Mark: HUNTSMAN AND DESIGN Agent: A WIDE VARIETY OF Class & Type: IN 1 Goods: MALEIC ANHYDRIDE AND FUMARIC ACID FOR USE IN								

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Huntsman Group Intellectual Property Holdings Corporation

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