

12/19/03

12-29-2003



102633349

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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

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

1. Name of conveying party(ies): GENERAL CHEMICAL CORPORATION
Individual(s) Association General Partnership Limited Partnership
[X] Corporation-State Delaware Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Bank of America, N.A., as Agent Internal Address: Street Address: 335 Madison Avenue City: New York State: NY Zip: 10017
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other National Banking Association
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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Assignment For Security
Execution Date: November 10, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/471,499 B. Trademark Registration No.(s) 2,043,661
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 35

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Paul Somelofske Internal Address: Kaye Scholer LLP Street Address: 425 Park Avenue City: New York State: NY Zip: 10022-3598

7. Total fee (37 CFR 3.41) \$ 890.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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. Paul Somelofske Signature Date 12-18-03

12/24/2003 ECDOPER 00000084 76471499

Total number of pages including cover sheet, attachments, and document: 11

01 FC:8521 02 FC:8522

40.00 850.00

All documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

30760180.PDF

TRADEMARK REEL#: 002885 FRAME: 0600

**CONTINUATION OF SECTION 4.A. AND 4.B.
(Trademark Application No.(s) and Trademark Registration No.(s))**

TRADEMARKS APPLICATION NO.(S)

<u>Trademark</u>	<u>Application Date</u>	<u>Application No.</u>
THE PERFORMANCE PRODUCTS PROCESS PEOPLE, PRACTICES, PERFORMANCE GENERAL CHEMICAL and design	11/29/2002	76/471,499
TECHPURE	08/09/2002	76-439,094

TRADEMARKS REGISTRATION NO.(S)

<u>Trademark</u>	<u>Registration Date</u>	<u>Registration No.</u>
GC and design	03/11/1997	2,043,661
CHEMDIRECT	05/21/1996	1,974,544
GENERAL CHEMICAL FIVE STAR QUALITY and design	09/29/1992	1,719,714
Design only	12/11/1990	1,626,516
GENERAL CHEMICAL and design	08/25/1998	2,183,996
GENERAL CHEMICAL and design	01/02/1996	1,945,088
GENERAL CHEMICAL ISO 9002 and design	11/07/1995	1,933,616
TOM CAT and design	10/10/1989	1,560,100
BOE	09/24/1974	993,278
CLASS 10	12/14/1993	1,810,352
GENERAL CHEMICAL	08/15/1989	1,552,371
MAE	08/30/1983	1,249,534
PAE	08/02/1994	1,847,521
PARTICU-LO	04/11/1989	1,533,823

SR-2	05/17/1983	1,237,868
WRS	01/01/1985	1,311,789
GENCLEAR	06/13/1989	1,543,135
MET-TECH	03/16/1993	1,757,829
ALUM OP	07/04/1989	1,546,850
BIO-FORMER stylized letters	12/23/1997	2,123,817
CLAR+ION	01/17/1995	1,873,487
GEN+ION	09/25/1990	1,614,513
GEN+PAC	11/03/1992	1,728,775
HYPER+ION	03/27/1990	1,588,447
SULFTECH	09/13/1983	1,250,755
SYNGROW	12/30/1997	2,125,487
AL+CLEAR	02/17/1998	2,137,390
GEN+PAS	03/11/1997	2,043,446
GENERAL CHEMICAL	04/01/1997	2,049,071
GENTAK	08/26/2003	2,755,775
HICLAY	06/03/199	2,067,274
PARTICU-LO LTM	09/15/1998	2,189,410
TRILLIUM	04/08/2003	2,704,568

76,471,429

SPECIAL POWER OF ATTORNEY

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

KNOW ALL MEN BY THESE PRESENTS, THAT GENERAL CHEMICAL CORPORATION, a Delaware corporation, with its principal office at 90 East Halsey Road, Parsippany, NJ 07054, (hereinafter called the "Assignor"), hereby appoints and constitutes Bank of America N.A., a national banking association, as agent (in its capacity as agent, together with any successor in such capacity, referred to herein as the "Assignee") for the financial institutions (the "Lenders") now or hereafter being parties to the Credit Agreement, dated as of the date hereof (as amended, modified or supplemented from time to time in accordance with its terms, the "Credit Agreement"), among the Assignor, certain affiliates of the Assignor, Assignee, Bank of America, N.A., as syndication agent, Fleet Capital Corporation, as documentation agent, and Banc of America Securities LLC, as sole book runner and lead arranger, its true and lawful attorney, with full power of substitution, and with full power and authority to perform the following acts on behalf of the Assignor upon and during the continuance of an Event of Default:

1. For the purpose of assigning, selling, licensing or otherwise disposing of all right, title and interest of the Assignor in and to any letters patent of the United States or any other country or political subdivision thereof, and all registrations, recordings, reissues, continuations, continuations-in-part and extensions thereof, and all pending applications therefor, and for the purpose of the recording, registering and filing of, or accomplishing any other formality with respect to, the foregoing, to execute and deliver any and all agreements, documents, instruments of assignment or other papers necessary or advisable to effect such purpose;

2. For the purpose of assigning, selling, licensing or otherwise disposing of all right, title and interest of the Assignor in and to any trademarks, trade names, trade styles and service marks, and all registrations, recordings, reissues, extensions and renewals thereof, and all pending applications therefor, and for the purpose of the recording, registering and filing of, or accomplishing any other formality with respect to, the foregoing, to execute and deliver any and all agreements, documents, instruments of assignment or other papers necessary or advisable to effect such purpose;

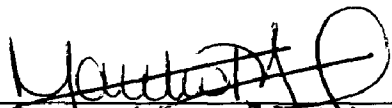
3. To execute any and all documents, statements, certificates or other papers necessary or advisable in order to obtain the purposes described above as the Assignee may in its sole discretion determine.

This power of attorney is made pursuant to a Security Agreement, dated the date hereof, among the Assignor the Assignee and certain other Grantors and takes effect solely for the purposes of Section 23 thereof and is subject to the conditions thereof and may not be revoked until the indefeasible payment and performance in full in cash of all "Obligations" as defined in such Security Agreement and the expiration or termination of all of the Commitments

(as defined in the Credit Agreement) of the Lenders under the Credit Agreement and the cancellation and of all Letters of Credit (as defined in the Credit Agreement) issued pursuant to the Credit Agreement (or to the extent not so cancelled and returned, the deposit with the Assignee of Supporting Letters of Credit (as defined in the Credit Agreement) for such outstanding Letters of Credit (or related Credit Support, as defined in the Credit Agreement) in accordance with and as required by the Credit Agreement).

Dated: November 10, 2003

GENERAL CHEMICAL CORPORATION

By: 
Name: Matthew R. Friel
Title: Vice President Chief Financial
Officer and Treasurer

STATE OF New Jersey)
) ss.:
COUNTY OF Sussex)

On this 10th day of November, 2003, before me personally appeared Matthew Diel, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of General Chemical Corporation, who being by me duly sworn did depose and say that he or she is an authorized officer of said entity, that said instrument was signed on behalf of said entity as authorized by the Board of Directors and that he or she acknowledged said instrument to be the free act and deed of said entity.

Linda Oliver Budich
Notary Public

"Official Seal"
Linda Oliver Budich
Notary Public, State of New Jersey
My Commission Expires Aug. 2, 2007

GRANT OF SECURITY

(TRADEMARKS)

WHEREAS, GENERAL CHEMICAL CORPORATION (herein referred to as "Assignor"), owns the trademarks listed on the annexed Schedule A, which trademarks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor, certain affiliates thereof, certain financial institutions named therein (the "Lenders"), Bank of America, N.A., as agent for the Lenders (in such capacity, together with any successor agent, "Assignee"), Bank of America, N.A., as syndication agent, Fleet Capital Corporation, as documentation agent, and Banc of America Securities LLC, as sole book runner and lead arranger, are parties to the Credit Agreement dated as of November 10, 2003 and Assignee and the Lenders are desirous of having a security interest and lien on the above-identified property as security for all Obligations as defined in the Agreement;

WHEREAS, Assignor has entered into a Security Agreement, dated as of November 10, 2003 (as it may be amended, supplemented, or otherwise modified from time to time, the "Agreement") with Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has granted to Assignee a security interest in, and lien on, all right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), as security for all Obligations, as defined in the Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby grant to Assignee a continuing security interest in, and lien on, the Collateral as security for all Obligations.

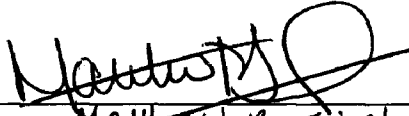
Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the security interest in and lien on the Collateral granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 335 Madison Avenue, New York, New York 10017.

IN WITNESS WHEREOF, Assignor has caused this Grant to be duly executed by its officer thereunto duly authorized as of the 10th day of November, 2003.

GENERAL CHEMICAL CORPORATION

By: _____


Name: Matthew R. Friel

Title: Vice President, Chief Financial Officer and Treasurer

STATE OF New Jersey) ss.:
COUNTY OF Sussex)

On this 10th day of November, 2003, before me personally appeared Matthew Fiel, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of General Chemical Corporation, who being by me duly sworn did depose and say that he or she is an authorized officer of said entity, that said instrument was signed on behalf of said entity as authorized by the Board of Directors and that he or she acknowledged said instrument to be the free act and deed of said entity.

Linda Oliver Budich
Notary Public

"Official Seal"
Linda Oliver Budich
Notary Public, State of New Jersey
My Commission Expires Aug. 2, 2007

SCHEDULE A TO GRANT OF SECURITY

TRADEMARKS

Trademark	Country	Reg. No. (App. No.)	Reg. Date (App. Date)	Status/Comments
GC and design	USA	2,043,661	03/11/1997	Registered
CHEMDIRECT	USA	1,974,544	05/21/1996	Registered
GENERAL CHEMICAL FIVE STAR QUALITY and design	USA	1,719,714	09/29/1992	Registered
Design only	USA	1,626,516	12/11/1990	Registered
GENERAL CHEMICAL and design	USA	2,183,996	08/25/1998	Registered
GENERAL CHEMICAL and design	USA	1,945,088	01/02/1996	Registered
GENERAL CHEMICAL ISO 9002 and design	USA	1,933,616	11/07/1995	Registered
TOM CAT and design	USA	1,560,100	10/10/1989	Registered
BOE	USA	993,278	09/24/1974	Registered
CLASS 10	USA	1,810,352	12/14/1993	Registered
GENERAL CHEMICAL	USA	1,552,371	08/15/1989	Registered
MAE	USA	1,249,534	08/30/1983	Registered
PAE	USA	1,847,521	08/02/1994	Registered
PARTICU-LO	USA	1,533,823	04/11/1989	Registered
SR-2	USA	1,237,868	05/17/1983	Registered
WRS	USA	1,311,789	01/01/1985	Registered
GENCLEAR	USA	1,543,135	06/13/1989	Registered
MET-TECH	USA	1,757,829	03/16/1993	Registered
ALUM OP	USA	1,546,850	07/04/1989	Registered
BIO-FORMER stylized letters	USA	2,123,817	12/23/1997	Registered
CLAR+ION	USA	1,873,487	01/17/1995	Registered
GEN+ION	USA	1,614,513	09/25/1990	Registered
GEN+PAC	USA	1,728,775	11/03/1992	Registered
HYPER+ION	USA	1,588,447	03/27/1990	Registered
SULFTECH	USA	1,250,755	09/13/1983	Registered
SYNGROW	USA	2,125,487	12/30/1997	Registered
AL+CLEAR	USA	2,137,390	02/17/1998	Registered
GEN+PAS	USA	2,043,446	03/11/1997	Registered
GENERAL CHEMICAL	USA	2,049,071	04/01/1997	Registered
THE PERFORMANCE PRODUCTS PROCESS PEOPLE, PRACTICES, PERFORMANCE GENERAL CHEMICAL and design	USA	(76/471,499)	(11/29/2002)	Pending
GENTAK	USA	2,755,775	08/26/2003	Registered
HICLAY	USA	2,067,274	06/03/199	Registered
PARTICU-LO LTM	USA	2,189,410	09/15/1998	Registered

TECHPURE	USA	(76-439,094)	(08/09/2002)	Pending
TRILLIUM	USA	2,704,568	04/08/2003	Registered