

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM539008

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
INEOS ENTERPRISES HOLDINGS US FINCO LLC		08/30/2019	Limited Liability Company: DELAWARE
INEOS CALABRIAN CORPORATION		08/30/2019	Corporation: DELAWARE
INEOS JOLIET, LLC		08/30/2019	Limited Liability Company: DELAWARE
INEOS COMPOSITES IP, LLC		08/30/2019	Limited Liability Company: DELAWARE
INEOS PIGMENTS USA INC.		08/30/2019	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	BARCLAYS BANK PLC
Street Address:	5 THE NORTH COLONNADE, CANARY WHARF
City:	LONDON
State/Country:	UNITED KINGDOM
Postal Code:	E14 4BB
Entity Type:	PUBLIC LIMITED COMPANY: UNITED KINGDOM

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	5221389	SO2CLEAN
Registration Number:	3118956	AME
Registration Number:	2234100	AME 1000
Registration Number:	1739323	AME 4000
Registration Number:	1809846	AME 5000
Registration Number:	2664186	AROGUARD
Registration Number:	1625476	AROTRAN
Registration Number:	797933	DERAKANE
Registration Number:	3576097	DERAKANE MOMENTUM
Registration Number:	3147432	DERAKANE POOLMAX
Registration Number:	2649910	EKADURE
Registration Number:	3303105	ENGUARD
Registration Number:	1099126	ENVIREZ

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	596169	HETRON
Registration Number:	3385831	INSTINT
Registration Number:	1636596	MAX-GUARD
Registration Number:	1678177	MODAR
Registration Number:	1247464	NEULON
Registration Number:	2486060	PHASE DELTA
Registration Number:	1999132	PHASE EPSILON
Registration Number:	2112585	POLARIS
Registration Number:	1295313	URALLOY
Registration Number:	1403612	WEP
Serial Number:	87862622	DERAKANE SIGNIA

CORRESPONDENCE DATA

Fax Number: 6508385109

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

Phone: 650-838-3743

Email: jlik@shearman.com

Correspondent Name: COREY JB BETKER

Address Line 1: 599 Lexington Avenue

Address Line 2: Shearman & Sterling LLP

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	35608/45
NAME OF SUBMITTER:	COREY JB BETKER
SIGNATURE:	/COREY JB BETKER/
DATE SIGNED:	08/30/2019

Total Attachments: 12

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

INTELLECTUAL PROPERTY SECURITY AGREEMENT dated as of August 30, 2019 (this "Agreement"), among INEOS ENTERPRISES HOLDINGS US FINCO LLC, a Delaware limited liability company (the "U.S. Borrower"), each other GRANTOR party hereto (the U.S. Borrower and such other Grantors, collectively, the "Grantors") and BARCLAYS BANK PLC, as security agent for the Secured Parties (in such capacity, the "Security Agent").

RECITALS:

WHEREAS, reference is made to the Credit Agreement dated as of July 31, 2019 (as it may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among INEOS Enterprises Holdings II Limited, the U.S. Borrower, INEOS Enterprises Holdings Limited, the other guarantors from time to time party thereto, the lenders from time to time party thereto and Barclays Bank PLC, as administrative agent and security agent.

WHEREAS, reference is made to the Intercreditor Agreement dated as of August 30, 2019 (as it may be amended, restated, supplemented or otherwise modified from time to time, the "Intercreditor Agreement"), among, *inter alios*, INEOS Enterprises Holdings Limited, INEOS Enterprises Holdings II Limited, the U.S. Borrower and Barclays Bank PLC, as administrative agent and security agent.

WHEREAS, reference is made to the U.S. Security Agreement dated as of August 30, 2019 (as it may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), among the Grantors and the Security Agent, pursuant to which the Grantors are required to execute and deliver this Agreement.

In consideration of the mutual conditions and agreements set forth in the Credit Agreement, the Security Agreement and this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

Section 1. Defined Terms.

Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

The term "Intellectual Property Collateral" means each Grantor's right, title and interest in, to and under (a) all registrations of and applications for Patents of such Grantor, including those referred to on Schedule I hereto, and (b) all registrations of and applications for Trademarks of such Grantor, including those referred to on Schedule II hereto, in each case, other than Excluded Assets.

Section 2. Grant of Security Interest in Intellectual Property Collateral.

As security for the prompt and complete payment and performance in full when due (whether at stated maturity, by required prepayment, declaration, acceleration, demand or otherwise, including the payment of amounts that would become due but for the operation of the automatic stay under Section 362(a) of the Bankruptcy Code) of all Secured Obligations, each Grantor hereby grants to the Security Agent, for its benefit and for the benefit of the Secured Parties, a continuing security interest in and Lien on all of its right, title and interest in, to and under all Intellectual Property Collateral, whether now owned or existing or hereafter acquired or arising and wherever located.

Section 3. Security Agreement.

The security interest granted pursuant to this Agreement is granted in furtherance of the security interest granted to the Security Agent pursuant to the Security Agreement, and each Grantor hereby acknowledges and affirms that the rights and remedies of the Security Agent with respect to the security interest granted by it in the Intellectual Property 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.

Section 4. Governing Law.

THIS AGREEMENT, AND ANY DISPUTE, CLAIM OR CONTROVERSY ARISING OUT OF OR RELATING TO THIS AGREEMENT (WHETHER ARISING IN CONTRACT, TORT OR OTHERWISE) SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT REGARD TO CONFLICTS OF LAW RULES THAT WOULD RESULT IN THE APPLICATION OF A DIFFERENT GOVERNING LAW.

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IN WITNESS WHEREOF, each Grantor has caused this Agreement to be duly executed and delivered by their respective officers or representatives thereunto duly authorized as of the date first written above.

**INEOS ENTERPRISES HOLDINGS US
FINCO LLC, as U.S. Borrower**

By: 

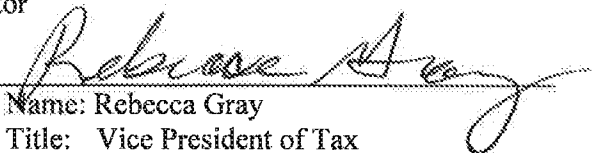
Name: Rebecca Gray

Title: Vice President of Tax

[Signature Page to Intellectual Property Security Agreement]

**TRADEMARK
REEL: 006734 FRAME: 0234**

INEOS CALABRIAN CORPORATION, as
Grantor

By: 
Name: Rebecca Gray
Title: Vice President of Tax

[Signature Page to Intellectual Property Security Agreement]

INEOS JOLIET, LLC, as Grantor


By: 

Name: Rebecca Gray

Title: Vice President of Tax

[Signature Page to Intellectual Property Security Agreement]

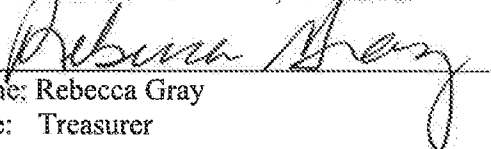
INEOS COMPOSITES IP, LLC, as Grantor

By: 
Name: Rebecca Gray
Title: Vice President of Tax

[Signature Page to Intellectual Property Security Agreement]

TRADEMARK
REEL: 006734 FRAME: 0237

INEOS PIGMENTS USA INC., as Grantor

By: 

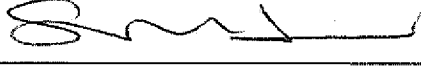
Name: Rebecca Gray

Title: Treasurer

[Signature Page to Intellectual Property Security Agreement]

ACCEPTED AND AGREED:

BARCLAYS BANK PLC, as Security Agent

By: 

Name:

Title: **Sinead Harris**

Managing Director

[Signature Page to Intellectual Property Security Agreement]

TRADEMARK
REEL: 006734 FRAME: 0239

SCHEDULE I TO THE INTELLECTUAL PROPERTY SECURITY AGREEMENT

Patents and Patent Applications

Grantor	Title	Registration/ Application No.	Date
INEOS Joliet, LLC	POLYESTER RESIN FOR POWDER COATING	6437087	20-Aug-2002
INEOS Joliet, LLC	ADDITION OF MINERAL ACIDS OR SALTS THEREOF TO A TMA PRODUCTION PROCESS	6696604	24-Feb-2004
INEOS Joliet, LLC	N-HYDROXYALKYLTRIMELLITIMIDE ESTERS AND BIS-(TRIMELLITIMIDE) ESTERS AND METHOD OF MAKING	7285675	23-Oct-2007
INEOS Pigments USA Inc.	CONTINUOUS PROCESSES FOR PRODUCING TITANIUM DIOXIDE PIGMENTS	6695906	24-Feb-2004
INEOS Pigments USA Inc.	COMPOSITIONS AND METHODS COMPRISING PIGMENTS AND POLYPROTIC DISPERSING AGENTS	7763111	27-Jul-2010
INEOS Pigments USA Inc.	PROCESSES FOR PREPARING HYDROPHOBIC INORGANIC OXIDE PIGMENTS	6620234	16-Sept-2003
INEOS Pigments USA Inc.	METHODS FOR PRODUCING TITANIUM DIOXIDE PIGMENTS HAVING IMPROVED GLOSS AT LOW TEMPERATURES	6395081	28-May-2002
INEOS Pigments USA Inc.	COMPOSITIONS AND METHODS COMPRISING PIGMENTS AND POLYPROTIC DISPERSING AGENTS	7261770	28-Aug-2007
INEOS Composites IP, LLC	PROCESS FOR THE PREPARATION OF DICYCLOPENTADIENE MODIFIED POLYESTER RESINS	6515071	04-Feb-2003
INEOS Composites IP, LLC	PROCESS FOR PREPARING POLYESTER RESINS	6107446	22-Aug-2000
INEOS Composites IP, LLC	PROCESS FOR PREPARING POLYESTER RESINS	6222005	24-Apr-2001
INEOS Composites IP, LLC	THERMOSETTING INORGANIC CLAY NANODISPERSIONS AND THEIR USE	6887931	03-May-2005
INEOS Composites IP, LLC	LOW-DENSITY THERMOSETTING SHEET MOLDING COMPOUNDS	6974848	13-Dec-2005
INEOS Composites IP, LLC	UNSATURATED POLYESTER RESIN AND THE USE OF IT	6489406	03-Dec-2002
INEOS Composites IP, LLC	UNSATURATED POLYESTER RESINS	6268464	31-Jul-2001

INEOS Composites IP, LLC	COMPOUNDED UNSATURATED POLYESTER RESIN COMPOSITIONS WITH A REDUCED MONOMER CONTENT	6583218	24-Jun-2003
INEOS Composites IP, LLC	UNSATURATED POLYESTER RESIN COMPOSITIONS	6617417	09-Sep-2003
INEOS Composites IP, LLC	THERMOSETTING INORGANIC CLAY NANODISPERSIONS AND THEIR USE	6841607	11-Jan-2005
INEOS Composites IP, LLC	MULTIFUNCTIONAL MACROMERS	6521719	18-Feb-2003
INEOS Composites IP, LLC	POLYESTER-BASED DIMETHACRYLATES DESIGNED FOR LAMINATING APPLICATIONS	6986948	17-Jan-2006
INEOS Composites IP, LLC	DICAPPED UNSATURATED POLYESTER LAMINATING POLYESTER RESINS WITH REDUCED EMISSION LEVELS OF VOC'S	6794483	21-Sep-2004
INEOS Composites IP, LLC	BROMINATED POLYESTER RESINS, RESIN COMPOSITIONS CONTAINING BROMINATED POLYESTER RESINS, AND LAMINATE COMPOSITIONS	6858314	22-Feb-2005
INEOS Composites IP, LLC	DUAL CURE REACTION PRODUCTS OF SELF-PHOTOINITIATING MULTIFUNCTIONAL ACRYLATES WITH CYCLOALIPHATIC EPOXY COMPOUNDS	7041749	09-May-2006
INEOS Composites IP, LLC	EPOXIDIZED VEGETABLE OIL, EPOXIDIZED ALKYL ESTERS AND/OR CYCLOALIPHATIC EPOXIDES	7834101	16-Nov-2010
INEOS Composites IP, LLC	SURFACER IMPROVER FOR REINFORCED COMPOSITE COMPOSITIONS	7989557	02-Aug-2011
INEOS Composites IP, LLC	CURABLE EPOXY VINYLESTER COMPOSITION HAVING A LOW PEAK EXOTHERM DURING CURE	6329475	11-Dec-2001
INEOS Composites IP, LLC	PREPREGS AND CURED IN PLACE SOLID SURFACES PREPARED THEREFROM	8741978	03-Jun-2014
INEOS Composites IP, LLC	CONDUCTIVE MOLDING COMPOSITIONS AND ARTICLES MOLDED THEREFROM	6814891	09-Nov-2004
INEOS Composites IP, LLC	BRANCHED LOW PROFILE ADDITIVES AND METHOD FOR PRODUCTION	9868814	16-Jan-2018
INEOS Composites IP, LLC	FORMULATIONS CONTAINING ISOSORBIC MODIFIED UNSATURATED POLYESTER RESINS AND LOW PROFILE	9034982	19-May-2015

	ADDITIVES WHICH PRODUCE LOW SHRINKAGE MATRICES		
INEOS Composites IP, LLC	NON-BRIDGED SINGLE ELECTRODE IMPEDANCE MEASUREMENT SYSTEM FOR DETERMING A CONDITION OF A DIELECTRIC ACCORDING TO IMPEDANCE RELATED CHANGES OVER A RANGE OF FREQUENCIES	6774643	10-Aug-2004
INEOS Composites IP, LLC	PROCESS AND APPARATUS FOR IMPROVING AND CONTROLLING THE CURING OF NATURAL AND SYNTHETIC MOLDABLE COMPOUNDS	7167773	23-Jan-2007
INEOS Composites IP, LLC	SCRATCH RESISTANT GELCOATS	13/982031	26-Jul-2013
INEOS Composites IP, LLC	RESIN COMPOSITIONS	9187616	17-Nov-2015
INEOS Composites IP, LLC	COBALT FREE PREPROMOTED UNSATURATED POLYESTER RESIN SYSTEM FOR ENGINEERED STONE	15/321136	21-Dec-2016
INEOS Composites IP, LLC	COMPOSITIONS COMPRISING CURABLE RESIN FOR ANTI-STATIC FLOORING	15/510814	13-Mar-2017
INEOS Composites IP, LLC	UNSATURATED POLYESTER RESIN FOR ENGINEERED STONE COMPRISING FINE AND/OR POROUS PARTICLES	16/346468	30-Apr-2019
INEOS Composites IP, LLC	GOOD WEATHERING, UV-RESISTANT UNSATURATED POLYESTER RESIN COMPRISING FUMARIC ACID	16/346236	30-Apr-2019
INEOS Composites IP, LLC	METHODS ENABLING THE REUSE OF PREPREG SCRAP CONTAINING CARBON FIBERS	16/032365	11-Jul-2018

SCHEDULE II TO THE INTELLECTUAL PROPERTY SECURITY AGREEMENT

Trademarks and Trademark Applications

Grantor	Mark	Registration/ Application No.	Date
INEOS Calabrian Corporation	SO2CLEAN	5221389	13-Jun-17
INEOS Composites IP, LLC	AME	3118956	25-Jul-06
INEOS Composites IP, LLC	AME 1000	2234100	23-Mar-99
INEOS Composites IP, LLC	AME 4000	1739323	15-Dec-92
INEOS Composites IP, LLC	AME 5000	1809846	7-Dec-93
INEOS Composites IP, LLC	Aroguard	2664186	17-Dec-02
INEOS Composites IP, LLC	Arotran	1625476	4-Dec-90
INEOS Composites IP, LLC	Derakane	797933	26-Oct-65
INEOS Composites IP, LLC	Derakane Momentum	3576097	17-Feb-09
INEOS Composites IP, LLC	Derakane Poolmax	3147432	26-Sep-06
INEOS Composites IP, LLC	Derakane Signia	87/862,622	4-Apr-18
INEOS Composites IP, LLC	Ekadure	2649910	12-Nov-02
INEOS Composites IP, LLC	Enguard	3303105	2-Oct-07
INEOS Composites IP, LLC	Envirez	1099126	15-Aug-78
INEOS Composites IP, LLC	Hetron	596169	5-Oct-54
INEOS Composites IP, LLC	Instint	3385831	19-Feb-08
INEOS Composites IP, LLC	Max-guard	1636596	5-Mar-91
INEOS Composites IP, LLC	Modar	1678177	10-Mar-92
INEOS Composites IP, LLC	Neulon	1247464	9-Aug-83
INEOS Composites IP, LLC	Phase Delta	2486060	4-Sep-01
INEOS Composites IP, LLC	Phase Epsilon	1999132	10-Sep-96
INEOS Composites IP, LLC	Polaris	2112585	11-Nov-97
INEOS Composites IP, LLC	Uralloy	1295313	18-Sep-84
INEOS Composites IP, LLC	WEP	1403612	5-Aug-86