


Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office
Tab 38

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

<p>1. Name of conveying party(ies): Huntsman Chemical Company, LLC</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation-State <input checked="" type="checkbox"/> Other <u>Utah limited liability</u> company</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>October 14, 2004</u></p>	<p>2. Name and address of receiving party(ies) Name: <u>Deutsche Bank Trust Company Americas,</u> Internal Address: _____ as Address: _____ <u>agent</u></p> <p>Street Address: <u>31 W. 52nd St.</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10022</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) _____</p> <p style="text-align: right;">Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41).....\$ <u>90</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>232428</u></p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Laura Konrath</u> Internal Address: <u>Winston & Strawn LLP</u> <u>33rd Floor</u> Street Address: <u>35 W. Wacker Dr.</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60601</u></p>	<p>DO NOT USE THIS SPACE</p>
<p>9. Signature: <u>Laura Konrath</u> Name of Person Signing</p> <p style="text-align: center;"> Signature</p> <p style="text-align: right;"><u>11/23/04</u> Date</p> <p style="text-align: center; font-size: small;">Total number of pages including cover sheet, attachments, and document: </p>	

CH \$90.00 232428 73671344

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

U.S. Trademark Registration

*Continuation
Item 4*

Schedule A

Trademarks For Owner: Huntsman Chemical Company LLC
Owner of Record: Huntsman Chemical Corp.
Date of Report: 04OC2004

Docket No. Ctry Types Status Cur App Dt Cur App No Cur Reg D Cur Reg No Renewal Expires

1101 TM USA Registered 13JUL1987 73/671344 20SEP1988 1504450 20SEP2008

Attorney: PBL Client/Division: Agent: Class & Type: IN 1
Mark: HCC AND DESIGN (HEXAGON)
POLYSTYRENE FOR USE IN THE

1113 TM USA Registered 29JUL1987 73/668974 06JUL1989 1542128 06JUL2009
Attorney: PBL Client/Division: Agent: Class & Type: IN 1
Mark: HUNTSMAN CHEMICAL CORPORATION
MANUFACTURING FINISHED

TM0024 USA Registered 09NOV1989 73/837478 19FEB1991 1635187 19FEB2011
Attorney: Client/Division: POLY Agent: PBL Class & Type: IN 1
Mark: GECEIT Goods: FOAMABLE THERMOPLASTIC RESINS FOR MOLDING AND EXTRUSION

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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 Chemical Company, LLC, a Utah limited liability company (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 CHEMICAL COMPANY LLC, 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 (Chemical Company LLC)}

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 18 day of October, 2004.

HUNTSMAN CHEMICAL COMPANY, LLC
as Grantor

By: _____
Name: _____
Title: _____

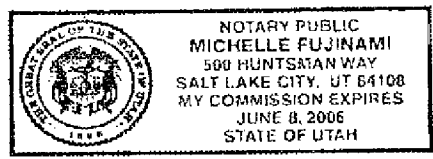
DEUTSCHE BANK TRUST COMPANY
AMERICAS, as Grantee

By: 
Name: FERNLEY FAZIO
Title: DIRECTOR

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 Chemical Company LLC, that he is authorized to execute the foregoing Grant of Security Interest on behalf of said limited liability company and that he did so by authority of the Board of Managers of said limited liability company.

Michelle Fujinami
Notary Public



[Signature Page to Grant of Security Interest in Trademarks and Patents (Chemical Company LLC)]

Schedule A

U.S. Trademark Registration

Registered Mark

Registration No.

Registration Date

Schedule A

U.S. Trademark Registration

 Trademarks For Owner: Huntsman Chemical Company LLC
 Owner of Record: Huntsman Chemical Corp.
 Date of Report: 04CC2004

Docket No.	Ctry	Types Status	Cur App Dt	Cur App No	Cur Reg D	Cur Reg No	Renewal	Expires
1101 TM 29SE2008 Attorney:PBL Mark: FCC AND DESIGN (HEXAGON) POLYSTYRENE FOR USE IN THE	USA	Registered	13JUL1987	73/671344	20SE1988	1504450	20SE2008	
		Client/Division:	Agent:		Class & Type: IN 1		Goods: PLASTIC MATERIALS NAMELY, POLYSTYRENE AND EXPANDABLE	
1113 TM 06JE2009 Attorney:PBL Mark: HUNTSMAN CHEMICAL CORPORATION MANUFACTURING FINISHED	USA	Registered	29JUL1987	73/668974	06JE1989	1542128	06JE2009	
		Client/Division:	Agent:		Class & Type: IN 1		Goods: POLYSTYRENE AND EXPANDABLE POLYSTYRENE FOR USE IN	
TM0024 19FE2011 Attorney: Mark: GECET	USA	Registered	09NOV1989	73/837478	19FE1991	1635187	19FE2011	
		Client/Division: POLY	Agent: PBL		Class & Type: IN 1		Goods: FOAMABLE THERMOPLASTIC RESINS FOR MOLDING AND EXTRUSION	

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Schedule B

All patents are encumbered with security interests.

Patent Number

Date Issued

Title

CHI:1436998.1