

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
SONNEBORN, LLC,		03/30/2012	LIMITED LIABILITY COMPANY:

RECEIVING PARTY DATA

Name:	BANK OF MONTREAL
Street Address:	115 S. LaSalle Street
Internal Address:	35th Floor West
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	: CANADA <i>Bank, Canada</i>

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	1457119	AGROL
Registration Number:	1188288	BIARIUM PETRONATE
Registration Number:	0423715	BENOL
Registration Number:	0418402	BLANDOL
Registration Number:	2614994	BRITOL
Registration Number:	984262	CALCIUM PETRONATE
Registration Number:	2706310	CARNATION
Registration Number:	0848509	ERVOL
Registration Number:	0297067	FONOLINE

TRADEMARK

REEL: 004760 FRAME: 0419

Registration Number:	0301870	FREEZENE
Registration Number:	1091665	GLORIA
Registration Number:	2478851	HYDROBRITE
Registration Number:	3888993	IRIS
Registration Number:	4060968	ISO-PETRONATE
Registration Number:	0422558	KAYDOL
Registration Number:	2656077	KLEAROL
Registration Number:	0661553	KREMOL
Registration Number:	3654130	LILAC
Registration Number:	1419622	MULTIWAX
Registration Number:	2680067	PERFECTA
Registration Number:	0348440	PETRONATE
Registration Number:	0423716	PROTOL
Registration Number:	3460515	PROTOLINE
Registration Number:	0331928	PROTOPET
Registration Number:	1222255	RUDOL
Registration Number:	0852175	SEMTOL
Registration Number:	0661554	SHEROLATUM
Registration Number:	3023395	SONNEBORN
Registration Number:	1543129	SONNEBORN
Registration Number:	3606572	SONNECONE
Registration Number:	3709613	SONNENATURAL
Registration Number:	4034677	SONNEWARMIX
Registration Number:	0851267	SONO JELL
Registration Number:	2313610	SONOLUBE
Registration Number:	0315719	SUNISO
Registration Number:	1966472	WITCOGEL
Registration Number:	1233160	WITSOL
Serial Number:	85067651	PETRONATE EOR

CORRESPONDENCE DATA

TRADEMARK

REEL: 004760 FRAME: 0420

Fax Number:	(212)310-8007
Phone:	212-735-4559
Email:	vindra.richter@weil.com
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Correspondent Name:	Vindra Richter c/o Weil et al
Address Line 1:	767 Fifth Ave
Address Line 4:	New York, NEW YORK 10153
ATTORNEY DOCKET NUMBER:	60851.0143/AVON/SECREL/VR
NAME OF SUBMITTER:	Vindra Richter
Signature:	/vindra richter/
Date:	03/30/2012
Total Attachments: 13 source=Sonneborn - Trademark Security Agreement#page1.tif source=Sonneborn - Trademark Security Agreement#page2.tif source=Sonneborn - Trademark Security Agreement#page3.tif source=Sonneborn - Trademark Security Agreement#page4.tif source=Sonneborn - Trademark Security Agreement#page5.tif source=Sonneborn - Trademark Security Agreement#page6.tif source=Sonneborn - Trademark Security Agreement#page7.tif source=Sonneborn - Trademark Security Agreement#page8.tif source=Sonneborn - Trademark Security Agreement#page9.tif source=Sonneborn - Trademark Security Agreement#page10.tif source=Sonneborn - Trademark Security Agreement#page11.tif source=Sonneborn - Trademark Security Agreement#page12.tif source=Sonneborn - Trademark Security Agreement#page13.tif	
RECEIPT INFORMATION	
ETAS ID:	TM231047
Receipt Date:	03/30/2012
Fee Amount:	\$965

TRADEMARK

REEL: 004760 FRAME: 0421

EXECUTION VERSION**TRADEMARK SECURITY AGREEMENT**

TRADEMARK SECURITY AGREEMENT, dated as of March 30, 2012, by SONNEBORN, LLC, a Delaware limited liability company (the "Company" or the "Grantor"), in favor of BANK OF MONTREAL ("BMO"), as agent for the Secured Parties (as defined in the Credit Agreement referred to below) (in such capacity, the "Collateral Agent").

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement dated as of March 30, 2012 (together with all exhibits and schedules thereto and as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among OEP PEARL US ACQUISITION INC., a Delaware corporation, the Company, OEP PEARL DUTCH ACQUISITION B.V., a Dutch private company with limited liability, OEP HOLDINGS L.P., a Cayman Islands exempted limited partnership, OEP PEARL DUTCH HOLDINGS B.V., a Dutch private company with limited liability, SONNEBORN REFINED PRODUCTS B.V., a Dutch private company with limited liability, the Lenders party thereto, the Issuers party thereto, BMO, as agent for the Lenders and the Issuers, ABN AMRO BANK N.V. as agent for the BV Revolving Credit Lenders and the BV Issuers, BMO as agent for the Secured Parties under the Collateral Documents"), MACQUARIE CAPITAL (USA) INC. and BMO (ACTING UNDER ITS TRADE NAME BMO CAPITAL MARKETS) as joint lead arrangers and joint bookrunners and MACQUARIE CAPITAL (USA) INC. as Syndication Agent, the Lenders and Issuers have severally agreed to make Loans and other extensions of credit to the Borrowers upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantor is a party to the Guaranty pursuant to which it has guaranteed the Obligations; and

WHEREAS, the Grantor is a party to a Pledge and Security Agreement of even date herewith in favor of the Collateral Agent (the "Security Agreement") pursuant to which the Grantor is required to execute and deliver this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders, the Issuers and the Collateral Agent to enter into the Credit Agreement and to induce the Lenders and the Issuers to make their respective extensions of credit to the Borrowers thereunder, Grantor hereby agrees with the Collateral Agent as follows:

Section 1. Defined Terms

Unless otherwise defined herein, terms defined in the Credit Agreement or in the Security Agreement and used herein have the meaning given to them in the Credit Agreement or the Security Agreement, as the case may be.

Section 2. Notice and Confirmation of Grant of Security Interest in Trademark Collateral

Grantor, as collateral security for the full, prompt and complete payment and performance when due (whether at stated maturity, by acceleration or otherwise) of the Secured Obligations, hereby confirms the grant to the Collateral Agent for the benefit of the Secured Parties of a lien on and security interest in, all of its right, title and interest in, to and under the following Collateral of Grantor (the "Trademark Collateral"):

(a) all of its United States Trademarks and all United States Trademark Licenses to which it is a party, including, without limitation, those referred to on *Schedule I* hereto; and

(b) all Proceeds of the foregoing.

Section 3. Security Agreement

This Trademark Security Agreement confirms the security interest granted to the Collateral Agent pursuant to the Security Agreement, and Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.


[SIGNATURE PAGES FOLLOW]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

Grantor

SONNEBORN, LLC

By: 
Name: Thomas J. Kichler
Title: Vice President

ACCEPTED AND AGREED
as of the date first above written:

BANK OF MONTREAL,
as Collateral Agent

By: _____
Name:
Title:

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

Grantor

SONNEBORN, LLC

By: _____
Name:
Title:

ACCEPTED AND AGREED
as of the date first above written:

BANK OF MONTREAL,
as Collateral Agent

By: 
Name: **Gregory F. Tomczyk**
Title: **Vice President**

[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT

Trademark Registrations

AGROL	1457119	United States of America	Registered	Non-medical oil provided in large quantities for industrial and agricultural dust control.	Sonneborn, LLC
BARIUM PETRONATE	1188288	United States of America	Registered	Additive for lubricating oils	Sonneborn, LLC
BENOL [STYLIZED]	0423715	United States of America	Registered	Medicinal white mineral oil	Sonneborn, LLC
BLANDOL	0418402	United States of America	Registered	U.S.P. white mineral oil	Sonneborn, LLC

BRITOL	2614994	United States of America	Registered	Mineral oil sold for the manufacture of a variety of products, namely, cosmetics, toiletry, lubricants, carriers, conditioners, cleaners, textiles, plastics, adhesives, foods, packaging, greases, corrosion inhibitors, pharmaceuticals, surface finishes and insulation.	Sonneborn, LLC
CALCIUM PETRONATE	984262	United States of America	Registered	Dispersing agents	Sonneborn, LLC
CARNATION	2706310	United States of America	Registered	White mineral oil for use in the manufacture of pharmaceuticals, toiletries and cosmetics, and food grade lubricants.	Sonneborn, LLC
ERVOL	0848509	United States of America	Registered	Medicinal white mineral oil	Sonneborn, LLC
FONOLINE	0297067	United States of America	Registered	Petrolatum for medicinal purposes	Sonneborn, LLC
FREEZENE	0301870	United States of America	Registered	Lubricating oil	Sonneborn, LLC

Trademark	Serial Number	Class	Country	Status	Description	Owner
GLORIA	1091665		United States of America	Registered	Medicinal mineral oil	Sonneborn, LLC
HYDROBRITE	2478851		United States of America	Registered	Mineral oils for use in plastics and plastics processing	Sonneborn, LLC
IRIS	77922807 3888993		United States of America	Registered	Emollient used as an ingredient in the manufacture of cosmetics, toiletries, and pharmaceuticals	Sonneborn, LLC
ISO-PETRONATE	4060968		United States of America	Registered	Chemicals for use in industry as process aids	Sonneborn, LLC
KAYDOL (STYLIZED)	0422558		United States of America	Registered	Heavy white mineral oil sold in bulk in tank cars and drums for use as a textile lubricant and industrial lubricant; a nonfattening vegetable oil substitute; a catalyst carrier in the hydrogenation of vegetable oils; a plasticizer in liquid printing inks	Sonneborn, LLC
KLEAROL	2656077		United States of America	Registered	Medicinal white mineral oil	Sonneborn, LLC

KREMOL	0661553	United States of America	Registered	White mineral oil	Sonneborn, LLC
LILAC	3654130	United States of America	Registered	Emollient used as an ingredient in the manufacture of cosmetics, toiletries and pharmaceuticals	Sonneborn, LLC
MULTIWAX	1419622	United States of America	Registered	Microcrystalline waxes for use in the manufacture of products in various industries	Sonneborn, LLC
PERFECTA	2680067	United States of America	Registered	Petrolatum for use in the manufacture of cosmetics.	Sonneborn, LLC
PETRONATE	0348440	United States of America	Registered	Dispersing agent for use in the manufacture of emulsified preparations such as soluble oil emulsions, textile emulsions, and insecticidal spray emulsions	Sonneborn, LLC
PETRONATE EOR	85067651	United States of America	Pending	Chemicals for enhanced oil recovery	Sonneborn, LLC
PROTOL (STYLIZED)	0423716	United States of America	Registered	U.S.P. light medicinal white mineral oil	Sonneborn, LLC

PROTOLINE	3460515	United States of America	Registered	Petrolatum for use in the manufacture of cosmetics and toiletries; petrolatum for use in the manufacture of pharmaceuticals, in Class 4	Sonneborn, LLC
PROTOPET	0331928	United States of America	Registered	Petroleum products used as a base for cosmetics, ointments and as softening agents in the manufacture of rubber products, as well as for other products	Sonneborn, LLC
RUDOL	1222255	United States of America	Registered	Mineral oil for use as an ingredient in cosmetics, creams and similar toilet preparations, and for medicinal preparations	Sonneborn, LLC
SEMTOL	0852175	United States of America	Registered	Technical white mineral oil	Sonneborn, LLC
SHEROLATUM	0661554	United States of America	Registered	Petrolatum	Sonneborn, LLC

SONNEBORN	3023395	United States of America	Registered	<p>House mark for a full line of petroleum and petroleum-derived chemical products and chemical compositions; namely, mineral oils sold for the manufacture of products for a diversity of uses such as in cosmetics, toiletries, lubricants, carriers, conditioners, cleaners, textiles, plastics, adhesives, foods, packaging, greases, corrosion inhibitors, pharmaceuticals, surface finishes and insulation, waxes sold for the manufacture of products for a diversity of uses such as in adhesives, coatings, insulation, impregnation, bases, laminating agents, sealants, caulking compounds, corrosion inhibitors, water proofing, cosmetics, toiletries, and pharmaceuticals, petrolatums sold for the manufacture of products for a diversity of uses such as in cosmetics, pharmaceuticals, toiletries, foods, fluxes, paper, inks, plasticizer, polishes, molding, textiles, novelties, gaskets, corrosion inhibitors, polishes, and buffing compounds, distillates, sulfonates, and aliphatic solvents, in Class 4.</p>	Sonneborn, LLC
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Trademark	Serial No.	Class	Goods	Registered	Country	Applicant
SONNEBORN	1543129	1	Concrete Curing and Hardening Compounds for Imparting Resistance to Water, Corrosive, Abrasion and Other Effects of Use; Adhesives for Fastening Wall Panels or the Like to Wood, Masonry, or Metal Surfaces; Protective and Decorative Paint-Like Coatings for Concrete, Pavement and Masonry for Use in Dust proofing, Sealing, Abrasion Resistance, Resistance from Corrosives and Resistance to Other Effects of Use; Coloring Agent for Use with Cement and Mortar; Joint Expansion Materials in the Nature of Seals; Bonding Compounds; Grouting Compounds for Concrete Floors.	Registered	United States of America	Sonneborn, LLC
SONNECONE	3606572	3	Petrolatum for use in the manufacture of cosmetics and toiletries; petrolatum for use in the manufacture of pharmaceuticals.	Registered	United States of America	Sonneborn, LLC
SONNENATURAL	3709613	3	Gels comprised of vegetable-based oils and vegetable-based waxes for use in the manufacture of cosmetics and toiletries.	Registered	United States of America	Sonneborn, LLC

SONNEWARMIX	4034677	United States of America	Registered	Chemical products, namely, chemical admixtures used to improve the properties of bitumen which acts as a binding agent for asphalt and products used in the roofing industry.	Sonneborn, LLC
SONO JELL	0851267	United States of America	Registered	Prepared composition consisting of white mineral oil, petrolatum, and paraffin wax, used in the manufacture of cosmetic cleansing creams of the waterless, non-emulsion type, and as a base for making hair dressing and skin ointments	Sonneborn, LLC
SONOLUBE	2313610	United States of America	Registered	Compressor lubricants for use in high pressure compressors in the production of low density polyethylene	Sonneborn, LLC
SUNISO (STYLIZED)	0315719	United States of America	Registered	Lubricating oil for refrigeration machine	Sonneborn, LLC
WITCOGEL	1966472	United States of America	Registered	Extruded thermal plastic rubber compounds for use in the manufacture of communication cable	Sonneborn, LLC

WITSOL		1233160	United States of America	Registered	Chemical compositions for use in the preparation of inks	Sonneborn, LLC
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