

12-23-2002



102319508

Form PTO-1594
1-31-92

ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Chimera Research and Chemical Inc. **12.18.02**

Individuals Association
 General Partnership Limited Partnership

Corporation - Florida
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Deutsche Bank AG

Internal Address:

Street Address: 31 West 52nd Street

City: New York State: NY Zip Code: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: October 3, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

2263714
2170885

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

Name: Helen Bruno, Senior Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: New York ZIP: 10036

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41): \$ 65.00

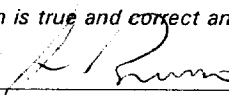
Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
23-1705 (in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

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.

Helen Bruno  December 18, 2002

Name of Person Signing Signature Date

Total number of pages comprising cover sheet: **8**

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

12/23/2002 L MUELLER 0000009 2263714
 01 FC:0521
 02 FC:0522
 40.00 OP
 25.00 OP

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Chimera Research and Chemical Inc., a Florida Corporation (the "Grantor") with principal offices at 1717 Deerfield Road, Deerfield, Illinois 60015-0778, hereby grants to Deutsche Bank AG, New York Branch, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, NY 10019, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of October 3, 2002 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

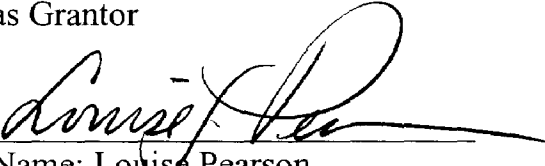
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

3rd day of October, 2002.

CHIMERA RESEARCH AND CHEMICAL INC.,
as Grantor

By 
Name: Louise Pearson
Title: Secretary

DEUTSCHE BANK AG, NEW YORK BRANCH,
as Collateral Agent and Grantee

By _____
Name: Mary Kay Coyle
Title: Managing Director

By _____
Name:
Title:

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 3rd day of October, 2002, before me personally came Louise Pearson who, being by me duly sworn, did state as follows: that she is Secretary of Chimera Research and Chemical Inc., that she is authorized to execute the foregoing Grant on behalf of said Corporation and that she did so by authority of the Board of Directors of said Corporation.

Christina Soriano
Notary Public

CHRISTINA SORIANO
Notary Public, State of New York
No. 01SO6001349
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Jan. 12, 2006

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

3rd day of October, 2002.

CHIMERA RESEARCH AND CHEMICAL INC.,
as Grantor

By _____
Name: Louise Pearson
Title: Secretary

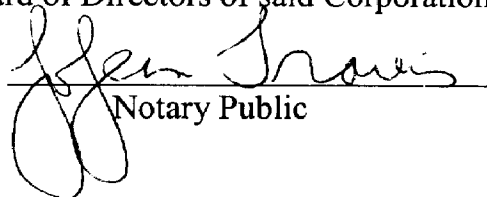
DEUTSCHE BANK AG, NEW YORK BRANCH,
as Collateral Agent and Grantee

By Mary Kay Coyle
Name: Mary Kay Coyle
Title: Managing Director

By Gina Thompson
Name:
Title: **Gina Thompson
Director**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 1st day of October, 2002, before me personally came Mary Kay Coyle who, being by me duly sworn, did state as follows: that she is a Managing Director of Deutsche Bank AG, New York Branch, that she is authorized to execute the foregoing Grant on behalf of said Corporation and that she did so by authority of the Board of Directors of said Corporation.



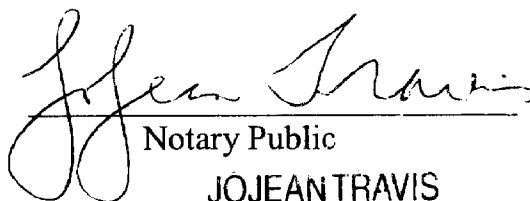
Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2003

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 1ST day of October, 2002, before me personally came GINA THOMPSON

who, being by me duly sworn, did state as follows: that [s]he is a DIRECTOR
of Deutsche Bank Ag, New York Branch, that [s]he is authorized to execute the foregoing Grant
on behalf of said Corporation and that [s]he did so by authority of the Board of Directors of said
Corporation.


Notary Public

JOJEAN TRAVIS
Registration No. 01TR5013241
New York County
July 15, 2003

Registered Trademarks

Mark	Country	Reg. No.	Reg. Date
ADULTACHECK	U.S.	2,263,714	7/20/99
UA PERFECT	U.S.	2,170,885	7/7/98