

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Tab settings

Tab 37

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

1. Name of conveying party(ies):

Huntsman Group Intellectual Property
Holdings Corporation

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

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

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company

Internal Address: Americas, as agent

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: October 14, 2004

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

5. 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 W. Wacker Dr.

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41).....\$ 115

- Enclosed
- Authorized to be charged to deposit account

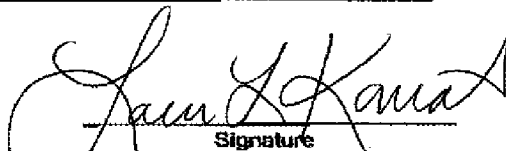
8. Deposit account number:

232428

DO NOT USE THIS SPACE

9. Signature.

Laura Konrath
Name of Person Signing


Signature

11/23/04
Date

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

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

CH \$115.00 232428 74710693

Schedule A

U.S. Trademark Registration

Trademarks For Owner: Huntsman Group IP Holdings Corp.

Date of Report: 040C2004

Docket No.	Ctry	Types Status	Cur App Dt	Cur App No	Cur Reg D	Cur Reg No	Renewal	Expires
1669 TM 23DE2007	USA	Registered	03AU1995	74/710693	23DE1997	2124154	23DE2007	

Attorney:PBL Client/Division: Class & Type: IN 1
 Mark: HUNTSMAN AND DESIGN Goods:Organic carbonates, such as ethylene carbonate and
 propylene carbonate, for use as solvents; ethylene;

1762 TM USA Registered 03AU1995 74/710694 09MR1999 2231021 09MR2009
 Attorney:PBL Client/Division: Class & Type: IN 1
 Mark: HUNTSMAN AND DESIGN Goods:CHEMICAL AGENTS FOR REMOVAL OF UNWANTED CONTAMINANTS
 FROM NON-LIQUID GAS

1763 TM USA Registered 03AU1995 74/710692 25FE1997 2039875 25FE2007
 Attorney:PBL Client/Division: Class & Type: IN 1
 Mark: HUNTSMAN AND DESIGN Goods:MALEIC ANHYDRIDE AND FUMARIC ACID FOR USE IN A WIDE
 VARIETY OF APPLICATIONS;

3036 TM USA Registered 14JL1998 75/519877 25JL2000 2369935 25JL2010
 Attorney:PBL Client/Division: Class & Type: IN 1
 Mark: HUNTSMAN AND DESIGN Goods:MALEIC ANHYDRIDE AND FUMARIC ACID FOR USE IN A WIDE
 VARIETY OF

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of
TAB
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GRANT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Huntsman Group Intellectual Property Holdings Corporation, a Utah corporation (the "Grantor") with principal offices at 500 Huntsman Way, Salt Lake City, UT 84108, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, NY 10022 (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 of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of October 8, 2003 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in and re-assigning the Marks and Patents acquired under this Grant to the Grantor.

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 more fully 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.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 14th day of October, 2004.

HUNTSMAN GROUP INTELLECTUAL
PROPERTY HOLDINGS CORPORATION, as
Grantor

By: 
Name: Sean Douglas
Title: Vice President

DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Grantee

By: _____
Name: _____
Title: _____

[Signature Page to Grant of Security Interest in Trademarks and Patents (Huntsman Group Intellectual Property Holdings Corporation)]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 14 day of October, 2004.

HUNTSMAN GROUP INTELLECTUAL
PROPERTY HOLDINGS CORPORATION
as Grantor

By: _____
Name: _____
Title: _____

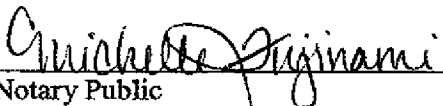
DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Grantee

By:  _____
Name: FRANK FAZIO
Title: DIRECTOR

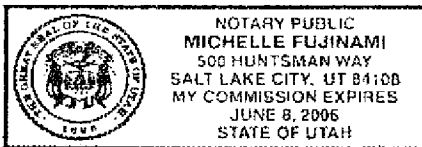
Grant of Security Interest in United States Trademarks and Patents

STATE OF UTAH)
 : ss.
COUNTY OF SALT LAKE)

On this 13th day of October, 2004, before me personally came Sean Douglas, who being duly sworn, did depose and say that he is Vice President of Huntsman Group Intellectual Property Holdings Corporation, that he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



Notary Public



[Signature Page to Grant of Security Interest in Trademarks and Patents (Huntsman Group Intellectual Property Holdings Corporation)]

TRADEMARK
REEL: 003019 FRAME: 0442

Schedule A

U.S. Trademark Registration

Registered Mark

Registration No.

Registration Date

see attached

Schedule A

U.S. Trademark Registration

Trademarks For Owner: Huntsman Group IP Holdings Corp.
Date of Report: 04OC2004

Docket No.	Ctry	Types Status	Cur App Dt	Cur App No	Cur Reg D	Cur Reg No	Renewal	Expires
1669 TM 23DE2007	USA	Registered	03AUL995	74/710693	23DE1997	2124154	23DE2007	
Attorney:PEL Client/Division: Class & Type: IN 1 Mark: HUNTSMAN AND DESIGN Goods:Organic carbonates, such as ethylene carbonate and propylene carbonate, for use as solvents; ethylene;								
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Attorney:PEL Client/Division: Class & Type: IN 1 Mark: HUNTSMAN AND DESIGN Goods:CHEMICAL AGENTS FOR REMOVAL OF UNWANTED CONTAMINANTS FROM NON-LIQUID GAS								
1763 TM 25FE2007	USA	Registered	03AUL995	74710692	25FE1997	2039875	25FE2007	
Attorney:PEL Client/Division: Class & Type: IN 1 Mark: HUNTSMAN AND DESIGN Goods:MALEIC ANHYDRIDE AND FUMARIC ACID FOR USE IN A WIDE VARIETY OF APPLICATIONS;								
3036 TM 25JUL2010	USA	Registered	14JUL1998	75/519877	25JUL2000	2369935	25JUL2010	
Attorney:PEL Client/Division: Class & Type: IN 1 Mark: HUNTSMAN AND DESIGN Goods:MALEIC ANHYDRIDE AND FUMARIC ACID FOR USE IN A WIDE VARIETY OF								

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Schedule B

All patents are encumbered with security interests.

Patent Number

Date Issued

Title

CHR:1436995.1