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12/28/2011



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

103638496

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)/Execution Date(s):

PolyOne Corporation

Execution Date(s) December 21, 2011

Additional names of conveying parties attached? ☒ Yes

☐ No

3. Nature of conveyance:

☐ Assignment

☐ Merger

☒ Security Agreement

☐ Change of Name

☐ Government Interest

☐ Executive Order 9424, confirmatory License

☐ Other

2. Name and address of receiving party(ies)

Name: Wells Fargo Capital Finance, LLC

Internal
Address:

Street Address: One Boston Place

City: Boston

State: MA

Country: USA

Zip: 02108

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

4. Application or patent number(s)

☒ This document is being filed together with a new application.

A. Patent Application No. (s)

See Attached Schedule I

B. Patent No.(s)

See Attached Schedule I

Additional numbers attached? ☒ Yes ☐ No

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

Name: Susan O'Brien

Internal Address: CT Lien Solutions

Street Address: 187 Wolf Road, Suite 101

City: Albany

State: New York

Zip: 12205

Phone Number: 800-342-3676

Fax Number: 800-962-7049

Email Address: cls-udsalbany@wolterskluwer.com

6. Total number of applications and registrations involved: 145

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 5800.00

☐ Authorized to be charged by credit card

☐ Authorized to be charged to deposit account

☒ Enclosed CHECK

☐ None required (government interest not affecting title)

8. Payment Information:

a. Credit Card

Last 4 Numbers 0000

Expiration Date 00/00

b. Deposit Account Number

Authorized User Name:

9. Signature:

Kareem Ansley
Signature

Kareem Ansley

Name of Person Signing

01 FC:0021

December 21, 2011

Date

Total number of pages including cover sheet, attachments, and document. 16

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

THIS IS A CONTINUATION OF THE INFORMATION IN ITEM NO. 1.

Names of additional conveying parties:

Gayson Silicone Dispersions, Inc.

The ColorMatrix Corporation

ColorMatrix Holdings, Inc.

SCHEDULE I
to
PATENT SECURITY AGREEMENT
PATENT REGISTRATIONS AND PATENT APPLICATIONS

PATENTS

THE COLORMATRIX CORPORATION

Patent Title	Country	Appl. Date	Appl. No.	Reg. Date	Reg. / Grant No.	Status
Aqueous colorant system for incorporation into plastics	US	7-Apr-00	09/545,014	18-Nov-03	6,649,122	Granted
Method to decrease the aldehyde content of polyesters	US	17-Jul-03	10/621,636	17-Jul-03	6,911,523	Granted

COLORMATRIX HOLDINGS, INC.

Patent Title	Country	Appl. Date	Appl. No.	Reg. Date	Reg. / Grant No.	Status
Active oxygen scavenger compositions and their use in packaging articles	US	17-Mar-98	09/485,517	12-Feb-02	6346308	Granted
Apparatus and method for delivering a fluid	US	19-Dec-07	12/520650	N/A	N/A	Pending
Copolyamide active-passive oxygen barrier resins	US	17-Feb-98	09/485,475	14-Jan-03	6506463	Granted
Improved active oxygen scavenger packaging	US	22-Dec-98	09/219,178	18-Jun-02	6406766	Granted
Method of reducing acetaldehyde in polyesters, and polyesters therefrom	US	12-Feb-10	13/201,315	N/A	N/A	Pending
Oxygen scavenging condensation copolymers for bottles and packaging articles	US	23-Sep-96	08/717,370	4-Jul-00	6083585	Granted
Oxygen scavenging condensation copolymers for bottles and packaging articles	US	29-Jun-00	09/606,459	21-Jan-03	6509436	Granted
Oxygen scavenging monolayer bottles	US	25-Oct-01	10/028,167	8-Mar-05	6863988	Granted
Oxygen scavenging monolayer bottles	US	8-Feb-05	11/053,284	8-May-07	7214415	Granted

Patent Title	Country	Appl. Date	Appl. No.	Reg. Date	Reg. / Grant No.	Status
Plastic Processing Method & Apparatus	US	8-Jul-11	13/178,661	N/A	N/A	Pending (Unpublished)
Polymer compositions and articles having improved reheat characteristics	US	19-Dec-07	12/519,444	N/A	N/A	Pending
Polymeric materials	US	19-Dec-07	12/519601	N/A	N/A	Pending
Polymeric Materials	US	21-Dec-10	61/425,550	N/A	N/A	Pending (Unpublished)
Polymeric Materials	US	21-Dec-10	61/425,540	N/A	N/A	Pending (Unpublished)
Polymeric Materials	US	17-Jun-11	61/498,074	N/A	N/A	Pending (Unpublished)
Polymeric Materials	US	21-Jul-11	13/187,860	N/A	N/A	Pending (Unpublished)
Scavenging oxygen	US	24-Jan-08	12/524402	N/A	N/A	Pending
Scavenging Oxygen	US	3-Feb-11	61/439108	N/A	N/A	Pending (Unpublished)
Scavenging Oxygen	US	25-Aug-11	61/527,225	N/A	N/A	Pending (Unpublished)
Zero oxygen permeation plastic bottle for beer and other applications	US	22-Sep-97	09/254,138	2-Apr-02	6365247	Granted
Zero oxygen permeation plastic bottle for beer and other applications	US	28-Mar-02	10/112,853	6-May-03	6558762	Granted

GAYSON SILICONE DISPERSIONS, INC.

Title	Country	Appl. Date	Appl. No.	Reg. Date	Reg. / Grant No.	Status
Pigmented cosmetic and personal care composition and process for preparing same	US	3-Oct-08	12/245,273	N/A	N/A	Pending

POLYONE CORPORATION

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
Color Matching System and Method	US	09/595,111	06/16/2000	6772151	08/03/2004	Granted
Composition and Method for Foaming Resin	US	10/171,055	06/13/2002	6617295	09/09/2003	Granted

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
Use of calcium carbonate in rigid poly(vinyl chloride) compositions	US	10/506,661	03/13/2003	7238739	07/03/2007	Granted
Concrete fillable formwork wall	US	10/531,621	10/14/2003	7559176	07/14/2009	Granted
Molded products with matte finish	US	10/677,713	10/02/2003	7972678	07/05/2011	Granted
Profile-extruded poly(vinyl chloride) articles and method of making same	US	10/772,213	02/04/2004	7198840	04/03/2007	Granted
Profile-extruded poly(vinyl chloride) articles and method of making same	US	11/677,748	02/22/2007	7858008	12/28/2010	Granted
Method of prediction of in-vivo polymer performance by external experimentation	US	11/627,918	01/26/2007	7415889	08/26/2008	Granted
Reinforced thermoplastic compositions with enhanced processability	US	11/573,907	08/26/2005	7615588	11/10/2009	Granted
Flame-retardant polyolefin compounds and their use in surface coverings	US	10/560,803	06/14/2004	7232856	06/19/2007	Granted
Flame-retardant polyolefin compounds and their use in surface coverings	US	11/764,687	06/18/2007	7393890	07/01/2008	Granted
Cathodic protection coatings containing carbonaceous conductive media	US	10/595,354	10/22/2004	7422789	09/09/2008	Granted
Thermoplastic vulcanizate and its method of production	US	09/913,613	08/15/2001	6774162	08/10/2004	Granted
Electrostatic dissipative plastisols	US	10/595,696	11/10/2004	7604753	10/20/2009	Granted
Cathodic protection compounds	US	10/597,621	02/01/2005	7794626	09/14/2010	Granted
Impact-modified polyamide compounds	US	11/575,782	09/22/2005	7855251	12/21/2010	Granted
Use of cathodic protection compounds on treated metal articles	US	11/576,052	09/22/2005	7670511	03/02/2010	Granted
Acetaldehyde scavenger in polyester articles	US	11/815,644	02/06/2006	7851037	12/14/2010	Granted

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
Method for applying a coating that acts as an electrolytic barrier and a cathodic corrosion prevention system	US	09/361,505	07/23/1999	6231789	05/15/2001	Granted
Method for applying a coating that acts as an electrolytic barrier and a cathodic corrosion prevention system	US	09/695,262	10/24/2000	6440332	08/27/2002	Granted
Method for applying a coating that acts as an electrolytic barrier and a cathodic corrosion prevention system	US	10/205,048	07/24/2002	6627117	09/30/2003	Granted
Method for applying a coating that acts as an electrolytic barrier and a cathodic corrosion prevention system	US	10/462,145	08/25/2003	7074348	07/11/2006	Granted
Method of applying a coating that acts as an electrolytic barrier and a cathodic prevention system	US	11/381,175	05/02/2006	7595009	09/29/2009	Granted
Catalytic effects of transition metal ions in the synthesis of polyaniline grafted lignosulfonic acid	US	10/818,114	04/05/2004	6916900	07/12/2005	Granted
Lignosulfonic acid-doped polyaniline composites with carbon allotropes	US	10/819,742	04/07/2004	7063808	06/20/2006	Granted
Nanonylon composites prepared by chain extension reactive extrusion	US	12/095,962	12/05/2006	7642308	01/05/2010	Granted
Exothermic polyphenylene sulfide compounds	US	12/162,335	01/31/2007	7736543	06/15/2010	Granted
Use of organoclay in HDPE nanocomposites to provide barrier properties in containers and film	US	12/280,855	03/05/2007	7629406	12/08/2009	Granted
Nucleated polypropylene nanocomposites	US	12/294,406	03/05/2007	7763675	07/27/2010	Granted
Stabilized polyolefin nanocomposites	US	12/299,464	03/27/2007	7858686	12/28/2010	Granted

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
Heat tolerant, optically clear CPVC and method of making same	US	12/294,596	03/27/2007	7943691	05/17/2011	Granted
Weatherable polyolefin nanocomposites	US	12/295,531	03/27/2007	7935751	05/03/2011	Granted
Pre-processed thermoplastic compound	US	12/446,015	10/19/2007	7973099	07/05/2011	Granted
Phosphonium flow enhancers for blends of polycarbonate and polyester	US	12/302,007	05/31/2007	7858678	12/28/2010	Granted
Thermoplastic polyhydroxyalkanoate compounds	US	12/446,016	10/19/2007	7968657	06/28/2011	Granted
Colorant concentrates for thermoplastic biofiber composites	US	11/934,649	11/02/2007	7829628	11/09/2010	Granted
Colorant concentrates for thermoplastic biofiber composites	US	12/890,564	09/24/2010	7902274	03/08/2011	Granted
Method to establish viscosity as a function of shear rate for in-situ polymerized nanonylon via chain extension	US	12/527,359	02/14/2008	8003726	08/23/2011	Granted
Method of making molded articles	US	12/593,232	03/29/2007	7939006	05/10/2011	Granted
Polyamide compounds containing zinc sulfide	US	11/765,766	06/20/2007	7902283	03/08/2011	Granted
Abrasion resistant poly(vinyl chloride) plastisol	US	12/391,955	02/24/2009	7902286	03/08/2011	Granted
Essentially gas-impermeable thermoplastic elastomer	US	10/074,070	02/12/2002	7056971	06/06/2006	Granted
Injection-moldable transparent thermoplastic elastomer	US	10/428,685	05/02/2003	6984688	01/10/2006	Granted
Thermoplastic elastomer composition	US	11/268,037	11/07/2005	7485682	02/03/2009	Granted
Thermoplastic elastomer composition	US	10/786,975	2/25/2004	7015284	3/21/2006	Granted
Block copolymer composition for overmolding any nylon	US	11/072,817	03/04/2005	7435776	10/14/2008	Granted
Block copolymer composition for overmolding any nylon	US	12/287,554	10/13/2008	7842747	11/30/2010	Granted

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
Opacified pearlescent multilayer louver for verticle blinds	US	08/001, 993	01/08/1 993	5747556	05/05/1 998	Granted
Process for making PVC resin having improved initial color and clarity	US	07/995, 722	12/23/1 992	5290890	03/01/1 994	Granted
Thermoplastic multilayer louver with a polished metal look	US	08/076, 328	09/13/1 993	5496630	03/05/1 996	Granted
Two step oxidation process for the production of carboxylic acids such as azelaic acid from unsaturated substrates	US	08/107, 979	08/18/1 993	5380928	01/10/1 995	Granted
High output twin screw extrusion process	US	08/279, 133	07/22/1 994	5536462	07/16/1 996	Granted
Controlled color laser marking of plastics	US	08/874, 401	06/13/1 997	5977514	11/02/1 999	Granted
Controlled color laser marking of plastics	US	09/322, 000	05/28/1 999	6022905	02/08/2 000	Granted
Controlled color laser marking of plastics	US	09/322, 589	05/28/1 999	6017972	01/25/2 000	Granted
Laser marking of phosphorescent plastic articles	US	08/991, 705	12/16/1 997	5976411	11/02/1 999	Granted
Laser marking of phosphorescent plastic articles	US	09/322, 548	05/28/1 999	6118096	09/12/2 000	Granted
Plastic pallet	US	09/334, 351	06/16/1 999	6216608	04/17/2 001	Granted
Plastic pallet	US	09/803, 138	03/09/2 001	6352039	03/05/2 002	Granted
Daylight/nightglow colored phosphorescent plastic compositions and articles	US	09/189, 464	11/10/1 998	6375864	04/23/2 002	Granted
Apparatus and method of producing concrete fillable wall formwork having flat wall surfaces	US	10/5316 22	4/14/20 05	N/A	N/A	Pending
Thermoplastic polyurethane powder compositions and uses	US	12/0881 49	03/26/2 008	N/A	N/A	Pending
Blends of nanocomposites and their use	US	11/7223 71	06/21/2 007	N/A	N/A	Pending
Functionalized translucent compounds	US	12/5183 10	06/0920 09	N/A	N/A	Pending

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
Polyvinyl halide - uncrosslinked elastomer alloy	US	12/159362	06/26/2008	N/A	N/A	Pending
use of a blend of phthalate plasticizers in poly(vinyl halide) compounds	US	12/091169	04/22/2008	N/A	N/A	Pending
Diffused light transmitter	US	12/096054	06/04/2008	N/A	N/A	Pending
Nanocomposites compliant with regulatory requirements	US	12/295537	09/30/2008	N/A	N/A	Pending
Thermoplastic elastomers containing organoclays	US	12/444147	04/02/2009	N/A	N/A	Pending
Thermoplastic elastomers for adhesion to polyamide	US	12/301998	11/21/2008	N/A	N/A	Pending
Weatherable polyolefin nanocomposites	US	13/073565	03/28/2011	N/A	N/A	Pending
Liquid color concentrate	US	12/294281	24-Sep-2008	N/A	N/A	Pending
Liquid color or additive concentrate from bio-derived oils	US	12/444153	02-Apr-2009	N/A	N/A	Pending
Thermoplastic elastomers of styrenic block copolymers and aliphatic thermoplastic polyurethanes	US	12/444150	02-Apr-2009	N/A	N/A	Pending
Colorant concentrates for thermoplastic biofiber composites	US	12/890527	24-Sep-2010	N/A	N/A	Pending
Thermally stable thermoplastic vulcanizate compounds	US	12/519678	17-Jun-2009	N/A	N/A	Pending
Method to establish viscosity as a function of shear rate for in-situ polymerized nanonylon via chain extension	US	13/190735	26-Jul-2011	N/A	N/A	Pending
Method of making molded articles	US	13/075020	29-Mar-2011	N/A	N/A	Pending
Colored biofiber for plastic articles	US	12/180362	25-Jul-2008	N/A	N/A	Pending
Versatile material handling system	US	12/601218	06-Nov-2009	N/A	N/A	Pending
Concentric insulation sleeve having inner and	US	12/679902	24-Mar-	N/A	N/A	Pending

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
outer surfaces with different properties			2010			
Electrically conductive polyolefin blends	US	12/673055	11-Feb-2010	N/A	N/A	Pending
Soft, shock-damping thermoplastic elastomers	US	12/674549	22-Feb-2010	N/A	N/A	Pending
Flame retardant thermoplastic elastomers	US	12/674540	22-Feb-2010	N/A	N/A	Pending
Liquid color concentrate for polyester articles	US	12/679627	10-Mar-2010	N/A	N/A	Pending
Flame retardant elastomer latices	US	12/744016	20-May-2010	N/A	N/A	Pending
Catalysts for esterification of epoxidized soyates and methods of using same	US	12/812563	12-Jul-2010	N/A	N/A	Pending
Epoxidized soyate diesters and methods of using same	US	12/867211	11-Aug-2010	N/A	N/A	Pending
Sustainable poly(vinyl chloride) mixtures for flooring products	US	13/003210	07-Jan-2011	N/A	N/A	Pending
Heat resistant polylactic acid compounds	US	12/936376	04-Oct-2010	N/A	N/A	Pending
Thermoplastic elastomers exhibiting superior barrier properties	US	12/936372	04-Oct-2010	N/A	N/A	Pending
Thermoplastic elastomers exhibiting superior abrasion resistance	US	12/997335	10-Dec-2010	N/A	N/A	Pending
High flow polyvinyl halide compound and methods of making and using same	US	13/056654	29-Jan-2011	N/A	N/A	Pending
Crystallized thermoplastic polyhydroxyalkanoate compounds	US	13/056481	28-Jan-2011	N/A	N/A	Pending
Soft, pelletized poly(vinyl chloride) plastisol	US	13/063452	10-Mar-2011	N/A	N/A	Pending
Flame retardant thermoplastic elastomers	US	13/121242	28-Mar-2011	N/A	N/A	Pending
Solvent bondable thermoplastic elastomers	US	13/140013	15-Jun-2011	N/A	N/A	Pending
Biorenewable thermoplastic elastomers	US	13/203535	26-Aug-2011	N/A	N/A	Pending

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
Latex marking inks	US	13/020577	03-Feb-2011	N/A	N/A	Pending
Co-extrudable thermoplastic elastomer compound for blow molded plastic articles	US	13/084395	11-Apr-2011	N/A	N/A	Pending
Plastisol compositions that are essentially free of polyvinyl halides and phthalates	US	13/029049	16-Feb-2011	N/A	N/A	Pending
Plastisol for spray-molded plastic articles	US	61/419290	03-Dec-2010	N/A	N/A	Pending
Low gloss ionomer-based capstock	US	61/441592	10-Feb-2011	N/A	N/A	Pending
Low gloss capstock	US	61/436769	27-Jan-2011	N/A	N/A	Pending
Super-soft thermoplastic elastomers	US	61/437342	28-Jan-2011	N/A	N/A	Pending
Polyester compounds suitable for hydroclaving	US	61/445421	22-Feb-2011	N/A	N/A	Pending
Fly ash masterbatches and their use in thermoplastic compounds	US	61/449606	04-Mar-2011	N/A	N/A	Pending
Cycle time reduction masterbatches and their use in thermoplastic compounds	US	61/449613	04-Mar-2011	N/A	N/A	Pending
Thermoplastic elastomer compounds exhibiting superior compression set properties	US	61/491555	31-May-2011	N/A	N/A	Pending
Flame retardant polylactic acid compounds	US	61/475785	15-Apr-2011	N/A	N/A	Pending
Two-pack plastisol ink compositions for screen printing of textiles	US	61/481707	02-May-2011	N/A	N/A	Pending
Thermoplastic elastomers moldable under low shear conditions	US	61/489814	25-May-2011	N/A	N/A	Pending
Thermoplastic elastomer compounds exhibiting shape memory via thermo-mechanical action	US	61/491361	31-May-2011	N/A	N/A	Pending
Polyamide compounds having pitch carbon fiber	US	61/508118	15-Jul-2011	N/A	N/A	Pending
Preparation of imide oligomers	US	61/504692	05-Jul-2011	N/A	N/A	Pending
Non-halogenated flame	US	61/5080	14-Jul-	N/A	N/A	Pending

Title	Country	Appl. Date	Appl. No.	Reg. / Grant No.	Reg. Date	Status
retardant polycarbonate compounds		20	2011			
Non-halogenated flame retardant polycarbonate compounds	US	61/511344	25-Jul-2011	N/A	N/A	Pending
Crosslinkable bioplasticizers	US	61/512330	27-Jul-2011	N/A	N/A	Pending
Heat resistant polylactic acid compounds	US	61/527478	25-Aug-2011	N/A	N/A	Pending
Non-halogenated polyolefin compounds having good processing properties	US	61/532029	7-Sep-2011	N/A	N/A	Pending
Sustainable thermoplastic compounds	US	61/537437	21-Sep-2011	N/A	N/A	Pending

[Execution]

Patent Security Agreement

Patent Security Agreement, dated as of December 21, 2011, by POLYONE CORPORATION, GAYSON SILICONE DISPERSIONS, INC., THE COLORMATRIX CORPORATION and COLORMATRIX HOLDINGS, INC. (individually, a "Pledgor", and, collectively, the "Pledgors"), in favor of WELLS FARGO CAPITAL FINANCE, LLC, in its capacity as administrative agent pursuant to the Credit Agreement (in such capacity, the "Administrative Agent").

WITNESSETH:

WHEREAS, the Pledgors are party to a Security Agreement of even date herewith (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in favor of the Administrative Agent pursuant to which the Pledgors are required to execute and deliver this Patent Security Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into the Credit Agreement, the Pledgors hereby agree with the Administrative Agent 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.

SECTION 2. Grant of Security Interest in Patent Collateral. As collateral security for the payment and performance in full of all the Obligations, each Pledgor hereby pledges and grants to the Administrative Agent for the benefit of the Secured Parties, a lien on and security interest in all of the right, title and interest of such Pledgor in, to and under the following Collateral, wherever located, and whether now existing or hereafter arising or acquired from time to time (collectively, the "Patent Collateral");

(a) the registered or applied for Patents of such Pledgor listed on Schedule I attached hereto; and

(b) all Proceeds of any and all of the foregoing, including the Proceeds of any claim by such Pledgor against third parties for past, present or future infringement of any such Patent and the right to receive license fees, royalties, and other compensation for any such Patent.

Notwithstanding anything to the contrary contained herein, the security interest created by this Patent Security Agreement shall not extend to, and the term "Patent Collateral" shall not include, any Excluded Property.

SECTION 3. Security Agreement. The security interest granted pursuant to this Patent Security Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and Pledgors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Patent 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. In the event that any provision of this Patent Security Agreement is deemed to be inconsistent with or in conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 4. Termination. Upon payment in full of the Obligations in accordance with the provisions of the Credit Agreement and the expiration or termination of the Commitments, the Administrative Agent shall execute, acknowledge, and deliver to the Pledgors an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Patent Collateral under this Patent Security Agreement.

SECTION 5. Counterparts. This Patent Security Agreement may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Patent Security Agreement by signing and delivering one or more counterparts. Delivery of any executed counterpart of a signature page of this Patent Security Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually executed counterpart of this Patent Security Agreement.

SECTION 6. Governing Law. This Patent Security Agreement and the transactions contemplated hereby, and all disputes between the parties under or relating to this Patent Security Agreement or the facts or circumstances leading to its execution, whether in contract, tort or otherwise, shall be construed in accordance with and governed by the laws (including statutes of limitation) of the State of New York, without regard to conflicts of law principles that would require the application of the laws of another jurisdiction.

[signature page follows]


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

Very truly yours,

POLYONE CORPORATION

By: 
Name: Daniel O'Bryon
Title: Treasurer

COLORMATRIX HOLDINGS, INC.
THE COLORMATRIX CORPORATION
GAYDON SILICONE DISPERSIONS, INC.

By: 
Name: Woodrow W. Ban
Title: Secretary

[SIGNATURES CONTINUE ON FOLLOWING PAGE]

[Patent Security Agreement]

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

AGENT:

WELLS FARGO CAPITAL FINANCE, LLC

By: 

Name: Amwar S. Khan

Title: Director

[Patent Security Agreement]