

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amended and Restated Intellectual Property Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hallstar Innovations Corp.		02/17/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as agent
Street Address:	135 S. LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	national association: UNITED STATES

PROPERTY NUMBERS Total: 36

Property Type	Number	Word Mark
Registration Number:	3774259	DIOPLEX
Registration Number:	1909689	GLYSO-LUBE
Registration Number:	3094074	HALLBOND
Registration Number:	2090138	HALLBRITE
Registration Number:	0723733	HALLCO
Registration Number:	2445078	HALLCOMAG
Registration Number:	2594709	HALLCO-PLEX
Registration Number:	3594198	HALLCOTE
Registration Number:	3103080	HALLGREEN
Registration Number:	3201887	HALLGREEN
Registration Number:	2090136	HALLSTAR
Registration Number:	3316121	HALLSTAR
Registration Number:	3517251	HALLSTAR
Registration Number:	2090137	HALLTRESS

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Registration Number:	1954415	MAGCARB
Registration Number:	0391917	MAGLITE
Registration Number:	2016966	
Registration Number:	0432867	MONOPLEX
Registration Number:	2110794	NOT JUST BETTER. BRILLIANTLY BETTER.
Registration Number:	0205178	PARA-FLUX
Registration Number:	0279547	PARAPLEX
Registration Number:	0440940	PARAPLEX
Registration Number:	1252592	PARAPLEX
Registration Number:	1180709	PLASTHALL
Registration Number:	2971747	POLYCRYLENE
Registration Number:	1950251	QUIKOTE
Registration Number:	3445957	RIGHT CHEMISTRY...POSITIVE SOLUTIONS
Registration Number:	3372542	SOLASIL
Registration Number:	3674110	SOLASTAY
Registration Number:	2832607	SPECTRASOLV
Registration Number:	3504232	SPIDER
Registration Number:	1582116	SUPRMIX
Registration Number:	2037232	TEGMER
Registration Number:	1728517	URETHHALL
Registration Number:	1927485	WET ZINC
Serial Number:	85287634	BIOCHEMICA

CORRESPONDENCE DATA

Fax Number: (312)558-5700

Phone: 312 558-6352

Email: lkonrath@winston.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Laura Konrath

Address Line 1: 35 W Wacker Drive

Address Line 2: Winston & Strawn LLP, Suite 2800

Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	1740-211
NAME OF SUBMITTER:	Laura Konrath
Signature:	/Laura Konrath/

TRADEMARK
REEL: 004720 FRAME: 0522

02/21/2012

Total Attachments: 12

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**AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY
AGREEMENT**

This AMENDED AND RESTATED INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Agreement") is entered into as of February 17, 2012, between HALLSTAR INNOVATIONS CORP., a Delaware corporation (the "Grantor") and BANK OF AMERICA, N.A., as Administrative Agent (the "Administrative Agent").

PRELIMINARY STATEMENTS

WHEREAS, Grantor and Administrative Agent are parties to (i) that certain Patent and Trademark Security Agreement dated as of September 30, 2008 (the "Patent and Trademark Agreement") and (ii) that certain Intellectual Property Security Agreement dated as of May 26, 2011 (the "IP Security Agreement" and, together with the Patent and Trademark Agreement, the "IP Agreements");

WHEREAS, (i) the Administrative Agent, certain financial institutions party thereto as lenders, The HallStar Company, an Illinois corporation and Grantor, as borrower, have entered into that certain Amended and Restated Credit Agreement dated as of the date hereof (as further amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement") and (ii) the Administrative Agent, the Grantor and certain affiliates of the Grantor party thereto as grantors have entered into those certain Amended and Restated Guaranty and Collateral Agreements dated as of the date hereof (as further amended, restated, amended and restated, supplemented or otherwise modified from time to time, each a "Security Agreement" and, collectively, the "Security Agreements");

WHEREAS, pursuant to the terms of the Security Agreements, Grantor has granted to the Administrative Agent, for the benefit of the Lenders, a security interest in substantially all the assets of the Grantor, including all right, title and interest of the Grantor in, to and under all now owned and hereafter acquired patents, patent applications, patent licenses, trademarks, trademark applications, trademark licenses, copyrights, copyright applications and copyright licenses and all products and proceeds thereof, to secure the payment of all amounts owing by the Grantor under the Credit Agreement and each Security Agreement; and

WHEREAS, the parties hereto have agreed to amend and restate the IP Agreements pursuant to this Agreement as a condition precedent to the financing accommodations under the Credit Agreement.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby confirms the grant pursuant to the Security Agreements, to the Administrative Agent, for the ratable benefit of itself and the other Secured Parties, of a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (a) all of its Patents and Patent Licenses, including, without limitation, those listed on Schedule A hereto;

- (b) all of its Trademarks and Trademark Licenses, including, without limitation, those listed on Schedule B hereto;
- (c) all of its Copyrights and Copyright Licenses, including, without limitation, those listed on Schedule C hereto;
- (d) all reissues, continuations or extensions of the foregoing; and
- (e) all rights, priorities and privileges relating to the foregoing, including all goodwill associated with any of the foregoing, and all rights to sue at law or in equity for any past, present or future infringement or other violation or impairment thereof, including the right to receive all proceeds and damages therefrom.

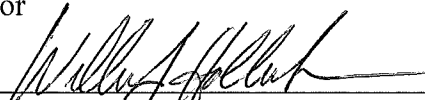
The rights and remedies of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in each Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with any Security Agreement, the provisions of the applicable Security Agreement shall govern. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Credit Agreement or the Security Agreements, as applicable.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has caused this Agreement to be duly executed by its respective authorized officer as of the date first set forth above.

HALLSTAR INNOVATIONS CORP.

As Grantor

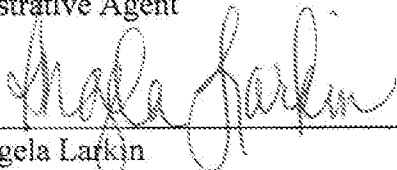
By:  _____

Name: William J. Holbrook

Title: Authorized Agent

Agreed and Accepted as of the 17th day of
February, 2012.

BANK OF AMERICA, N.A.,
as Administrative Agent

By: 
Name: Angela Larkin
Title: Assistant Vice President

Schedule A
to
Amended and Restated Intellectual Property Security Agreement

(All patents and trademarks are owned by HallStar Innovations Corp., however certain trademark and patent registrations list one of its affiliates as the owner. Such registrations are being updated.)

PATENTS

I. PATENT REGISTRATIONS

<u>Patent</u>	<u>Registration No.</u>	<u>Date</u>
METHODS AND COMPOSITIONS FOR IMPROVING SUN PROTECTION FROM SUNSCREEN FORMULATIONS	6165449	26-Dec-00
STABLE SUNSCREEN COMPOSITION CONTAINING DIBENZOYLMETHANE DERIVATIVE, EG PARSOL 1789 AND C12, C16, C18 BRACHED CHAIN	5783173	21-Jul-98
HYDRATING SKIN CARE AND SUNSCREEN COMPOSITION CONTAINING DIBENZOYLMETHANEDERIVATIV,E.G., PARSOL 1789,AND C12,C18	5788954	04-Aug-98
SKIN CARE AND SENSSCREEN COMPOSITION CONTAINING DIBENZOLMENTHANE DERIVATIVE, E.G., PARSOL 1789, AND C12, C16, C18	5849273	15-Dec-98
ULTRAVIOLET RADIATION ABSORBING WAXES USEFUL IN COSMETIC COMPOSITIONS	6355261	12-Mar-02
STABLE SUNSCREEN COMPOSITION CONTAINING DIBENZOYLMETHANE DERIVATIVE, E.G., PARSOL 1789, AND C12, C16, C18 BRANCHED	6350894	26-Feb-02
STABLE SUNSCREEN COMPOSITION CONTAINING A BARIUM COMPOUND, E.G. BARIUM SULFATE, A DIBENZOYLMETHANE DERIVATIVE, E.G.	6210658	03-Apr-01
SUNSCREEN COMPOSITIONS AND METHODS AND MATERIALS FOR PRODUCING THE SAME	6537529	25-Mar-03
SUNSCREEN COMPOSITIONS AND METHODS AND MATERIALS FOR PRODUCING THE SAME	6485713	26-Nov-02
METHODS OF MAKING AND SELLING A SUNSCREEN COMPOSITION	6770270	03-Aug-04

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[Schedules to Amended and Restated IP Security Agreement – HallStar Innovations Corp.]

**TRADEMARK
REEL: 004720 FRAME: 0528**

<u>Patent</u>	<u>Registration No.</u>	<u>Date</u>
ADHESION PROMOTER FOR CORD-REINFORCED RUBBER AND METAL OR POLYMER SUBSTRATE/ RUBBER COMPOSITES	6884832	26-Apr-05
PHOTOSTABILIZERS, UV ABSORBERS, AND METHODS OF PHOTOSTABILIZING A SUNSCREEN COMPOSITION	6926887	09-Aug-05
PHOTOSTABILIZERS, UV ABSORBERS, AND METHODS OF PHOTOSTABILIZING A SUNSCREEN COMPOSITION	6800274	05-Oct-04
LOW POLARITY DIMERATE AND TRIMERATE ESTERS AS PLASTICIZERS FOR THERMOPLASTIC POLYMER/ELASTOMER	7232855	19-Jun-07
PHOTOSTABILIZATION OF A SUNSCREEN COMPOSITION WITH LOW LEVELS OF AN ALPHA-CYANO-BETA, BETA DIPHENYLACRYLATE	6890521	10-May-05
LOW VOC, COATING COMPOSITIONS HAVING IMPROVED FLEXIBILITY AND IMPACT RESISTANCE BASED UPON NONLINEAR,	6992133	31-Jan-06
PHOTOSTABILIZERS, UV ABSORBERS, AND METHODS OF PHOTOSTABILIZING A SUNSCREEN COMPOSITION	6962692	08-Nov-05
ADHESION PROMOTER FOR CORD-REINFORCED RUBBER AND METAL OR POLYMER SUBSTRATE/ RUBBER COMPOSITES	6969737	29-Nov-05
LIQUID ADHESION PROMOTER FOR CORD-REINFORCED RUBBER AND METAL OR POLYMER SUBSTRATE/RUBBER COMPOSITES	6858664	22-Feb-05
PHOTOSTABILIZERS, UV ABSORBERS, AND METHODS OF PHOTOSTABILIZING A SUNSCREEN COMPOSITION	6919473	19-Jul-05
LOW POLARITY DIMERATE AND TRIMERATE ESTERS AS PLASTICIZERS FOR ELASTOMERS	7109264	19-Sep-06
VULCANIZED RUBBER COMPOSITION WITH A LIQUID ADHESION PROMOTER CONTAINING AN ADHESIVE RESIN AND ESTER	7138450	21-Nov-06
ADHESION PROMOTERS FOR CORD-REINFORCED THERMOPLASTIC POLYMERIC MATERIALS AND SUBSTRATE/THERMOPLASTIC POLYMERIC	7122592	17-Oct-06

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[Schedules to Amended and Restated IP Security Agreement – HallStar Innovations Corp.]

TRADEMARK
REEL: 004720 FRAME: 0529

<u>Patent</u>	<u>Registration No.</u>	<u>Date</u>
PHOTOSTABILIZATION OF A SUNSCREEN COMPOSITION WITH A COMBINATION OF AN ALPHA-CYANO-BETA,	6899866	31-May-05
COMPOUNDS DERIVED FROM POLYANHYDRIDE RESINS WITH FILM-FORMING, UV-ABSORBING, AND PHOTOSTABILIZING PROPERTIES,	7534420	19-May-09
LOW POLARITY DIMERATE AND TRIMERATE ESTERS AS PLASTICIZERS FOR THERMOPLASTIC COMPOSITIONS	7285588	23-Oct-07
DIESTERS CONTAINING TWO CYRLENE OR FLUORENE MOIETIES, SUNSCREEN COMPOSITIONS CONTAINING THE SAME,	7235587	26-Jun-07
COMPOUNDS DERIVED FROM POLYANHYDRIDE RESINS WITH FILM-FORMING, UV-ABSORBING,AND PHOTOSTABILIZING PROPERTIES,	7560098	14-Jul-09
COMPOUNDS DERIVED FROM POLYANHYDRIDE RESINS WITH FILM-FORMING, UV-ABSORBING,AND PHOTOSTABILIZING PROPERTIES,	7550134	23-Jun-09
COMPOUNDS DERIVED FROM POLYANHYDRIDE RESINS WITH FILM-FORMING, UV-ABSORBING,AND PHOTOSTABILIZING PROPERTIES,	7648697	19-Jan-10
JOINT ASSEMBLIES, METHODS FOR INSTALLING JOINT ASSEMBLIES, AND JOINTING COMPOSITIONS	7422791	09-Sep-08
METHOD OF DECREASING THE UV LIGHT DEGRADATION OF POLYMERS	7544350	09-Jun-09
PHOTOSTABILIZERS, UV ABSORBERS, AND METHODS OF PHOTOSTABILIZING COMPOSITIONS	7799317	21-Sep-10
TEST METHOD FOR DETERMINING COMPOUNDS CAPABLE OF QUENCHING ELECTRONIC SINGLETSTATE EXCITATION OF PHOTOACTIVE	7776614	17-Aug-10
METHOD OF QUENCHING ELECTRONIC EXCITATION OF CHROMOPHORE-CONTAINING ORGANIC MOLECULES IN PHOTOACTIVE	7597825	06-Oct-09
METHOD OF QUENCHING ELECTRONIC EXCITATION OF CHROMOPHORE-CONTAINING ORGANIC MOLECULES IN PHOTOACTIVE	7588702	15-Sep-09
UV-ABSORBING AND PHOTOSTABILIZING POLYMERS	7964245	21-Jun-11

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[Schedules to Amended and Restated IP Security Agreement – HallStar Innovations Corp.]

TRADEMARK
REEL: 004720 FRAME: 0530

<u>Patent</u>	<u>Registration No.</u>	<u>Date</u>
PHOTOSTABILIZING SILICONE FLUIDS	7915330	29-Mar-11
METHOD OF QUENCHING ELECTRONIC EXCITATION OF CHROMOPHORE-CONTAINING ORGANIC MOLECULES IN PHOTOACTIVE	7713519	11-May-10
METHOD OF QUENCHING ELECTRONIC EXCITATION OF CHROMOPHORE-CONTAINING ORGANIC MOLECULES PHOTOACTIVE	7754191	13-Jul-10
METHOD OF QUENCHING ELECTRONIC EXCITATION OF CHROMOPHORE-CONTAINING ORGANIC MOLECULES IN PHOTOACTIVE	8075808	13-Dec-11
PHOTOSTABILIZATION OF RETINOIDS WITH ALKOXYCRYLENE COMPOUNDS	8070989	06-Dec-11
ALKOXYCRYLENE/METAL OXIDE PHOTOSTABILIZED PHOTOACTIVE COMPOSITIONS AND METHODS	7959834	14-Jun-11
ALKYL BENZENE SULFONYL UREA PHOTOSTABILIZERS AND UV-ABSORBERS	7981402	19-Jul-11

II. PATENT APPLICATIONS

<u>Patent</u>	<u>Application No.</u>	<u>Date</u>
PHOTOABSORING, HIGHLY CONJUGATED COMPOUNDS OF CYANOACRYLIC ESTERS AND THEIR USE AS A SUNSCREEN COMPOSITIONS	11/101214	07-Apr-05
REACTIVE ESTERS AS PLASTICIZERS FOR ELASTOMERS	12/250938	14-Oct-08
METHOD OF QUENCHING ELECTRONIC EXCITATION OF CHROMOPHORE-CONTAINING ORGANIC MOLECULES IN PHOTOACTIVE	12/432450	29-Apr-09
DISPERSIONS OF INORGANIC PARTICULATES CONTAINING ALKOXYCRYLENE	12/554329	04-Sep-09
FLEXIBILIZERS FOR POLYLACTIC ACIDS AND OTHER BIOPOLYMERS	12/694426	27-Jan-10
BIOPOLYMER COMPOSITIONS HAVING IMPROVED IMPACT RESISTANCE	12/845578	28-Jul-10
PHOTOSTABILIZATION OF RETINOIDS WITH ALKOXYCRYLENE COMPOUNDS	13/032215	22-Feb-11
PHOTOSTABILIZATION OF RESVERATROL WITH ALKOXYCRYLENE COMPOUNDS	13/080247	05-Apr-11

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[Schedules to Amended and Restated IP Security Agreement – HallStar Innovations Corp.]

TRADEMARK
REEL: 004720 FRAME: 0531

<u>Patent</u>	<u>Application No.</u>	<u>Date</u>
PHOTOSTABILIZATION OF RETINOIDS WITH ALKOXYCRYLENE COMPOUNDS	13/282667	27-Oct-11
PHOTOSTABILIZATION OF COENZYME Q COMPOUNDS WITH ALKOXYCRYLENE COMPOUNDS	13/294339	11-Nov-11
PHOTOSTABILIZATION OF CHOLECALCIFEROL WITH ALKOXYCRYLENE COMPOUNDS	13/344044	05-Jan-12

III. PATENT LICENSES

HallStar Innovations Corp. has entered into License Rights Agreements, whereby it granted non-exclusive licenses to use certain patents, trademarks and other intellectual property to the following Loan Parties:

HallStar Services Corp.
 HallStar Solutions Corp.
 HallStar Sales Corp.
 HallStar International Company
 HallStar Acquisition Company
 Ester Solutions Company
 Hallcomid Solutions Company
 Marine Magnesium & Minerals Company
 Memphis Solutions Company

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[Schedules to Amended and Restated IP Security Agreement – HallStar Innovations Corp.]

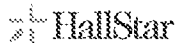

TRADEMARK
REEL: 004720 FRAME: 0532

Schedule B
to
Amended and Restated Intellectual Property Security Agreement

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TRADEMARKS

I. TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Date</u>
DIOPLEX DIOPLEX	3774259	13 Apr 2010
GLYSO-LUBE	1909689	8 Aug 1995
HALLBOND HALLBOND	3094074	16 May 2006
HALLBRITE	2090138	19 Aug 1997
HALLCO	0723733	14 Nov 1961
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HALLSTAR	2090136	19 Aug 1997
HALLSTAR	3316121	23 Oct 2007
HALLSTAR (and Design)  HallStar	3517251	14 Oct 2008
HALLTRESS	2090137	19 Aug 1997
MAGCARB	1954415	6 Feb 1996
MAGLITE MAGLITE	0391917	2 Dec 1941
MISCELLANEOUS DESIGN 	2016966	19 Nov 1996

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[Schedules to Amended and Restated IP Security Agreement – HallStar Innovations Corp.]

TRADEMARK
REEL: 004720 FRAME: 0533

<u>Mark</u>	<u>Registration No.</u>	<u>Date</u>
MONOPLEX	0432867	16 Sep 1947
NOT JUST BETTER. BRILLIANTLY BETTER.	2110794	4 Nov 1997
PARA-FLUX	0205178	3 Nov 1925
PARAPLEX	0279547	20 Jan 1931
PARAPLEX	0440940	12 Oct 1948
PARAPLEX	1252592	4 Oct 1983
PLASTHALL PLASTHALL	1180709	8 Dec 1981
POLYCRYLENE	2971747	19 Jul 2005
QUIKOTE	1950251	23 Jan 1996
RIGHT CHEMISTRY...POSITIVE SOLUTIONS	3445957	10 Jun 2008
SOLASIL SOLASIL	3372542	22 Jan 2008
SOLASTAY	3674110	25 Aug 2009
SPECTRASOLV	2832607	13 Apr 2004
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URETHHALL	1728517	27 Oct 1992
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<u>Mark</u>	<u>Application No.</u>	<u>Date</u>
BIOCHEMICA	85287634	06 Apr 2011

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 HallStar Acquisition Company
 Ester Solutions Company
 Hallcomid Solutions Company
 Marine Magnesium & Minerals Company
 Memphis Solutions Company

CHIDMS1/2992875.1

[Schedules to Amended and Restated IP Security Agreement – HallStar Innovations Corp.]

TRADEMARK
REEL: 004720 FRAME: 0534

Schedule C
to
Intellectual Property Security Agreement

COPYRIGHTS

I. COPYRIGHT REGISTRATIONS

NONE

II. COPYRIGHT APPLICATIONS

Copyright

Application No.

Date

NONE

III. COPYRIGHT LICENSES

NONE

CHIDMS1/2992875.1

[Schedules to Amended and Restated IP Security Agreement – HallStar Innovations Corp.]