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No. 0651-0011 (Rev. 4-94)

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

Name of conveying party(ies):

Huntsman International LLC

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State

X Other DE Limited Liability Co.

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

Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Execution Date: July 13, 2004

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas,
as agent

Internal Address: _____

Street Address: 31 W. 52nd St.

City: New York State: NY ZIP: 10022

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached? Yes No

(Designations must be a separate document from assignments)

Additional name(s) & address(es) attached? Yes No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41).....\$ 190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
N/A

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

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DO NOT USE THIS SPACE

01 FC:6521 40.00 BP
02 FC:6522 150.00 BP

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.

Laura Konrath

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: TRADEMARK

REEL: 003016 FRAME: 0098

Continuation Item 4

 Trademarks For Owner: Huntsman International LLC
 Date of Report: 08JUL2004

Docket No.	Ctry	Types	Status	Cur App Dt	Cur App No	Cur Reg D	Cur Reg No	Renewal	Expires
TM0126 Attorney: GRAH Mark: GLYSOLV	USA	Z	Filed Client/Division: SURF	19MY2003 78/251536	78/251536	IN 1	25MY2004	25MY2014	25MY2014
TM0173 Attorney: GRAH Mark: MILLIFOAM	USA	Z	Registered Client/Division: A&W	24JUL2002	78/147135	IN 001	25MY2004	25MY2014	25MY2014
TM0175 Attorney: FRIS Mark: EMPICOL	USA	Z	Registered Client/Division: A&W	27AU1957	72/036307	IN 001	19AP1960	19AP2010	19AP2010
TM0176 Attorney: EMPIGEN	USA	Z	Registered Client/Division: A&W	15JUN1964	72/195686	IN 001	21AP1970	21AP2010	21AP2010
TM0177 Attorney: EMPILAN	USA	Z	Registered Client/Division: A&W	27AU1957	72/036305	IN 001	23AU1960	23AU2010	23AU2010
TM0178 Attorney: FRIS Mark: LAUREX	USA	Z	Registered Client/Division: A&W	05OCT1990	74/103560	IN 001	13AP1993	13AP2013	13AP2013
TM0180 Attorney: FRIS Mark: NANSA	USA	Z	Registered Client/Division: A&W	05OCT1990	74/103559	IN 001	27AP1993	27AP2013	27AP2013

Class & Type: IN 1
 Goods: Glycol ethers for use as solvents.

Class & Type: IN 001
 Goods: Expanding agents for use in manufacturing fire-retardant partitions, blocks, casings, and panels.

Class & Type: IN 001
 Goods: Chemical compositions for use as foaming and wetting agents; stabilizers; Emulsifiers; Catalysts and amphoteric tertiary and quaternary amine compounds, tertiary Opacifiers; Stabilizers; Intermediates, Foaming agents, and detergents, pharmaceutical creams, hand creams, hand

Class & Type: IN 001
 Goods: Chemical compositions for use as emulsifiers;

Class & Type: IN 001
 Goods: Chemical surfactants for use in the manufacture of

Class & Type: IN 001
 Goods: Chemical surfactants for use in the manufacture of

MEMORANDUM OF SECURITY INTEREST

WHEREAS, Huntsman International LLC, a Delaware limited liability company (hereinafter referred to as "Assignor"), owns the trademarks, trademark registrations and trademark applications, as more particularly described and listed on Schedule 4.1 annexed hereto and made a part hereof (the "Marks"); and

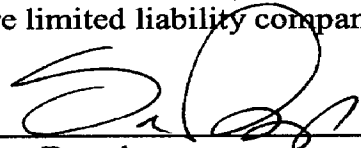
WHEREAS, Assignor has entered into an Amended and Restated Collateral Security Agreement dated as of July 13, 2004 and as may be further amended, restated, supplemented or otherwise modified (hereinafter the "Security Agreement") with, among others, certain of its affiliates, Deutsche Bank Trust Company Americas, as Collateral Agent thereunder (hereinafter, in its capacity as Collateral Agent, referred to as "Assignee"), for the "Secured Parties" identified therein, in order to secure the prompt and complete payment, observance and performance of the Secured Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as collateral security for the prompt and complete payment and performance when due by Assignor of the Secured Obligations, Assignor does hereby grant, pledge, assign and transfer unto Assignee a security interest in, and mortgage on, all right, title and interest of Assignor in and to the Marks, together with any application, issue, re-examination, re-issue, continuation, continuation-in-part, division, improvement or extension thereof, and all proceeds thereof, including, without limitation, any and all causes of action for infringement thereof for the full term of the trademarks and any and all royalties for any licenses thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Secured Obligations. Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[signature pages follow]

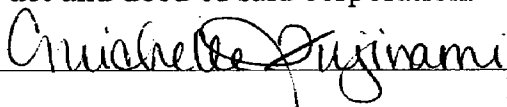
IN WITNESS WHEREOF, Assignor has caused this Memorandum of Security Interest (Trademarks) to be duly executed by its officer thereunto authorized as of the __ day of July, 2004.

HUNTSMAN INTERNATIONAL LLC,
a Delaware limited liability company

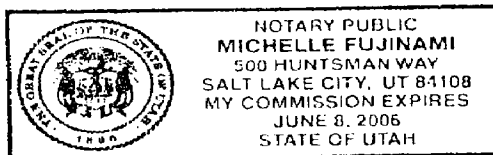
By: 
Name: Sean Douglas
Title: Vice President and Treasurer

STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)

On this 13th day of July, 2004, before me personally appeared the above-named Sean Douglas, to me known, who being by me duly sworn according to law, on his oath stated that he is the Vice President and Treasurer of HUNTSMAN INTERNATIONAL LLC, and acknowledged that he signed, sealed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation.


Notary Public

My Commission Expires: June 8, 2006



Schedule 4.1

Trademarks For Owner: Huntsman International LLC
 Date of Report: 08JUL2004

Docket No.	Curry	Types	Status	Cur App Dt	Cur App No	Cur Reg D	Cur Reg No	Renewal	Expires
TM0126	USA	2	Filed	19MY2003	78/251536	Class & Type: IN 1			
Attorney: GRAH Mark: GLYSOLV Goods: Glycol ethers for use as solvents.									
TM0173	USA	2	Registered	24JUL2002	78/147135	25MY2004	2846527	25MY2014	25MY2014
Attorney: GRAH Mark: MILTIFOAM partitions, blocks, casings, and panels. Goods: Expanding agents for use in manufacturing fire-retardant									
TM0175	USA		Registered	27AUG1957	72/036307	19AP1960	696247	19AP2010	19AP2010
Attorney: FRIS Mark: EMPICOL agents; stabilizers; Emulsifiers; Catalysts and									
TM0176	USA		Registered	15JUL1964	72/195686	21AP1970	889566	21AP2010	21AP2010
Attorney: EMPIGEN amphoteric tertiary and quaternary amine compounds, tertiary Goods: Fatty and fat-containing nitrogen derivatives,									
TM0177	USA		Registered	27AUG1957	72/036305	23AUG1960	703083	23AUG2010	23AUG2010
Attorney: EMPILAN Mark: EMPILAN Opacifiers; Stabilizers; Intermediates, Foaming agents, and									
TM0178	USA	2	Registered	05OCT1990	74/103560	13AP1993	1765176	13AP2013	13AP2013
Attorney: FRIS Mark: LAUREX detergents, pharmaceutical creams, hand creams, hand									
TM0180	USA		Registered	05OCT1990	74/103559	27AP1993	1767833	27AP2013	27AP2013
Attorney: FRIS Mark: NANSA detergents and scouring powder. Goods: Chemical surfactants for use in the manufacture of									

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