

E

06 039 807 US

09-23-2002

Form PTO-1594
(Rev. 03/01)



102229678

9/19/02

U.S. DEPARTMENT OF COMMERCE

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>CPFiLms Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State Delaware</p> <p>Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>Citibank, N.A., as Collateral Agent</u></p> <p>Internal Address: <u>388 Greenwich Street</u></p> <p>Street Address: <u>388 Greenwich Street</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10013</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input type="checkbox"/> Corporation-State _____</p> <p><input checked="" type="checkbox"/> Other <u>Delaware Company</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p> <p>Additional name(s) address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p>Other _____</p> <p>Execution Date: <u>July 25, 2002</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s)</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>John M. Griem, Jr., Esq.</u></p> <p>Internal Address: <u>MILBANK, TWEED, HADLEY & McCLOY LLP</u></p> <p>Street Address: <u>One Chase Manhattan Plaza</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10005</u></p>	<p>6. Total number of applications and registrations involved: <u>18</u></p> <p>7. Total fee (37 CFR 3.41) \$<u>465</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>13-3250</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my *knowledge and* belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

John M. Griem, Jr.
Name of Person Signing

John M. Griem, Jr.
Signature

9/19/02
Date

Total number of pages including cover sheet, attachments and document: 10

09/24/2002 TDIAZI 00000008 133250 1998092

Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 CH
02 FC:482 425.00 CH

NY2:#4478031

TRADEMARK
REEL: 2586 FRAME: 0754

CPFilms, Inc.
 * Material U.S. Trademark Registrations *

Trademark Name	Country	Registration No.
Centaur	U.S.	1996092
Circular Design	U.S.	1299158
Clearsil	U.S.	2498735
CPFilms and Design	U.S.	2503446
FormulaOne Performance Automotive Film and Design	U.S.	1894494
Gila	U.S.	1208135
Gila	U.S.	1291584
Gila Graphics	U.S.	1276080
HPR	U.S.	1865124
LLUMAR	U.S.	1089700
LLUMARIZE	U.S.	2024639
PAL	U.S.	1360542
Platinum Plus	U.S.	1874669
Spectraselect	U.S.	2276564
UV Shield & Design	U.S.	2251790
Vista & Design	U.S.	2122616
We've Got the Sun Covered	U.S.	2089742

* Material U.S. Trademark Applications *

Trademark Name	Country	Application No.	Filing Date
GILA and Design	U.S.	76/392738	09-Apr-2002

SHORT-FORM TRADEMARK SECURITY AGREEMENT

WHEREAS, each of the signatories hereto (the "Grantors") has adopted, used, is using and is the owner of its respective trademarks listed on the attached Schedule I of Trademarks and the registrations and pending applications associated therewith;

WHEREAS, each Grantor has contemporaneously with the execution of this Short-Form Trademark Security Agreement entered into the Restated Security and Guarantee Agreement dated as of July 25, 2002 (the "Non-Sharing Security and Guarantee Agreement") between the Grantors and Citibank, N.A. (the "Collateral Agent") in which such Grantor has granted certain interests in favor of the Secured Parties, as such term is defined in the Non-Sharing Security and Guarantee Agreement;

WHEREAS, pursuant to the Non-Sharing Security and Guarantee Agreement, each Grantor has agreed with the Collateral Agent to execute this Short-Form Trademark Security Agreement; and

WHEREAS, terms defined in the Non-Sharing Security and Guarantee Agreement are used herein as defined therein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby assigns, conveys, mortgages, pledges and hereby grants to the Collateral Agent, for the benefit of the Secured Parties, according to the terms of the Non-Sharing Security and Guarantee Agreement, a security interest in all of its right, title and interest in, to and under all the Trademark Collateral of such Grantor located in the United States of America and Europe, including its respective trademarks listed on the attached Schedule I, and all registrations and pending applications associated therewith, as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations.

Date: July 25, 2002

SOLUTION INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: VP & Treasurer

Short-Form Senior Trademark Security Agreement

CPFILMS INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: Attorney-in-fact

MONCHEM, INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: President

MONCHEM INTERNATIONAL, INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: President

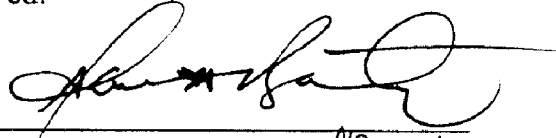
SOLUTIA SYSTEMS, INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: President

Short-Form Senior Trademark Security Agreement

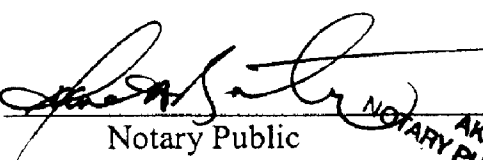
STATE OF NY
:SS.:
COUNTY OF NY

On this 25 day of July, 2002, personally appeared C. Kevin Nelson, to me known to me to be a VP & Treasurer of Solutia Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.


Notary Public
AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

STATE OF NY
:SS.:
COUNTY OF NY

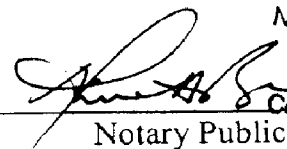
On this 25 day of July, 2002, personally appeared C. Kevin Nelson to me known to me to be a Attorney-in-fact of CPFilms Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.


Notary Public
AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

STATE OF NY
:SS.:
COUNTY OF NY

On this 2 day of July, 2002, personally appeared C. Kevin Nelson, to me known to me to be a VP & Treasurer of Monchem, Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.

President


Notary Public
AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

Short-Form Senior Trademark Security Agreement

STATE OF NY
:SS.:
COUNTY OF NY

On this 8 day of July, 2002, personally appeared C. Kevin Wilson, to me known to me to be a ~~V.P. Treasurer~~ of Monchem International, Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.

President

[Signature]
Notary Public

AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

STATE OF NY
:SS.:
COUNTY OF NY

On this 8 day of July, 2002, personally appeared C. Kevin Wilson, to me known to me to be a ~~V.P. Treasurer~~ of Solutia Systems, Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.

President

[Signature]
Notary Public

AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

Short-Form Senior Trademark Security Agreement

CPFilms, Inc.

* Material U.S. Trademark Registrations *

Trademark Name	Country	Registration No.
Centaur	U.S.	1996092
Circular Design	U.S.	1299158
Clearsil	U.S.	2498735
CPFilms and Design	U.S.	2503446
FormulaOne Performance Automotive Film and Design	U.S.	1894494
Gila	U.S.	1208135
Gila	U.S.	1291584
Gila Graphics	U.S.	1276080
HPR	U.S.	1865124
LLUMAR	U.S.	1089700
LLUMARIZE	U.S.	2024639
PAL	U.S.	1360542
Platinum Plus	U.S.	1874669
Spectraselect	U.S.	2276564
UV Shield & Design	U.S.	2251790
Vista & Design	U.S.	2122616
We've Got the Sun Covered	U.S.	2089742

CPFilms, Inc.

* Material U.S. Trademark Applications *

Trademark Name	Country	Application No.	Filing Date
GILA and Design	U.S.	76/392738	09-Apr-2002