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

Name of conveying party(ies):

CPFilms Inc.

Individual(s)

Association

General Partnership

Limited Partnership

Corporation-State

Other

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

Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other Short-Form Junior Trademark Security Agreement

Execution Date: October 8, 2003

2. Name and address of receiving party(ies)

Name: Ableco Finance LLC

Internal Address: \_\_\_\_\_

Street Address: 299 Park Ave., 23rd Floor

City: New York State: NY ZIP: 10171

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation-State \_\_\_\_\_

Other Delaware Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

78/271597

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: Laura Konrath

Internal Address: Winston & Strawn LLP

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

11/25/2003 8:00:11 AM 0000100 70271597

6. Total number of applications and registrations involved: \_\_\_\_\_

31

7. Total fee (37 CFR 3.41).....\$ 790

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

01 FC:1521  
02 FC:1522

40.00 DP  
750.00 DP

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.

Laura Konrath

Name of Person Signing

Signature

11/24/03

Date

Total number of pages including cover sheet, attachments, and document: \_\_\_\_\_

Mail documents to be recorded with required coversheet information to:

TRADEMARK	SERIAL NO./ REG. NO.	FILING DATE/ REGISTRATION DATE
WEAR-DATED DURSOF	76/506,862	4/16/03
WEAR-DATED FREEDOM	1,830,423	4/12/94
WEAR-DATED UNCONDITIONALLY GUARANTEED FOR ONE FULL YEAR'S NORMAL WEAR	777,061	9/15/04
WE'VE GOT THE SUN COVERED	2,089,742	8/19/97
WINTUK	857,669	1/24/89

CPFILMS INC. TRADEMARKS AND TRADEMARK APPLICATIONS

*Continuation  
Item 4*

Trademark	Serial/ Registration Number	Filing Date/ Registration Date
MEMORIES LIKE THIS SHOULDN'T FADE	78/271,597	July 8, 2003
GILA	78/271,591	July 8, 2003
HALCYON SHADES	78/261,052	June 11, 2003
HALCYON	78/177,946	October 24, 2002
GILA & Design	2,749,640	August 12, 2003
CLEARLES	76/310,414	September 7, 2001
SUN SCENTS	75/707,933	May 18, 1999
CPFILMS	2,503,446	November 6, 2001
CLEARFIL	2,498,735	October 16, 2001
SPECTRASELECT	2,276,564	September 7, 1999
UV SHIELD	2,251,790	June 8, 1999
LOW-E ULTRA	2,052,602	April 15, 1997
SOLAR STOP	2,184,382	August 25, 1998
WE'VE GOT THE SUN COVERED	2,089,742	August 19, 1997
LLUMARIZE	2,024,639	December 17, 1996

<b>Trademark</b>	<b>Serial/ Registration Number</b>	<b>Filing Date/ Registration Date</b>
CENTAUR	1,996,092	August 20, 1996
VISTA	2,122,616	December 23, 1997
TPR TOTAL PERFORMANCE RATING	1,876,653	January 31, 1995
HPR	1,865,124	November 29, 1994
TITANIUMPLUS	1,889,282	April 11, 1995
PLATINUM PLUS	1,874,669	January 17, 1995
FORMULAONE PERFORMANCE AUTOMOTIVE FILM	1,894,494	May 16, 1995
LIMELIGHT	1,550,149	August 1, 1989
PAL	1,360,542	September 17, 1985
GILA RIVER	1,229,159	October 9, 1984
GILA	1,291,584	August 28, 1994
GILA GRAPHICS	1,276,080	May 1, 1984
DESIGN ONLY	1,299,158	October 9, 1984
GILA RIVER & Design	1,291,577	August 28, 1984
LLUMAR	1,089,700	April 18, 1978
GILA	1,208,135	September 14, 1982

31

Short-Form Junior Trademark Security Agreement

**TRADEMARK**  
**REEL: 002872 FRAME: 0479**

**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 Security Agreement dated as of October 8, 2003 (the "Security Agreement") between the Grantors, Solutia Business Enterprises, Inc., Monchem, Inc., Monchem International, Inc., Solutia Investments, LLC, Solutia Systems, Inc. and Ableco Finance LLC (the "Collateral Agent") and (ii) an Assignment for Security dated as of October 8, 2003 (the "Assignment for Security"), in which such Grantor has granted certain interests in favor of the Secured Parties, as such term is defined in the Security Agreement.

WHEREAS, pursuant to the Security Agreement and the Assignment for Security, 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 Security 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, 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 Obligations, as such term is defined in the Security Agreement.

WHEREAS, each Grantor has contemporaneously with the execution of this Short-Form Junior Trademark Security Agreement entered into an Amended, Restated and Novated Junior Security Agreement dated as of October 8, 2003 (the "Junior Security Agreement") between the Grantors, Solutia Business Enterprises, Inc., Monchem, Inc., Monchem International, Inc., Solutia Investments, LLC, Solutia Systems, Inc., 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 shall be junior to the security interest in the Senior Trademark Collateral granted to the Collateral Agent pursuant to the Security Agreement.

Date: October 8, 2003

SOLUTION INC.

By: Kevin Wilson  
Name: C. Kevin Wilson  
Title: Vice President & Treasurer

CPFILMS INC.

By: Kevin Wilson  
Name: C. Kevin Wilson  
Title: Vice President

Short-Form Junior Trademark Security Agreement

**SCHEDULE I****SOLUTIA INC. TRADEMARKS AND TRADEMARK APPLICATIONS**

<b>TRADEMARK</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
1L DEALER NETWORK	76/269,609	7/11/01
A ACRILAN	583,881	12/14/93
ACRILAN	1,220,948	4/22/03
ACRILAN	545,734	11/27/01
ACRILAN A	1,244,524	6/05/83
ACRI-PULP	2,065,774	5/27/97
ADVANCED SOLUTIONS FOR GLASS	76/321,828	10/5/01
ADVANCED SOLUTIONS FOR GLASS	76/321,827	10/5/01
ADVANCED SOLUTIONS FOR GLASS	76/321,826	10/5/01
AED	2,419,233	1/9/01
AED MANURE CLEANER	2,369,329	7/18/00
A-G	75/642,644	2/18/99
AGRADO	2,375,828	8/8/00
AGRADO	2,369,160	7/18/00
ALPEX	567,094	3/11/03
ALPEX	567,094	11/25/52
ALPHOX	75/703,604	5/12/99
ALPHOX	75/543,569	8/26/98
AMCIS	2,718,446	5/27/03
APPLIED CHEMISTRY, CREATIVE SOLUTIONS	2,441,229	4/3/01
ASCEND	2,505,081	11/6/01
AXIO	2,439,958	4/3/01
BLAST PRO	2,472,364	7/24/01
BOUNCE-BACK	1,886,638	3/28/95
BREAK-IN PROTECTION	2,440,971	4/3/01
BUTVAR	571,402	6/10/03
BUTVAR	571,402	3/03/53
CARIBBEAN CREME CAKE	2,005,535	10/8/96
CENTAUR	1,996,092	8/20/96
CLEAN MACHINE	2,464,574	6/26/01
CLEAN MACHINE	2,460,325	6/12/01
CLEARLES	76/310,414	9/7/01
CLEARSAFE	76/091,461	7/18/00
CLEARFIL	2,498,735	10/16/01
COLORSHIELD	76/393,580	4/10/02
CPFILMS	2,503,446	11/6/01
DEQUEST	2,680,761	1/28/03
DEQUEST	777,638	9/29/64

Short-Form Junior Trademark Security Agreement

**TRADEMARK**  
**REEL: 002872 FRAME: 0482**

<b>TRADEMARK</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
<i>Design Only</i>	1,299,158	10/9/84
<i>Design Only</i>	2,111,243	11/4/97
<i>Design Only</i>	1,285,294	7/10/84
DIRT BLASTER	2,583,645	6/18/02
DODANE	749,905	5/21/63
DURASCRAPE	2,206,044	11/24/98
DURASOFT	2,154,879	5/5/98
DURASPUN	1,993,701	8/13/96
DURASPUN	2,091,904	8/26/97
DURASPUN	1,738,386	4/22/03
DURATREK	2,341,897	4/11/00
DYENAMIX	2,579,049	6/11/02
ECOBREEZE	76,087,545	7/10/00
EMULSI-PHOS	1,582,110	11/14/00
EVOLUTIA	75/878,168	12/22/99
FERTI-PURE	78/244,329	5/1/03
FORMULAONE PERFORMANCE AUTOMOTIVE FILM	1,894,494	5/16/95
G	76/135,065	9/25/00
GILA	78/271,591	7/8/03
GILA	2,749,640	8/12/03
GILA	1,291,584	8/28/84
GILA	1,208,135	1/14/03
GILA GRAPHICS	1,276,080	5/1/84
GILA RIVER	1,299,159	10/9/84
GILA RIVER	1,291,577	8/28/84
GINNY	2,486,307	9/4/01
GLACIER METALWORKING FLUIDS	2,248,344	12/16/97
GOLDSPUN	2,255,926	6/22/99
H B-4 0	571,615	6/24/03
H B-4 0	571,615	3/10/53
H.T.	046,851	12/24/85
HALCYON	78/177,946	10/24/02
HALCYON SHADES	78/261,052	6/11/03
HPR	1,865,124	11/29/94
INFISOFT	76/399,628	4/24/02
IP-61	775,596	8/25/64
KEEP SAFE	2,463,217	6/26/01
KEEP SAFE	2,150,082	4/14/98
KEEPCLEAN	76/342,197	11/26/01
KEEPSAFE	2,562,496	4/16/02
KEEPSAFE	2,586,376	6/25/02

Short-Form Junior Trademark Security Agreement

<b>TRADEMARK</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
KEEPSAFE	2,168,828	6/30/98
KEEPSAFE GLASS	2,533,835	1/29/02
KEEPSAFE GLASS	2,602,297	6/30/02
KEEPSAFE GLASS	2,636,609	10/15/02
KEEPSAFE MAXIMUM	2,369,263	7/18/00
KEEPSAFE MAXIMUM GLASS	2,487,353	9/11/01
KEEPSAFE STORM	76/386,976	3/26/02
KEEPSAFE STORM	76/386,975	3/26/02
LEVERAGE	2,064,120	5/20/97
LEVN-LITE	934,272	10/25/02
LIMELIGHT	1,550,149	8/1/89
LIQUASHIELD	2,678,892	1/21/03
LIQUI SHIELD	78/139,537	6/27/02
LITTER BUSTER	2,383,857	9/5/00
LITTER BUTLER	2,384,014	9/5/00
LLUMAR	1,089,700	3/31/98
LLUMARIZE	2,024,639	12/17/96
LOCKED-IN STAINBLOCKER	76/296,336	8/7/01
LOW-E ULTRA	2,052,602	4/15/97
LUSTRE-PHOS	770,082	5/19/64
LXI	2,101,121	9/30/97
MCS	734,399	10/15/02
MEALMAID	2,537,298	2/5/02
MEMORIES LIKE THIS SHOULDN'T FADE	78/271,597	7/8/03
MINERAL BLUE	76/486,606	2/3/03
NFB	728,737	2/1/03
NO-SHOCK	2,761,191	9/9/03
NO-SHOCK	1,183,834	3/12/02
NUTRIFOS	680,125	7/13/99
OILFOS	503,712	03/07/89
OPTA	2,059,700	5/6/97
OPTISCALE	78/208,415	1/29/03
PAL	1,360,542	9/17/85
PAN-O-LITE	775,916	8/25/64
PET HAIR ELIMINATOR	2,751,010	8/12/03
PET-AGREE	2,193,583	10/6/98
PHOS-BIN	996,923	12/27/94
PHOS-CHEK	837,738	5/31/88
PHOSGARD	2,307,096	1/11/00
PHOSGARD	723,746	2/19/02
PIL-TROL	2,466,619	7/3/01
PIL-TROL	2,269,626	8/10/99

Short-Form Junior Trademark Security Agreement



<b>TRADEMARK</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
PIL-TROL	2,451,223	5/15/01
PLATINUM PLUS	1,874,669	1/17/95
PY-RAN	395,321	7/30/02
REMEMBER	1,174,279	2/12/02
REMEMBER	1,174,279	10/20/81
REMEMBER FIBERS	76/231,329	3/27/01
RENEW	76/393,578	4/10/02
RESIMEL	403,635	10/05/43
RESIMENE	547,506	9/04/51
RESIQUIN	76/326,319	10/17/01
RIGHT TO LEFT THINKING	76/458,735	10/17/02
RJ-100	783,814	7/30/85
S63	1,622,586	4/17/01
SAFE FLEX	2,206,315	12/1/98
SAFLEX	76/269,586	7/11/01
SAFLEX	1,771,453	6/17/03
SAFLEX	382,673	5/1/01
SAFLEX	1,456,537	9/08/87
SAFLEX III G	2,220,420	1/26/99
SAFLEX OPTICOLOR	1,665,470	3/12/02
SAFLEX SV	2,055,535	4/22/97
SAFLEX-FORMA	2,055,534	4/22/97
SALUTIA.COM	76/017,754	4/5/00
SANTICIZER	265,127	5/2/00
SANTOCHLOR	2,638,587	10/22/02
SANTOFOAM	2,091,302	8/26/97
SANTOQUIN	501,027	10/25/88
SANTOQUIN	585,517	6/14/94
SANTOTAC MRS	1,943,166	12/19/95
SANTOWAX	396,299	10/1/02
SANTOWAX	396,299	7/07/42
SAYELLE	814,711	12/16/86
SC50	2,313,695	10/2/98
SCRIPSET	761,510	12/17/63
SCULPTED ACCENTS	2,372,404	8/1/00
SEF	78/256,930	6/2/03
SEF	76/090,477	7/17/00
SKYDROL	2,257,957	6/29/99
SKYDROL	510,769	5/23/89
SKYKLEEN	2,259,954	7/6/99
SKYKLEEN	2,257,958	6/29/99
SKYKLEEN AVIATION SOLVENT BY	2,067,775	6/3/97

Short-Form Junior Trademark Security Agreement

**TRADEMARK**  
**REEL: 002872 FRAME: 0485**

<b>TRADEMARK</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
MONSANTO		
SKYLUBE	78/213,887	2/12/03
SNOW FRESH	2,055,421	4/22/97
SNOW FRESH	1,685,890	10/25/02
SOLAR PRO	76/012,873	3/29/00
SOLAR STOP	2,184,382	8/25/98
SOLARPRO PLUG'N'PLAY	2,709,752	4/22/03
SOLUTEIN	76/054,323	5/22/00
SOLUTIA	2,725,147	6/10/03
SOLUTIA	76/185,272	12/22/00
SOLUTIA	76/185,271	12/22/00
SOLUTIA	76/185,196	12/22/00
SOLUTIA	76/185,076	12/20/00
SOLUTIA	76/185,075	12/20/00
SOLUTIA	76/184,863	12/20/00
SOLUTIA	2,725,140	6/10/03
SOLUTIA	2,602,456	6/30/02
SOLUTIA	2,578,976	6/11/02
SOLUTIA	2,379,855	8/22/00
SOLUTIA	2,185,915	9/1/98
SOLUTIA	2,482,655	8/28/01
SOLUTIA	2,578,953	6/11/02
SOLUTIA CONSULTING, INC.	2,192,228	9/29/98
SOLUTIA PHARMA-CEUTICAL ADVISORS	76/461,543	10/23/02
SOLUTIONS FOR A BETTER LIFE	76/242,481	4/11/01
SOLUTIONS FOR A BETTER LIFE	76/239,309	4/11/01
SOLUTIONS FOR A BETTER LIFE	76/239,300	4/11/01
SOLUTIONS FOR A BETTER LIFE	76/239,200	4/11/01
SOUND PRO	76/032,155	4/21/00
SPEC THIS	76/386,977	3/26/02
SPECTRASELECT	2,276,564	9/7/99
SPINEXPERT	76/360,382	1/18/02
SPINEXPERT	76/360,381	1/18/02
SPRAY GUARD	1,203,249	11/26/02
STABIL	767,942	4/07/64
STATICMAGIC	78/224,125	3/11/03
STRUCTURE PRO	76/430,217	7/12/02
STYMER	430,923	03/22/88
SUREBASE	78/226,173	3/17/03
T	1,632,070	6/12/01
TETRATHAL	828,722	10/27/87
TETROSYL	2,719,576	5/27/03

Short-Form Junior Trademark Security Agreement

**TRADEMARK**  
**REEL: 002872 FRAME: 0486**

<b>TRADEMARK</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
THE QUIET WINDSHIELD	76/365,085	1/30/02
THE QUIET WINDSHIELD	76/365,084	1/30/02
THE SMART YARNS.	1,800,808	10/26/93
THERMA SEALED	2,476,313	8/7/01
THERMA SEALED	2,474,152	7/31/01
THERMINOL	748,052	5/6/03
TLC TOTAL LIFECYCLE CARE	2,727,620	7/13/00
TRAFFIC CONTROL	76/310,503	9/7/01
TRAFFIC CONTROL FIBER SYSTEM	1,972,045	5/7/96
TRIDANE	752,257	7/02/63
ULTIMUS	2,122,368	12/16/97
ULTRON	944,383	3/11/03
ULTRON	944,383	10/10/72
ULTRON VIP	2,268,859	8/10/99
UVSHIELD	2,251,790	8/8/99
VANCEVA	76/393,549	4/10/02
VANCEVA	76/393,548	4/10/02
VANCEVA	76/393,547	4/10/02
VANCEVA	76/393,546	4/10/02
VANCEVA	76/343,113	11/29/01
VANCEVA	76/343,112	11/29/01
VANCEVA	76/343,111	11/29/01
VANCEVA	76/299,825	8/15/01
VANCEVA	76/299,699	8/15/01
VANCEVA	76/288,719	7/23/01
VISTA	2,122,616	12/23/97
VYDYNE	963,903	9/2/03
WE KEEP THE INSIDE OUT	2,654,850	11/26/02
WEAR DATED	1,132,242	1/9/01
WEAR DATED	1,132,271	1/09/01
WEAR DATED	1,132,280	1/09/01
WEAR DATED	1,132,237	1/09/01
WEAR DATED	777,092	9/15/64
WEAR DATED DURASOFT	2,074,417	6/24/97
WEAR-DATED	76/438,381	8/7/02
WEAR-DATED	2,426,663	2/6/01
WEAR-DATED	1,132,271	1/9/01
WEAR-DATED	1,132,280	1/9/01
WEAR-DATED	1,132,237	1/9/01
WEAR-DATED CARPET II	1,841,904	6/28/94
WEAR-DATED DURASOFT WITH TRAFFIC CONTROL	76/507,973	4/21/03

Short-Form Junior Trademark Security Agreement

**TRADEMARK**  
**REEL: 002872 FRAME: 0487**

<b>TRADEMARK</b>	<b>SERIAL NO./ REG. NO.</b>	<b>FILING DATE/ REGISTRATION DATE</b>
WEAR-DATED DURSOFT	76/506,862	4/16/03
WEAR-DATED FREEDOM	1,830,423	4/12/94
WEARDATED UNCONDI-TIONALLY GUARANTEED FOR ONE FULL YEAR'S NORMAL WEAR	777,061	9/15/64
WE'VE GOT THE SUN COVERED	2,089,742	8/19/97
WINTUK	857,669	1/24/89

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HALCYON	78/177,946	October 24, 2002
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CLEARFIL	2,498,735	October 16, 2001
SPECTRASELECT	2,276,564	September 7, 1999
UV SHIELD	2,251,790	June 8, 1999
LOW-E ULTRA	2,052,602	April 15, 1997
SOLAR STOP	2,184,382	August 25, 1998
WE'VE GOT THE SUN COVERED	2,089,742	August 19, 1997
LLUMARIZE	2,024,639	December 17, 1996

Short-Form Junior Trademark Security Agreement

**TRADEMARK  
REEL: 002872 FRAME: 0488**

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CENTAUR	1,996,092	August 20, 1996
VISTA	2,122,616	December 23, 1997
TPR TOTAL PERFORMANCE RATING	1,876,653	January 31, 1995
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