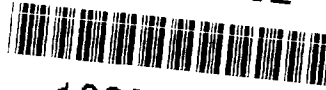


EV 056 039 807 US

09-23-2002



Form PTO-1594
(Rev. 03/01)

RECORDS 102229659
TRADEMARKS CIVIL

9/23/02

U.S. DEPARTMENT OF COMMERCE

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

<p>1. Name of conveying party(ies):</p> <p><u>CPFilms Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association</p> <p><input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership</p> <p><input checked="" type="checkbox"/> Corporation-State Delaware</p> <p>Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>HSBC Bank USA as Administrative Agent</u></p> <p>Internal Address: <u>452 Fifth Avenue</u></p> <p>Street Address: <u>452 Fifth Avenue</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10018</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____</p> <p><input type="checkbox"/> Association _____</p> <p><input type="checkbox"/> General Partnership _____</p> <p><input type="checkbox"/> Limited Partnership _____</p> <p><input type="checkbox"/> Corporation-State _____</p> <p><input checked="" type="checkbox"/> Other <u>New York Banking Corporation</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input 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>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>July 25, 2002</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s)</p> <p>Additional number(s) attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>John M. Griem, Jr., Esq.</u></p> <p>Internal Address: <u>MILBANK, TWEED, HADLEY</u></p> <p><u>& McCLOY LLP</u></p> <p>Street Address: <u>One Chase Manhattan Plaza</u></p> <p>City: <u>New York</u> State: <u>NY</u> Zip: <u>10005</u></p>	<p>6. Total number of applications and registrations involved: <u>18</u></p> <p>7. Total fee (37 CFR 3.41) \$<u>465</u></p> <p><input type="checkbox"/> Enclosed</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number:</p> <p><u>13-3250</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p>To the best of my <i>knowledge and</i> belief, the foregoing information is true and correct and any attached copy is a true copy of the original document</p> <p><u>John M. Griem, Jr.</u> <u>[Signature]</u> <u>9/19/02</u></p> <p>Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: <u>11</u></p>	

09/24/2002 TBIAZI 00000007 133250 1996092 Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks Box Assignments Washington, D.C. 20231

01 FC:481 40.00 CH
02 FC:482 425.00 CH

NY2:#4478034

TRADEMARK
REEL: 2586 FRAME: 0711

* Material U.S. Trademark Registrations *

Trademark Name	Country	Registration No.
Centaur	U.S.	1996092
Circular Design	U.S.	1299158
Clearsil	U.S.	2498735
CPFilms and Design	U.S.	2503446
FormulaOne Performance Automotive Film and Design	U.S.	1894494
Gila	U.S.	1208135
Gila	U.S.	1291584
Gila Graphics	U.S.	1276080
HPR	U.S.	1865124
LLUMAR	U.S.	1089700
LLUMARIZE	U.S.	2024639
PAL	U.S.	1360542
Platinum Plus	U.S.	1874669
Spectraselect	U.S.	2276564
UV Shield & Design	U.S.	2251790
Vista & Design	U.S.	2122616
We've Got the Sun Covered	U.S.	2089742

CPFilms, Inc.
* Material U.S. Trademark Applications *

Trademark Name	Country	Application No.	Filing Date
GILA and Design	U.S.	76/392738	09-Apr-2002

SHORT-FORM JUNIOR TRADEMARK SECURITY AGREEMENT

WHEREAS, each of the signatories hereto (the "Grantors") has adopted, used, is using and is the owner of its respective trademarks listed on the attached Schedule I of Trademarks and the registrations and pending applications associated therewith;

WHEREAS, each Grantor has entered into (i) a Restated Security and Guarantee Agreement dated as of July 25, 2002 (the "Senior Non-Sharing Security and Guarantee Agreement") between the Grantors and Citibank, N.A. (the "Collateral Agent") and (ii) a Short-Form Trademark Security Agreement dated as of July 25, 2002 (the "Short-Form Senior Trademark Security Agreement"), in which such Grantor has granted certain interests in favor of the Secured Parties, as such term is defined in the Non-Sharing Security and Guarantee Agreement.

WHEREAS, pursuant to the Senior Non-Sharing Security and Guarantee Agreement and the Short-Form Senior Trademark Security Agreement, each Grantor assigned, conveyed, mortgaged, pledged and granted to the Collateral Agent, for the benefit of the Secured Parties, according to the terms of the Senior Non-Sharing Security and Guarantee Agreement, a security interest in all of its right, title and interest in, to and under all the Trademark Collateral of such Grantor located in the United States of America and Europe, including its respective trademarks listed on the attached Schedule I, and all registrations and pending applications associated therewith ("Senior Trademark Collateral"), as collateral security for the prompt and complete payment and performance when due of all the Secured Obligations, as such term is defined in the Non-Sharing Security and Guarantee Agreement.

WHEREAS, each Grantor has contemporaneously with the execution of this Short-Form Junior Trademark Security Agreement entered into a Junior Security Agreement dated as of July 25, 2002 (the "Junior Security Agreement") between the Grantors, the Collateral Agent and HSBC Bank USA (the "Trustee") in which such Grantor has granted certain interests in favor of the Junior Secured Parties, as such term is defined in the Junior Security Agreement;

WHEREAS, pursuant to the Junior Security Agreement, each Grantor has agreed with the Trustee to execute this Short-Form Junior Trademark Security Agreement; and

WHEREAS, terms defined in the Junior Security Agreement are used herein as defined therein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby assigns, conveys, mortgages, pledges and hereby grants to the Trustee, for the benefit of the Junior Secured Parties, according to the terms of the Junior Security Agreement, a security interest in the Senior Trademark Collateral, as collateral security for the prompt and complete payment and performance when due of all the Junior Secured Obligations; provided that such security interest

Short-Form Junior Trademark Security Agreement

NY3:#7295385v3

shall be junior to the security interest in the Senior Trademark Collateral granted to the Collateral Agent pursuant to the Senior Non-Sharing Security and Guarantee Agreement.

Date: July 25, 2002

SOLUTION INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: VP + Treasurer

CPFILMS INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: Attorney-In-Fact

MONCHEM, INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: President

MONCHEM INTERNATIONAL, INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: President

Short-Form Junior Trademark Security Agreement

SOLUTIA SYSTEMS, INC.

By: Kevin Wilson
Name: Kevin Wilson
Title: President

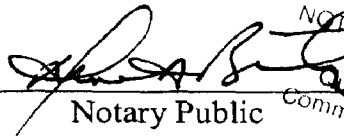
Short-Form Junior Trademark Security Agreement

IY3:#7295385v3

TRADEMARK
REEL: 2586 FRAME: 0716

STATE OF NY
:SS.:
COUNTY OF NY

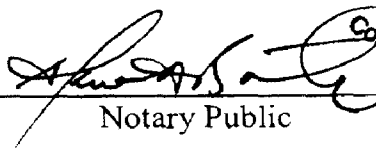
On this 25 day of July, 2002, personally appeared C. Kevin Wilson to me known to me to be a VP & Treasurer of Solutia Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Junior Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.


Notary Public
AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

STATE OF NY
:SS.:
COUNTY OF NY

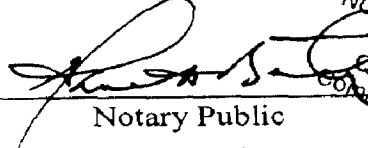
On this 25 day of July, 2002, personally appeared C. Kevin Wilson to me known to me to be a President of CPFilms Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Junior Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.

Attorney - in fact


Notary Public
AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

STATE OF NY
:SS.:
COUNTY OF NY

On this 25 day of July, 2002, personally appeared C. Kevin Wilson to me known to me to be a President of Monchem, Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Junior Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.


Notary Public
AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

Short-Form Junior Trademark Security Agreement

NY3:#7295385v3

STATE OF NY
:SS.:
COUNTY OF NY

On this 25 day of July, 2002, personally appeared C. Kevin Wilson to me known to me to be a President of Monchem International, Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Junior Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.

Akua A. Boateng
Notary Public
AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

STATE OF NY
:SS.:
COUNTY OF NY

On this 25 day of July, 2002, personally appeared C. Kevin Wilson to me known to me to be a Paul Freeman of Solutia Systems, Inc., the debtor above named, and acknowledged that he/she executed the foregoing Short-Form Junior Trademark Security Agreement on behalf of said debtor pursuant to authority duly received.

President

Akua A. Boateng
Notary Public
AKUA A. BOATENG
NOTARY PUBLIC, State of New York
No. 01BO6072972
Qualified in New York County
Commission Expires May 27, 2006

Short-Form Junior Trademark Security Agreement

CPFilms, Inc.

* Material U.S. Trademark Applications *

Trademark Name	Country	Application No.	Filing Date
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FormulaOne Performance Automotive Film and Design	U.S.	1894494
Gila	U.S.	1208135
Gila	U.S.	1291584
Gila Graphics	U.S.	1276080
HPR	U.S.	1865124
LLUMAR	U.S.	1089700
LLUMARIZE	U.S.	2024639
PAL	U.S.	1360542
Platinum Plus	U.S.	1874669
Spectraselect	U.S.	2276564
UV Shield & Design	U.S.	2251790
Vista & Design	U.S.	2122616
We've Got the Sun Covered	U.S.	2089742