

01-09-2001

Department of Commerce
Patent and Trademark Office
MARK



12-19-00

RECORDATION
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101575738

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID#

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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01/08/2001 MTHA11 00000215 796616

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01 FC: 401
02 FC: 401
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|---|--|

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Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

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|---|--|

Conveying Party Mark if additional names of conveying parties attached

Name Betzdearborn International, Inc. **Execution Date** Month Day Year 11/14/00

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Pennsylvania

Receiving Party Mark if additional names of receiving parties attached

Name Bank of America, N.A., as Collateral Agent

DBA/AKA/TA

Composed of

Address (line 1) 101 N. Tryon Street

Address (line 2) Independence Center, 15th Floor

Address (line 3) Charlotte North Carolina 28255
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Other National banking association

Citizenship/State of Incorporation/Organization

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Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | | | | |
|----------------------|----------------------|----------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="796,616"/> | <input type="text" value="786,318"/> | <input type="text" value="380,413"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="787,719"/> | <input type="text" value="712,362"/> | <input type="text" value="380,294"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="784,991"/> | <input type="text" value="382,044"/> | <input type="text" value="373,393"/> |

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

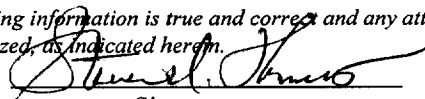
Method of Payment: Enclosed Deposit Account
Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas
Name of Person Signing


Signature

December 15, 2000
Date Signed

**RECORDATION FORM COVER SHEET
 CONTINUATION
 TRADEMARKS ONLY**

Conveying Party **Mark if additional names of conveying parties attached**
 Enter Additional Conveying Party

Name Execution Date
 Month Day Year

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
 Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
 City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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| Trademark Application Number(s) | | | Registration Number(s) | | |
|---------------------------------|----------------------|----------------------|------------------------|-----------|-----------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | 1,796,669 | 1,908,846 | 1,803,573 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | 1,657,918 | 1,897,916 | 1,858,254 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | 680,214 | 1,815,162 | 1,772,140 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | 2,013,608 | 1,806,936 | 1,668,150 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | 1,922,864 | 1,859,076 | 1,840,096 |
| <input type="text"/> | <input type="text"/> | <input type="text"/> | 1,907,629 | 1,844,993 | 1,841,504 |

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

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Citizenship/State of Incorporation/Organizaiton

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Registration Number(s)

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CONTINUATION
TRADEMARKS ONLY**

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,326,511

1,308,574

1,305,601

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of November 14, 2000 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Collateral Agent (the "Agent") for the Secured Parties referenced therein (the "Secured Parties"), each of the undersigned Obligors has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications to the extent owned by such Obligor and shown on the attached Schedule A to the Collateral Agent for the ratable benefit of the Secured Parties:

The Obligors and the Collateral Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any patent or patent application.

Very truly yours,

HERCULES INCORPORATED,

a Delaware corporation

HERCULES CREDIT, INC.,

a Delaware corporation

HERCULES FLAVOR, INC.,

a Delaware corporation

WSP, INC.,

a Delaware corporation

AQUALON COMPANY,

a Delaware partnership

HERCULES FINANCE COMPANY,

a Delaware partnership

FIBERVISIONS, L.L.C.,

a Delaware limited liability company

FIBERVISIONS INCORPORATED,

a Delaware corporation

FIBERVISIONS PRODUCTS, INC.,

a Georgia corporation

HERCULES INTERNATIONAL LIMITED,

a Delaware corporation

BETZDEARBORN INC.,

a Pennsylvania corporation

BETZDEARBORN EUROPE, INC.,

a Pennsylvania corporation

D R C LTD.,

a Delaware corporation

BL TECHNOLOGIES, INC.,

a Delaware corporation

BLI HOLDINGS CORP.,

a Delaware corporation

HERCULES SHARED SERVICES CORPORATION,

a Delaware corporation

BETZDEARBORN INTERNATIONAL, INC.,

a Pennsylvania corporation

ATHENS HOLDINGS, INC.,

a Delaware corporation

[signature pages continue]

BETZDEARBORN CHINA, LTD.,
a Delaware corporation
BL CHEMICALS INC.,
a Delaware corporation
CHEMICAL TECHNOLOGIES INDIA, LTD.,
a Delaware corporation
COVINGTON HOLDINGS, INC.,
a Delaware corporation
EAST BAY REALTY SERVICES, INC.,
a Delaware corporation
FIBERVISIONS, L.P.,
a Delaware partnership
HERCULES CHEMICAL CORPORATION,
a Delaware corporation
HERCULES COUNTRY CLUB, INC.,
a Delaware corporation
HERCULES EURO HOLDINGS, LLC,
a Delaware limited liability company
HERCULES INTERNATIONAL LIMITED, L.L.C.,
a Delaware limited liability company
HERCULES INVESTMENTS, LLC,
a Delaware limited liability company
HISPAN CORPORATION,
a Delaware corporation

By: *Israel J. Floyd*
Name: Israel J. Floyd
Title: Duly Authorized Representative
for each of the foregoing

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

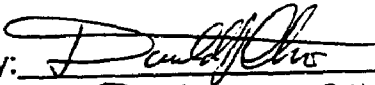
By: _____
Name: _____
Title: _____

BETZDEARBORN CHINA, LTD.,
a Delaware corporation
BL CHEMICALS INC.,
a Delaware corporation
CHEMICAL TECHNOLOGIES INDIA, LTD.,
a Delaware corporation
COVINGTON HOLDINGS, INC.,
a Delaware corporation
EAST BAY REALTY SERVICES, INC.,
a Delaware corporation
FIBERVISIONS, L.P.,
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HERCULES INTERNATIONAL LIMITED, L.L.C.,
a Delaware limited liability company
HERCULES INVESTMENTS, LLC,
a Delaware limited liability company
HISPAN CORPORATION,
a Delaware corporation

By: _____
Name: _____
Title: _____
for each of the foregoing

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Collateral Agent

By: 
Name: DONALD J. CHIN
Title: MANAGING DIRECTOR

| Mark | Registration No. | Registration Date |
|---|------------------|-------------------|
| HERCOMIX | 796,616 | 9/28/65 |
| HERCULOK | 787,719 | 4/6/65 |
| BRESIN | 784,991 | 2/16/65 |
| MICAPLY | 786,318 | 3/9/65 |
| PARLON | 712,362 | 3/14/61 |
| DESIGN ONLY | 382,044 | 10/15/40 |
| PICCOUMARON Stylized Letters | 380,413 | 8/20/40 |
| DESIGN ONLY | 380,294 | 8/20/40 |
| CERFAK Stylized Letters | 373,393 | 12/5/39 |
| EG Stylized Letters | 1,796,669 | 10/5/93 |
| PLY-PRO | 1,657,918 | 9/24/91 |
| AMATEX | 680,214 | 6/16/59 |
| TRIMODIC | 2,013,608 | 11/5/96 |
| HANDS OFF TRANSFER | 1,922,864 | 9/26/95 |
| BETZ DRUMLESS DELIVERY SERVICES THIRTY YEARS OF LEADERSHIP ISO 9000 CERTIFIED and Design | 1,907,629 | 7/25/95 |
| BETZ DRUMLESS DELIVERY | 1,908,846 | 8/1/95 |
| NEUTRACOR | 1,897,916 | 6/6/95 |
| POF PLUS | 1,815,162 | 1/4/94 |
| BETZ KLEEN | 1,806,936 | 11/30/93 |
| LEAK-TROL | 1,859,076 | 10/18/94 |
| POWERMEEN | 1,844,993 | 7/12/94 |
| POLI-SUR | 1,803,573 | 11/9/93 |
| ROE | 1,858,254 | 10/11/91 |
| DQD | 1,772,140 | 5/18/93 |
| POLYCATE | 1,668,150 | 12/17/91 |
| ON THE SPOT | 1,840,096 | 6/14/94 |
| ON THE SPOT | 1,841,504 | 6/21/94 |
| ACUBOOST | 1,695,217 | 6/16/92 |
| HPC | 1,621,827 | 11/13/90 |
| KROMTEC | 1,621,826 | 11/13/90 |
| ALWAYS A SOLUTION AHEAD | 1,601,593 | 6/12/90 |
| ACTION ALERT | 1,611,104 | 8/28/90 |
| POLYTRACK | 1,601,723 | 6/19/90 |
| DEAR-PAK | 1,611,857 | 9/4/90 |
| RECKON CYCLE | 1,607,040 | 7/24/90 |
| BETZ KLEEN | 1,598,005 | 5/29/90 |
| DEARTEK | 1,547,839 | 7/18/89 |
| DEARKEM | 1,546,952 | 7/11/89 |
| DEAROX | 1,547,838 | 7/18/89 |
| ECOGARD | 1,538,737 | 5/16/89 |
| ECOMEEN | 1,538,736 | 5/16/89 |
| POLYELPH | 1,504,452 | 9/20/88 |
| BETZ SEMI-BULK CONTROL | 1,602,883 | 6/19/90 |
| BETZ | 1,629,835 | 1/1/91 |
| BASELINE | 1,444,687 | 6/30/87 |
| PAPER-TEK | 1,326,511 | 3/26/85 |
| DUS-CON | 1,308,574 | 12/11/84 |
| POLY-TEC | 1,305,601 | 11/20/84 |