

01-09-2001

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

Submission Type

New

Resubmission Document ID# (Non-Recordation)

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Nunc Pro Tunc Assignment

Merger

Change of Name

Other Notice of Grant of Security Interest

Effective Date
Month Day Year
11/14/00

734522

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Hercules Incorporated

11/14/00

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Delaware

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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01/08/2001 BT0N11 00000215 734522

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01 FC:481
02 FC:482

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RECORDATION FORM COVER SHEET
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Formerly

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Name

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Address (line 1)

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Name Betzdearborn Europe, Inc.

Execution Date
Month Day Year
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Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Pennsylvania

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Composed of

Address (line 1) 101 N. Tryon Street

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Document ID#
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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

Name

Execution Date
Month Day Year

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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- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Notice of Grant of Security Interest

Effective Date
Month Day Year
 11/14/00

Conveying Party

Mark if additional names of conveying parties attached

Name Athens Holdings, Inc.

Execution Date
Month Day Year
 11/14/00

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

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

DBA/AK/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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Other

Effective Date
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Name **Execution Date**
Month Day Year

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- Merger
- Change of Name
- Other Notice of Grant of Security Interest

Effective Date
Month Day Year
 11/14/00

Conveying Party

Mark if additional names of conveying parties attached

Name Hercules Euro Holdings, LLC

Execution Date
Month Day Year
 11/14/00

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other Limited liability company

Citizenship/State of Incorporation/Organization Delaware

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

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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

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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="734522"/>	<input type="text" value="510743"/>	<input type="text" value="1795709"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="95761"/>	<input type="text" value="1651371"/>	<input type="text" value="929858"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="297814"/>	<input type="text" value="1804972"/>	<input type="text" value="1458991"/>

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.)

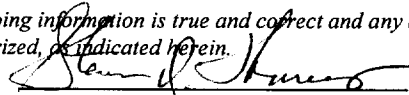
Deposit Account Number: #

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

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organizaiton

Receiving Party **Mark if additional names of receiving parties attached**
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Trademark Application Number(s)

Registration Number(s)

1776088

2187680

2067950

2130691

1695165

2165856

1588435

727138

1654015

1035121

1476414

1543144

1731963

1874951

1654014

1921351

1880190

2306071

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1692260"/>	<input type="text" value="516541"/>	<input type="text" value="1449178"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="613726"/>	<input type="text" value="1575882"/>	<input type="text" value="1186274"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="628890"/>	<input type="text" value="592538"/>	<input type="text" value="1033439"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1492768"/>	<input type="text" value="830385"/>	<input type="text" value="1325479"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2256853"/>	<input type="text" value="871110"/>	<input type="text" value="1054922"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1232377"/>	<input type="text" value="1391234"/>	<input type="text" value="1055808"/>

**RECORDATION FORM COVER SHEET
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TRADEMARKS ONLY**

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Execution Date
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Trademark Application Number(s)

Registration Number(s)

2146928

1818937

1655071

1173763

699688

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 Obligor 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 Obligor 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.,
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: _____

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

Hercules Registered Trademarks by Country

Date of Report: 13NO2000

COUNTRY	MARK	CLASS	APPL. NO.	REG. NO.	STATUS	RNL. DUE
United States	HERCULES (WORD)	23	128042	734522	G	17JUL2002
United States	HERCULES (WORD)	13	71/071165	95761	G	10MR2004
United States	ABALYN	1	326186	297814	G	04OC2002
United States	ABITOL	6	557356	510743	G	07JE2009
United States	ACCUTRAK	9	74/021534	1651371	G	23JUL2001
United States	ACDP	42	74/369823	1804972	G	16NO2003
United States	ACTIONLINK	9	74/306268	1795709	G	28SE2003
United States	ACTOPHOS	1	382513	929858	G	28FE2002
United States	ACUFEEED	7	648970	1458991	G	29SE2007
United States	ADHERE	42	74/211507	1776088	G	08JE2003

COUNTRY	MARK	CLASS	APPL. NO.	REG. NO.	STATUS	RNL.DUE
United States	ADHERE ADVANTAGE	42	75/259537	2130691	G	20JJA2008
United States	ADMIRAL	1	73/776944	1588435	G	27MR2010
United States	ADTAC	1	58028	1035121	G	22JJA2006
United States	ADVANTAGE	1	74/096976	1731963	G	10NO2002
United States	AGRI-DIESEL	1	74/512435	1921351	G	26SE2005
United States	ALKAT-AR	1	75/339097	2187680	G	08SE2008
United States	ALKAT-XL	1	74/120773	1695165	G	16JE2002
United States	ALWAX	1	95035	727138	G	06FE2002
United States	AMBERGUM	1	650549	1476414	G	16FE2008
United States	ANTICHLOR 3	1	74/500344	1874951	G	24JJA2005

Hercules Registered Trademarks by Country

Date of Report: 13NO2000

COUNTRY	MARK	CLASS	APPL. NO.	REG. NO.	STATUS	RNL. DUE
United States	APPLICATIONS ATLAS	42	74/484005	1880190	G	21FE2005
United States	AQUA-SHED	1	75/019301	2067950	G	03JE2007
United States	AQUA-SHED AND DESIGN	42	75/305303	2165856	G	16JE2008
United States	AQUACEL	1	74/083664	1654015	G	13AU2001
United States	AQUALON	1	739937	1543144	G	13JE2009
United States	AQUALON	1	74/079292	1654014	G	13AU2001
United States	AQUALON AND DESIGN	1	75/585477	2306071	G	04JA2010
United States	AQUAPAC	1	74/082831	1692260	G	09JE2002
United States	AQUAPEL	1	71/671739	613726	G	14NO2005
United States	AQUAPEL	1	689839	628890	G	19JE2006

Date of Report: 13NO2000

COUNTRY	MARK	CLASS	APPL. NO.	REG. NO.	STATUS	RNL.DUE
United States	AQUASORB	1	625651	1492768	G	21JE2008
United States	ARGO SCIENTIFIC	1	75/440739	2256853	G	29JE2009
United States	BALANCED POLYMER	1	175163	1232377	G	29MR2003
United States	BELRO	1	553197	516541	G	18OC2009
United States	BENECEL	1	73/789743	1575882	G	09JA2010
United States	BETZ	42	629543	592538	G	13JL2004
United States	BETZ	1	234875	830385	G	13JE2007
United States	BETZ	1	292070	871110	G	17JE2009
United States	BETZ	1	549446	1391234	G	29AP2006
United States	BETZ	3	616356	1449178	G	28JL2007

Hercules Registered Trademarks by Country

Date of Report: 13NO2000

COUNTRY	MARK	CLASS	APPL. NO.	REG. NO.	STATUS	RNL. DUE
United States	BETZ 2020	1	246803	1186274	G	19JJA2002
United States	BETZ ENTEC	1	11788	1033439	G	17FE2006
United States	BETZ ENTEC	9	373434	1325479	G	19MR2005
United States	BETZ ENTEC	5	62624	1054922	G	28DE2006
United States	BETZ ENTEC	42	84279	1055808	G	04JJA2007
United States	BETZ ENTEC HANDS OFF TRANSFER	9	74/561213	2146928	G	31MR2008
United States	BETZ ENTEC WATERLINE, THE	16	74/388903	1818937	G	01FE2004
United States	BETZ EXPRESS EXAM	42	74/022280	1655071	G	27AU2001
United States	BETZ FERROSPERSE	1	221972	1173763	G	200C2001
United States	BETZ FUEL-SOLV	15	79215	699688	G	21JE2000