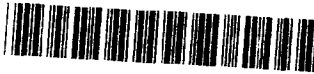


11-15-2004

Form PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks **102881302**

Send original documents or copy thereof.

11.9.04

1. Name of conveying party(ies):
Uniroyal Chemical Company, Inc.

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Delaware
 Other

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

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

Name: Deutsche Bank AG New York Branch
 Internal Address: _____
 Street Address: 60 Wall Street
 City: New York State: NY ZIP: 10005

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

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: August 16, 2004

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

A. Trademark Application No.(s) **SEE ATTACHED SCHEDULE A**
765305

Additional numbers attached? Yes No

Trademark Registration No.(s)
SEE ATTACHED SCHEDULE A

OCT 11 11 7:07

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

Name: Rachael Sanderson
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 48

7. Total fee (37 CFR 3.41): \$ 1215.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event 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.

Rachael Sanderson Rachael Sanderson 11/9/04
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

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

Do not detach this portion

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

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

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. 20531, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

11/12/2004 DBYRNE 00000052 765305

01 FC:0521 40.00 OP
 02 FC:0522 1175.00 OP

11/9/2004 12:36 PM (2K)
 NEWYORK 4454633
 rs-security interest-uniroyal db

TRADEMARK
REEL: 003080 FRAME: 0256

SCHEDULE A

	Mark	Reg. No.	Reg. Date	Serial No.	Filing Date
1.	ACTAFOAM	765,305	2/25/1964		
2.	ADIPRENE	610,867	8/23/1955		
3.	ADIPRENE EXTREME	2,674,910	1/14/2003		
4.	ALANAP	574,094	5/5/1953		
5.	AMINOX	779,288	11/3/1964		
6.	B-NINE	765,737	3/3/1964		
7.	BEUTENE	289,954	12/15/1931		
8.	BIK	1,002,414	1/28/1975		
9.	CASORON	753,930	8/6/1963		
10.	CELOGEN (STYLIZED)	559,669	6/3/1952		
11.	COMITE	953,392	2/20/1973		
12.	CRUSOE	2,737,933	7/15/2003		
13.	DURAZONE	2,069,836	6/10/1997		
14.	FLORAMITE	2,512,973	11/27/2001		
15.	HEPTEEN BASE	289,955	12/15/1931		
16.	KEMPORE	764,890	2/18/1964		
17.	LEAFLESS	2,626,193	9/24/2002		
18.	MH-30	766,976	3/24/1964		
19.	MONEX	2,055,380	4/2/1997		
20.	NAUGETS	2,558,384	4/9/2002		
21.	OCTAMINE	779,286	11/3/1964		
22.	OXAF	2,055,379	4/22/1997		
23.	PACZOL			78-317,510	10/23/2001
24.	POLYBOND	1,201,658	7/20/1982		
25.	POLYGARD	573,548	4/21/1953		
26.	POLYLOC			76-265,443	6/1/2001
27.	POLYWET			78-322,486	11/3/2003
28.	RELOADED			78-251,410	5/19/2003
29.	RIBBON FLOW	2,746,524	8/5/2003		
30.	ROYAL SLO-GRO	926,631	1/11/1972		
31.	ROYALEDGE	2,163,536	6/9/1998		
32.	ROYALTAC	961,833	6/26/1973		
33.	SUNPROOF	1,671,531	1/14/1992		
34.	SYNTON	1,196,613	6/1/1982		
35.	TERRAMASTER	2,586,245	6/25/2002		
36.	TSX	2,032,332	1/21/1997		
37.	TUEX	779,287	11/3/1964		
38.	UNIROYAL CHEMICAL	1,873,482	1/17/1995		
39.	UNIROYAL CHEMICAL	1,869,200	12/27/1994		
40.	UNIROYAL CHEMICAL	1,867,934	12/20/1994		
41.	UNIROYAL CHEMICAL & DESIGN	1,869,199	12/27/1994		
42.	UNIROYAL CHEMICAL & DESIGN	1,874,941	1/24/1995		
43.	UNIROYAL CHEMICAL & DESIGN	1,879,471	2/21/1995		
44.	UNITE	2,700,148	3/25/2003		
45.	VIBRATHANE	739,228	10/16/1962		
46.	WRM	1,714,849	9/15/1992		
47.	WYTOX	944,425	10/10/1972		
48.	SONNEBORN			78-465,808	8-11-2004

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Uniroyal Chemical Company, Inc., a Delaware corporation (the "Grantor") with principal offices at 199 Benson Road, Middlebury, Connecticut, 06762, hereby pledges and grants to Deutsche Bank AG New York Branch, a duly licensed branch of Deutsche Bank AG, a banking corporation organized and existing under the laws of the Federal Republic of Germany, with principal offices at 60 Wall Street, New York, New York 10005, as collateral agent for the equal and ratable benefit of the Lender Creditors (as defined in the Security Agreement referred to below) and as collateral agent for the equal and ratable benefit of the Secured Creditors (as defined in the Security Agreement referred to below) (in such capacities and (in either case) together with any successor collateral agent, the "Grantee"), a continuing security interest in all of the Grantor's right, title and interest in and to (i) 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 symbolized by the Marks 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 prompt payment and performance when due 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 August 16, 2004 (as amended, restated, modified 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 and reassigning its interest in the Marks 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 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]

12 IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
12 day of August, 2004.

UNIROYAL CHEMICAL COMPANY, INC.,
a Delaware corporation, Grantor

By Arthur Fullerton
Name: Arthur C. Fullerton
Title: Secretary

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

By _____
Name:
Title:

By _____
Name:
Title:

STATE OF Connecticut)
COUNTY OF New Haven) ss:

On this 17 day of August, 2004 before me personally came Arthur C. Fullerton
who, being by me duly sworn, did state as follows: that [s]he is Secretary of
UNIROYAL CHEMICAL COMPANY, INC., a Delaware corporation, that [s]he is authorized to
execute the foregoing Grant on behalf of said Company and that [s]he did so by authority of
the Board of Directors of said Company.

Margaret P. Magone
Notary Public

MARGARET P. MAGONE
NOTARY PUBLIC
My Commission Expires April 30, 2006

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

UNIROYAL CHEMICAL COMPANY, INC.,
a Delaware corporation, Grantor

By _____
Name:
Title:

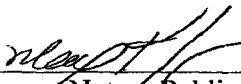
DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent and Grantee

By Scottye Lindsey
Name: **Scottye Lindsey**
Title: **Director**

By Carin M. Keegan
Name: **Carin M. Keegan**
Title: **Vice President**

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

On this 16th day of August, 2004, before me personally came Carin M. Keegan and Scottye Lindsey who, being by me duly sworn, did state as follows: that [she is Vice President and he is Director of Deutsche Bank AG New York Branch, that they are authorized to execute the foregoing Grant on behalf of said corporation and that they did so by authority of the Board of Directors of said corporation.



Notary Public

MAY KAREN YIP DANIELS
Notary Public, State of New York
No. 01YI6111759
Qualified in New York County
Commission Expires June 20, 2008

SCHEDULE A

	Mark	Reg. No.	Reg. Date	Serial No.	Filing Date
1.	ACTAFOAM	765,305	2/25/1964		
2.	ADIPRENE	610,867	8/23/1955		
3.	ADIPRENE EXTREME	2,674,910	1/14/2003		
4.	ALANAP	574,094	5/5/1953		
5.	AMINOX	779,288	11/3/1964		
6.	B-NINE	765,737	3/3/1964		
7.	BEUTENE	289,954	12/15/1931		
8.	BIK	1,002,414	1/28/1975		
9.	CASORON	753,930	8/6/1963		
10.	CELOGEN (STYLIZED)	559,669	6/3/1952		
11.	COMITE	953,392	2/20/1973		
12.	CRUSOE	2,737,933	7/15/2003		
13.	DURAZONE	2,069,836	6/10/1997		
14.	FLORAMITE	2,512,973	11/27/2001		
15.	HEPTEEN BASE	289,955	12/15/1931		
16.	KEMPORE	764,890	2/18/1964		
17.	LEAFLESS	2,626,193	9/24/2002		
18.	MH-30	766,976	3/24/1964		
19.	MONEX	2,055,380	4/2/1997		
20.	NAUGETS	2,558,384	4/9/2002		
21.	OCTAMINE	779,286	11/3/1964		
22.	OXAF	2,055,379	4/22/1997		
23.	PACZOL			78-317,510	10/23/2001
24.	POLYBOND	1,201,658	7/20/1982		
25.	POLYGARD	573,548	4/21/1953		
26.	POLYLOC			76-265,443	6/1/2001
27.	POLYWET			78-322,486	11/3/2003
28.	RELOADED			78-251,410	5/19/2003
29.	RIBBON FLOW	2,746,524	8/5/2003		
30.	ROYAL SLO-GRO	926,631	1/11/1972		
31.	ROYALEDGE	2,163,536	6/9/1998		
32.	ROYALTAC	961,833	6/26/1973		
33.	SUNPROOF	1,671,531	1/14/1992		
34.	SYNTON	1,196,613	6/1/1982		
35.	TERRAMASTER	2,586,245	6/25/2002		
36.	TSX	2,032,332	1/21/1997		
37.	TUEX	779,287	11/3/1964		
38.	UNIROYAL CHEMICAL	1,873,482	1/17/1995		
39.	UNIROYAL CHEMICAL	1,869,200	12/27/1994		
40.	UNIROYAL CHEMICAL	1,867,934	12/20/1994		
41.	UNIROYAL CHEMICAL & DESIGN	1,869,199	12/27/1994		
42.	UNIROYAL CHEMICAL & DESIGN	1,874,941	1/24/1995		
43.	UNIROYAL CHEMICAL & DESIGN	1,879,471	2/21/1995		
44.	UNITE	2,700,148	3/25/2003		
45.	VIBRATHANE	739,228	10/16/1962		
46.	WRM	1,714,849	9/15/1992		
47.	WYTOX	944,425	10/10/1972		
48.	SONNEBORN			78-465,808	8-11-2004