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.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: F	Please record the attached original documents or copy thereof.
Name of conveying party(ies): Nalco Company	2. Name and address of receiving party(ies) Name: Citicorp North America, Inc., Internal Address: as Administrative Agent
Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Assignment Merger Security Agreement Change of Name ✓ Other Grant of Security Interest Execution Date: 11/04/2003	Street Address: 390 Greenwich Street City: New YorkState: NY Zip: 10013 Individual(s) citizenship
4. Application number(s) or registration number(s): A. Trademark Application No.(s)	Additional name(s) & address(es) attached? Yes No B. Trademark Registration No.(s) SEE SCHEDULE A
Additional number(s) att	ached 🗸 Yes 🗌 No
5. Name and address of party to whom correspondence concerning document should be mailed: Name: TOMA Chapola	6. Total number of applications and registrations involved:
Internal Address: CID CSC	7. Total fee (37 CFR 3.41)\$609000 Enclosed Authorized to be charged to deposit account
Street Address: 50 State 5t.	8. Deposit account number:
City: Ct / Ct my State: NY Zip. 1 > > > DO NOT USE	THIS SPACE
9. Signature. James P. Murphy	December 1, 2003- priature prince respect of the principle of the principl

Washington, D.C. 20231

12-08-2003

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SCHEDULE A

U.S. Trademark Applications

Title	App. No.	Filing Date
CONTINUUM	76/402,434	05/01/02
CORE SHELL	76/424,715	06/18/02
ELIMILINT	76/466,198	10/07/02
ENGINEERING APPROACH	76/370,645	02/14/02
ENVIRONMENTAL HYGIENE SERVICES	76/493,999	03/03/03
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RESTOR	76/495,806	03/10/03
RO-EYE	76/440,962	08/12/02
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SOLUTIONS DIRECT	76/430,439	07/15/02
ULTRAZONE	76/283,302	07/12/01
VALUELINE	76/364,917	01/31/02

010395-0733-02908-NY02.2308994.1

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GRADE EXPECTATIONS	1,633,185	01/29/91
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IRONGUARD	2,393,576	10/10/00
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MICROSOLUTION	2,384,168	09/05/00
MINING CLAIM	1,450,722	08/04/87
MINING CLAIM PROSPECTOR HAMMER & LANTERN DESIGN	1,510,945	11/01/88
NALBREAK	1,099,117	08/15/78
NALBRITE	2,240,565	04/20/99
NALCAMINE	1,257,226	11/15/83
NALCAST	678,714	05/19/59
NALCHELATE	793,154	07/27/65
NALCITE	506,626	02/15/49
NALCLEAR	1,126,495	11/06/79
NALCO	701,336	07/19/60
NALCO	610,883	08/23/55
NALCO	603,183	03/15/55
NALCO	650,749	08/27/57
NALCO	573,956	05/05/53
NALCO	548,467	09/18/51
NALCO	301,906	03/21/33
NALCO	340,220	11/03/36
NALCO	1,572,698	12/26/89
NALCO	746,095	03/05/63
NALCO	769,798	05/19/64
NALCO	839,842	12/05/67
NALCO	2,360,161	06/20/00
NALCO	1,189,658	02/16/82
NALCO	1,180,725	12/08/81
NALCO	1,024,415	11/11/75
NALCO	1,018,754	08/26/75
NALCO	976,237	01/08/74
NALCO ACT	2,385,489	09/12/00
NALCO ADDITIVES GROUP LOGO	1,355,996	08/20/85
NALCO LOGO	884,854	01/27/70
NALCO LOGO	1,027,083	12/16/75

Title	Reg. No.	Reg. Date
NALCO LOGO	1,018,753	08/26/75
NALCO LOGO DESIGN	1,210,166	09/28/82
NALCO PHOTOTESTER	1,251,032	09/13/83
NALCO PLUS DESIGN	1,254,988	10/25/83
NALCOAG	611,279	08/30/55
NALCOAL	1,252,611	10/04/83
NALCOAT	1,894,736	05/23/95
NALCOCUSTOM-SERVE	2,272,386	08/24/99
NALCOLAB	2,318,709	02/15/00
NALCOLYTE	703,096	08/23/60
NALCOMETER	338,821	09/15/56
NALCON	720,209	08/22/61
NALCOOL	976,604	01/15/74
NALCOOL	767,428	03/31/64
NALCOOL 3000	1,450,613	08/04/87
NALCOSERV	1,910,442	08/08/95
NALCOTROL	1,003,671	02/04/75
NALCOTROL & Design	1,363,927	10/08/85
NALFIRST	1,531,212	03/21/89
NALFLEET	1,074,764	10/04/77
NALFLEET	924,960	12/07/71
NALFLEET	906,356	01/19/71
NALFLEET & Design	985,719	06/11/74
NALFLOTE	1,251,379	09/20/83
NALGUN	824,745	02/28/67
NALKAT	1,754,729	03/02/93
NALKIL	780,820	12/01/64
NALKLEEN	2,276,001	09/07/99
NALMET	1,978,402	06/04/96
NALMET	1,527,595	03/07/89
NALPAC	980,764	03/26/74
NALPREP	731,010	05/08/62
NALQUILL	840,292	12/12/67
NALSIZE	1,266,066	02/07/84
NALSPERSE	2,345,510	04/25/00

Title	Reg. No.	Reg. Date
NALSTRIP	2,240,645	04/20/99
NALTANE	1,235,102	04/19/83
NAL-TEX	2,539,516	02/19/02
NAL-TEX	2,329,383	03/14/00
N-COMPAS	1,325,086	03/12/85
NEXGUARD	2,636,368	10/15/02
NFW	2,338,135	04/04/00
ODORTECH	2,436,908	03/20/01
OL'DOC PIC	1,531,485	03/21/89
ONE NALCO CENTER	1,507,140	10/04/88
OPTIBLEND	2,330,882	03/21/00
OPTIBLEND & Design	2,561,602	04/16/02
OPTICUS	1,702,239	07/21/92
OPTICUS	1,719,882	09/29/92
OPTICUS IPC INTELLIGENT PROCESS CONTROL	1,681,528	03/31/92
OPTICUS IPC INTELLIGENT PROCESS CONTROL	1,677,405	03/03/92
OPTIFLOTE	2,329,687	03/14/00
OPTIMAX	1,701,191	07/14/92
OPTIMER	2,087,628	08/12/97
OPTIMER	1,325,255	03/19/85
PERGALASE	1,990,210	07/30/96
PERSONAL CHEMISTRY MAKES THE DIFFERENCE	1,341,709	06/11/85
PERSONAL CHEMISTRY MAKES THE DIFFERENCE	1,341,619	06/11/85
PHOSPERSE PLUS	1,429,700	02/24/87
PORTA-FEED	875,426	08/26/69
POSITEK	1,494,722	07/05/88
POSITEK	1,675,461	02/11/92
POWER DRY	1,350,186	07/23/85
PRISM	1,526,325	02/28/89
QUALI-TRAK	1,538,574	05/09/89
QUICK COUNT	1,487,266	05/03/88
R O PLUS	1,847,522	08/02/94

Title	Reg. No.	Reg. Date
RAILCOOL	2,279,158	09/21/99
REMEDIATOR	2,341,425	04/11/00
RESIN RINSE	1,387,858	03/25/86
SCALE GUARD	2,228,340	03/02/99
SELECTICIDE	1,227,030	02/08/83
SENSORWATCH	2,569,873	05/14/02
SENSORWATCH Design	2,642,056	10/29/02
SMART PATCH	2,002,224	09/24/96
SQUEEZE PLUS	1,369,688	11/12/85
STA.BR.EX	2,259,218	07/06/99
STABILITEK	2,362,868	06/27/00
STA-PUT	1,338,619	06/04/85
STARCH STAB	1,069,642	07/19/77
START TO FINISH	2,721,111	06/03/03
STIMULUS	2,236,721	04/06/99
SUPER-ZINC	1,895,778	05/30/95
SURE CLEAR	1,388,710	04/08/86
SURE-COOL	1,252,609	10/04/83
SUR-GARD	1,229,081	03/08/83
SURROUND	1,912,110	08/15/95
TECHNIFAX	1,006,336	03/11/75
TEXO	1,869,134	12/27/94
TEXO & Design	2,001,861	09/17/96
TEXO & Design	2,031,426	01/21/97
TOPCAST	1,512,254	11/15/88
TOWER TRAC	1,482,044	03/22/88
TOWERPAC	999,236	11/26/74
TRA-CIDE	1,891,509	04/25/95
TRA-CIDE	1,944,324	12/26/95
TRANSPORT-PLUS	1,242,480	06/21/83
TRASAR	1,892,875	05/09/95
TRASAR	1,719,065	09/22/92
TRASAR	2,004,797	10/01/96
TRI-ACT	1,429,713	02/24/87
ULTIMER	1,974,988	05/21/96

Title	Reg. No.	Reg. Date
ULTRASOFT	2,707,795	04/15/03
ULTRATREAT	2,719,870	05/27/03
ULTRATREAT INDUSTRIAL WATER TREATMENT SYSTEMS Design	2,698,537	03/18/03
ULTRAXOL	2,427,487	02/06/01
ULTRION	1,321,659	02/26/85
UNISOLV	1,431,617	03/03/87
UNITRACK	1,443,623	06/16/87
VANTAGE	1,556,259	09/12/89
VANTAGE	798,919	11/16/65
WATERGY	2,375,235	08/08/00
WATERSCIENCE NEWS	1,032,272	02/03/76

GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), dated as of November 4, 2003 is made by Nalco Company, a Delaware corporation (the "Guarantor"), in favor of CitiCorp North America, Inc., as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Credit Agreement, dated as of November 4, 2003 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Nalco Holdings LLC, a Delaware limited liability company, and the Guarantor, the Lenders, the Agent, Bank of America, N.A., as Documentation Agent, and Deutsche Bank Securities Inc., J.P. Morgan Securities Inc., Goldman Sachs Credit Partners L.P. and UBS Securities LLC, each as Co-Syndication Agent.

WITNESSETH:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, the Borrower and Guarantor have executed and delivered a U.S. Guarantee and Collateral Agreement, dated as of November 4, 2003, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, Borrower and Guarantor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, Guarantor has duly authorized the execution, delivery and performance of this Agreement;

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NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, Guarantor agrees, for the benefit of the Agent and the Lenders, as follows:

SECTION 1. <u>Definitions</u>. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the U.S. Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. Guarantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default assigns, transfers and conveys, the Trademarks (including, without limitation, those items listed on Schedule A hereto), and all goodwill of the business associated with the Trademarks, to the Agent for the benefit of the Agent and the Lenders to secure payment, performance and observance of the Obligations.

SECTION 3. <u>Purpose</u>. This Agreement has been executed and delivered by Guarantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Lenders in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Lenders thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. <u>Acknowledgment</u>. Guarantor does hereby further acknowledge and affirm that the rights and remedies of the Lenders with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. <u>Counterparts</u>. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Grant of Security Interest in Trademark Rights to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

NALCO COMPANY

Name: Stephen Landson

Title: assistant Secretary

CITICORP NORTH AMERICA, INC. as Administrative Agent for the Lenders

By:_____

Name: Title:

IN WITNESS WHEREOF, the parties hereto have caused this Grant of Security Interest in Patent Rights to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

NALCO COMPANY

By:		
Name:		
Title:		

CITICORP NORTH AMERICA, INC. as Administrative Agent for the Lenders

By:___

Name: Title:

EDWARD T. CROOK

Managing Director and Vice President

[Intellectual Property Security Agreement]

SCHEDULE A

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METRIX	2,740,239	07/22/03
MICROSOLUTION	2,384,168	09/05/00
MINING CLAIM	1,450,722	08/04/87
MINING CLAIM PROSPECTOR HAMMER & LANTERN DESIGN	1,510,945	11/01/88
NALBREAK	1,099,117	08/15/78
NALBRITE	2,240,565	04/20/99
NALCAMINE	1,257,226	11/15/83
NALCAST	678,714	05/19/59
NALCHELATE	793,154	07/27/65
NALCITE	506,626	02/15/49
NALCLEAR	1,126,495	11/06/79
NALCO	701,336	07/19/60
NALCO	610,883	08/23/55
NALCO	603,183	03/15/55
NALCO	650,749	08/27/57
NALCO	573,956	05/05/53
NALCO	548,467	09/18/51
NALCO	301,906	03/21/33
NALCO	340,220	11/03/36
NALCO	1,572,698	12/26/89
NALCO	746,095	03/05/63
NALCO	769,798	05/19/64
NALCO	839,842	12/05/67
NALCO	2,360,161	06/20/00
NALCO	1,189,658	02/16/82
NALCO	1,180,725	12/08/81
NALCO	1,024,415	11/11/75
NALCO	1,018,754	08/26/75
NALCO	976,237	01/08/74
NALCO ACT	2,385,489	09/12/00
NALCO ADDITIVES GROUP LOGO	1,355,996	08/20/85
NALCO LOGO	884,854	01/27/70
NALCO LOGO	1,027,083	12/16/75

Title	Reg. No.	Reg. Date
NALCO LOGO	1,018,753	08/26/75
NALCO LOGO DESIGN	1,210,166	09/28/82
NALCO PHOTOTESTER	1,251,032	09/13/83
NALCO PLUS DESIGN	1,254,988	10/25/83
NALCOAG	611,279	08/30/55
NALCOAL	1,252,611	10/04/83
NALCOAT	1,894,736	05/23/95
NALCOCUSTOM-SERVE	2,272,386	08/24/99
NALCOLAB	2,318,709	02/15/00
NALCOLYTE	703,096	08/23/60
NALCOMETER	338,821	09/15/56
NALCON	720,209	08/22/61
NALCOOL	976,604	01/15/74
NALCOOL	767,428	03/31/64
NALCOOL 3000	1,450,613	08/04/87
NALCOSERV	1,910,442	08/08/95
NALCOTROL	1,003,671	02/04/75
NALCOTROL & Design	1,363,927	10/08/85
NALFIRST	1,531,212	03/21/89
NALFLEET	1,074,764	10/04/77
NALFLEET	924,960	12/07/71
NALFLEET	906,356	01/19/71
NALFLEET & Design	985,719	06/11/74
NALFLOTE	1,251,379	09/20/83
NALGUN	824,745	02/28/67
NALKAT	1,754,729	03/02/93
NALKIL	780,820	12/01/64
NALKLEEN	2,276,001	09/07/99
NALMET	1,978,402	06/04/96
NALMET	1,527,595	03/07/89
NALPAC	980,764	03/26/74
NALPREP	731,010	05/08/62
NALQUILL	840,292	12/12/67
NALSIZE	1,266,066	02/07/84
NALSPERSE	2,345,510	04/25/00

Title	Reg. No.	Reg. Date
NALSTRIP	2,240,645	04/20/99
NALTANE	1,235,102	04/19/83
NAL-TEX	2,539,516	02/19/02
NAL-TEX	2,329,383	03/14/00
N-COMPAS	1,325,086	03/12/85
NEXGUARD	2,636,368	10/15/02
NFW	2,338,135	04/04/00
ODORTECH	2,436,908	03/20/01
OL'DOC PIC	1,531,485	03/21/89
ONE NALCO CENTER	1,507,140	10/04/88
OPTIBLEND	2,330,882	03/21/00
OPTIBLEND & Design	2,561,602	04/16/02
OPTICUS	1,702,239	07/21/92
OPTICUS	1,719,882	09/29/92
OPTICUS IPC INTELLIGENT PROCESS CONTROL	1,681,528	03/31/92
OPTICUS IPC INTELLIGENT PROCESS CONTROL	1,677,405	03/03/92
OPTIFLOTE	2,329,687	03/14/00
OPTIMAX	1,701,191	07/14/92
OPTIMER	2,087,628	08/12/97
OPTIMER	1,325,255	03/19/85
PERGALASE	1,990,210	07/30/96
PERSONAL CHEMISTRY MAKES THE DIFFERENCE	1,341,709	06/11/85
PERSONAL CHEMISTRY MAKES THE DIFFERENCE	1,341,619	06/11/85
PHOSPERSE PLUS	1,429,700	02/24/87
PORTA-FEED	875,426	08/26/69
POSITEK	1,494,722	07/05/88
POSITEK	1,675,461	02/11/92
POWER DRY	1,350,186	07/23/85
PRISM	1,526,325	02/28/89
QUALI-TRAK	1,538,574	05/09/89
QUICK COUNT	1,487,266	05/03/88
R O PLUS	1,847,522	08/02/94

Title	Reg. No.	Reg. Date
RAILCOOL	2,279,158	09/21/99
REMEDIATOR	2,341,425	04/11/00
RESIN RINSE	1,387,858	03/25/86
SCALE GUARD	2,228,340	03/02/99
SELECTICIDE	1,227,030	02/08/83
SENSORWATCH	2,569,873	05/14/02
SENSORWATCH Design	2,642,056	10/29/02
SMART PATCH	2,002,224	09/24/96
SQUEEZE PLUS	1,369,688	11/12/85
STA.BR.EX	2,259,218	07/06/99
STABILITEK	2,362,868	06/27/00
STA-PUT	1,338,619	06/04/85
STARCH STAB	1,069,642	07/19/77
START TO FINISH	2,721,111	06/03/03
STIMULUS	2,236,721	04/06/99
SUPER-ZINC	1,895,778	05/30/95
SURE CLEAR	1,388,710	04/08/86
SURE-COOL	1,252,609	10/04/83
SUR-GARD	1,229,081	03/08/83
SURROUND	1,912,110	08/15/95
TECHNIFAX	1,006,336	03/11/75
TEXO	1,869,134	12/27/94
TEXO & Design	2,001,861	09/17/96
TEXO & Design	2,031,426	01/21/97
TOPCAST	1,512,254	11/15/88
TOWER TRAC	1,482,044	03/22/88
TOWERPAC	999,236	11/26/74
TRA-CIDE	1,891,509	04/25/95
TRA-CIDE	1,944,324	12/26/95
TRANSPORT-PLUS	1,242,480	06/21/83
TRASAR	1,892,875	05/09/95
TRASAR	1,719,065	09/22/92
TRASAR	2,004,797	10/01/96
TRI-ACT	1,429,713	02/24/87
ULTIMER	1,974,988	05/21/96

Title	Reg. No.	Reg. Date
ULTRASOFT	2,707,795	04/15/03
ULTRATREAT	2,719,870	05/27/03
ULTRATREAT INDUSTRIAL WATER TREATMENT SYSTEMS Design	2,698,537	03/18/03
ULTRAXOL	2,427,487	02/06/01
ULTRION	1,321,659	02/26/85
UNISOLV	1,431,617	03/03/87
UNITRACK	1,443,623	06/16/87
VANTAGE	1,556,259	09/12/89
VANTAGE	798,919	11/16/65
WATERGY	2,375,235	08/08/00
WATERSCIENCE NEWS	1,032,272	02/03/76

RECORDED: 12/08/2003