

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AOC, LLC		07/15/2004	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Black Diamond Commercial Finance, LLC
Street Address:	One Hibiscus Alley
City:	St. Thomas
State/Country:	VIRGIN ISLANDS
Postal Code:	00802
Entity Type:	Limited Liability Company: VIRGIN ISLANDS

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	74652114	AOC
Serial Number:	78124932	AOCPORT
Registration Number:	1553386	ATRYL
Serial Number:	78306204	ATRYL TCA
Serial Number:	73633120	CHROMA-TEK
Serial Number:	75479517	FIREPEL
Serial Number:	76062132	HYCRYL
Serial Number:	73793633	HYDROPEL
Serial Number:	75341994	HYDROPEL
Serial Number:	78286216	HYDROPRO
Serial Number:	76062133	HYFILL
Serial Number:	75415943	POLYPRESS
Serial Number:	75649565	PULTRU
Serial Number:	75639162	RAYCURE

CH \$390.00 74652114

Serial Number:

78031665

RESIN.NOW

CORRESPONDENCE DATA

Fax Number: (214)981-3400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2149813483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin Brown & Wood LLP

Address Line 2: 717 N. Harwood St., Suite 3400

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:

28428-30020

NAME OF SUBMITTER:

Dusan Clark, Esq.

Total Attachments: 11

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Trademark Security Agreement"), dated as of July 15, 2004, by AOC, LLC, a Delaware limited liability company ("Grantor"), in favor of BLACK DIAMOND COMMERCIAL FINANCE, LLC, a United States Virgin Islands limited liability company, as agent (in such capacity, "Agent") for the Lenders pursuant to the Credit Agreement hereinafter defined.

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantor, the other Credit Parties signatory thereto, the Agent, and the Lenders signatory thereto from time to time (including all annexes, exhibits and schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), the Revolving Lenders have agreed to make Revolving Loans and to incur Letter of Credit Obligations on behalf of the Borrower and the Term Lenders have agreed to make Term Loans to the Borrower;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for its benefit and the benefit of the Holders of Secured Obligations, that certain Security Agreement dated as of the date herewith (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement"); and

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for its benefit and the benefit of the Holders of Secured Obligations, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Credit Agreement. All other undefined terms contained in this Trademark Security Agreement, unless the context indicates otherwise, have the meanings provided for by the Code to the extent the same are used or defined therein.

2. GRANT OF LIEN IN TRADEMARK COLLATERAL. To secure the prompt and complete payment, performance and observance of all of the Secured Obligations, Grantor hereby grants, assigns, conveys, mortgages, pledges, hypothecates and transfers to Agent, for its benefit and the benefit of the Holders of Secured Obligations, a continuing security interest in all of its right, title and interest in, to and under the following, whether now owned by or owing to, or hereafter acquired by or arising in favor of Grantor (including under any trade names, styles or

derivations thereof), and whether owned or consigned by or to, or leased from or to, Grantor, and regardless of where located (all of which being hereinafter collectively referred to as the "Trademark Collateral"):

- (a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;
- (b) all reissues, continuations or extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
- (d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, for its benefit and the benefit of the Holders of Secured Obligations, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

AOC, LLC, as Grantor

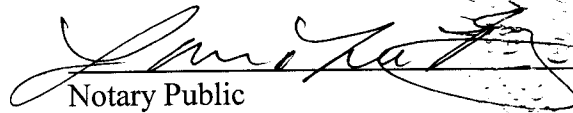
By: FS Norman
Name: Frederick S. Norman
Title: Executive Vice-President and Chief
Financial Officer

BLACK DIAMOND COMMERCIAL
FINANCE, LLC, as Agent

By: Dalia
Name: Dalia Al-Othman
Title: Managing Director

NOTARY PUBLIC CERTIFICATE

On this 14th day of July, 2004, Frederick S. Norman who is personally known to me appeared before me in his/her capacity as the Executive Vice-President and Chief Financial Officer of AOC, LLC, a Delaware limited liability company ("Grantor"), and executed on behalf of Grantor the Trademark Security Agreement in favor of Black Diamond Commercial Finance, LLC, as Agent, to which this Certificate is attached.


Notary Public

LAURA LEE BERRY
NP-082-03
COMMISSION EXPIRES:
JUNE 17, 2007

**SCHEDULE I
TO
TRADEMARK SECURITY AGREEMENT
TRADEMARK REGISTRATIONS**

See attached.

AOC TRADEMARK LIST
as of May 12, 2004

Trademark	Status	Serial No.	Reg. No.	Next Renewal	First Use Date	File Date	Reg. Date	Class	Goods
ALTEK	Allowed	1088413			8/15/2000	1/9/2001			synthetic marine resins for use in the manufacture of water craft
AOC	Published	1194823			4/1/1998	10/27/2003			polyester and vinyl ester resins sold in bulk for general industrial use
ATRYL	Registered	1093635	575096	2/5/2018		2/21/2001	2/5/2003		synthetic resins for use in the manufacture of plastic molding compounds in the automotive industry
CHROMA-TEK	Registered	1088416	589181	9/9/2018	1/10/2000	1/9/2001	9/9/2003		colorants for synthetic resins sold to manufacturers of synthetic resin products
FIREPEL	Registered	1088414	573588	1/14/2018	10/19/2000	1/9/2001	1/14/2003		fire resistant compositions, namely flame retardant resins
HYCRYL	Registered	1084573	570219	11/5/2017	11/22/2000	11/30/2000	11/5/2002		synthetic resins for use in the manufacture of laminate for shower stall, bath tub and spa construction
HYDROPEL	Registered	1088412	588364	8/27/2018	12/3/2000	1/9/2001	8/27/2003		vinyl ester resins for casting and molding and for use in the manufacture of coatings and reinforced laminates
HYFILL	Registered	1084574	570221	11/5/2017	11/24/2000	11/30/2000	11/5/2002		unprocessed synthetic resins for use in manufacturing processes utilizing inorganic filler
PULTRU	Allowed	1088415	572186	12/12/2017	12/16/2000	1/9/2001	12/12/2002		unprocessed medium to high reactivity artificial polyester resins for use in the manufacture of plastics utilizing high speed continuous molding and specified cross sectional profiling
ULTRYL	Registered	1089873	572205	12/12/2017	1/25/1999	1/22/2001	12/12/2002		polyester resin for use in the manufacture of automotive body panels

AOC TRADEMARK LIST
as of May 12, 2004

Trademark	Status	Serial No.	Reg. No.	Next Renewal	First Use Date	File Date	Reg. Date	Class	Goods
VIBRIN	Registered	227919	100759	6/3/2015		12/8/1954	6/3/1955	1	A liquid polyester resin which, combined with a catalyst, will cure to an infusible solid, used in the manufacture of plastic structural parts for aircraft, boats, fishing rods, furniture and automobile bodies
VIBRIN	Registered	619745	361697	10/27/2004		11/23/1988	10/27/1989	1	polyester resins and polyester resin mixtures
VICAST	Registered	852274	544360	5/1/2016		7/29/1997	5/1/2001	1	polyester resin for use in the manufacture of cultured marble and solid surface products such as sinks, shower stalls, fire places, counter tops and wall panels
VIPEL	Registered	1084575	570222	11/5/2017	9/15/2000	11/30/2000	11/5/2002		synthetic corrosive and fire resistant resins for use as a bonding agent or protective coating and in the manufacture of structural components such as storage tanks, ducts, scrubbers, piped and liners
AOC (Stylized)									
	Published	3002375				1/2/2003		1, 17	1: polyester and vinyl ester resins; polyester and vinyl ester resins for general industrial use 17: polyester resin for use in the manufacture of cultured marble and solid surface products; polyester resin for use in the manufacture of sinks, shower stalls, fire places, counter tops and wall panels

AOC TRADEMARK LIST
as of May 12, 2004

Trademark	Status	Serial No.	Reg. No.	Next Renewal	First Use Date	File Date	Reg. Date	Class	Goods
HYDROPEL	Pending	3055118				2/14/2003		1, 17	1: polyester and vinyl ester resins; polyester and vinyl ester resins for general industrial use 17: resins for use in manufacture; vinyl ester resins for casting and molding; vinyl ester resins for use in the manufacture of coatings and reinforced laminates; unprocessed synthetic resins for use in the manufacture of boats and other marine applications, spas, and swimming pool liners
HYDROPEL	Pending	2993624				1/2/2003		1, 17	1: polyester and vinyl ester resins; polyester and vinyl ester resins for general industrial use 17: polyester resin for use in the manufacture of cultured marble and solid surface products; polyester resin for use in the manufacture of sinks, shower stalls, fire places, counter tops and wall panels
VICAST	Pending	2993533				1/2/2003		1, 17	1: polyester and vinyl ester resins; polyester and vinyl ester resins for general industrial use 17: polyester resin for use in the manufacture of cultured marble and solid surface products; polyester resin for use in the manufacture of sinks, shower stalls, fire places, counter tops and wall panels

AOC TRADEMARK LIST
as of May 12, 2004

Trademark	Status	Serial No.	Reg. No.	Next Renewal	First Use Date	File Date	Reg. Date	Class	Goods
VIPEL	Pending	2994002				1/2/2003		1, 17	1: polyester and vinyl ester resins; polyester and vinyl ester resins for general industrial use 17: polyester resin for use in the manufacture of cultured marble and solid surface products; polyester resin for use in the manufacture of sinks, shower stalls, fire places, counter tops and wall panels
VIPEL	Pending	3053113				2/14/2003		1, 17	1: polyester and vinyl ester resins; polyester and vinyl ester resins for general industrial use 17: synthetic corrosive and fire resistant resins for use as a bonding agent or protective coating and in the manufacture of structural components such as storage tanks, ducts, scrubbers, pipe and liners
VICAST	Registered	292621	669249	4/17/2007		4/17/1997	8/29/2000	1	polyester resin for use in the manufacture of cultured marble and solid surface products such as sinks, shower stalls, fire places, counter tops and wall panels

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as of May 12, 2004

Trademark	Status	Serial No.	Reg. No.	Next Renewal	First Use Date	File Date	Reg. Date	Class	Goods
HYDROPEL	Published	2254182				11/28/2000		1	Resins for use in manufacture; vinyl ester resins for casting and mouldings; vinyl ester resins for use in the manufacture of coatings and reinforced laminates; unprocessed synthetic resins for use in the manufacture of boats and other marine applications, spas, and swimming pool liners.
AOC (and Design)	Registered	74/652,114	2066171	6/3/2007	10/1/1994	3/27/1995	6/3/1997	1	house mark for polyester and vinyl ester resins sold in bulk for general industrial use
AOCPORT	Registered	78/124,932	2824930	3/23/2014	9/15/2000	4/29/2002	23-Mar-04	35, 42	35: providing information market analysis and research information results regarding market and materials forecasting, volume/supply gauging, purchase history for resin, unsaturated polyester resin, vinyl ester resin and gel coats; providing customer's purchase history and accounts receivables services; providing business supplier contact information and shipment notification information all via global computer network; 42: providing specific information as requested by customers via the Internet
ATRYL	Registered	732913	1553386	8/29/2009	1/19/1987	6/6/1988	8/29/1989	1	synthetic resins
ATRYL TCA	Pending	78/306,204			5/31/2002	9/26/2003		1	synthetic resins for use in the manufacture of plastic molding compounds in the automotive industry

AOC TRADEMARK LIST
as of May 12, 2004

Trademark	Status	Serial No.	Reg. No.	Next Renewal	First Use Date	File Date	Reg. Date	Class	Goods
CHROMA-TEK	Registered	73/633,120	1447028	7/14/2007	10/22/1986	12/1/1986	7/14/1987	2	colorants for synthetic resins
FIREPEL	Registered	75/479,517	2441299	4/3/2011	10/27/1998	5/5/1998	4/3/2001	1	fire resistant compositions, namely flame retardant resins
HYCRYL	Published	76/062,132			10/27/1999	6/2/2000		1	synthetic resins for use in the manufacture of laminate for shower stall, bath tub and spa construction
HYDROPEL	Registered	73/793,633	1572710	12/26/2009	8/23/1988	4/17/1989	12/26/1989	1	vinyl ester resins for casting and molding and for use in the manufacture of coatings and reinforced laminates
HYDROPEL	Registered	75/341,994	2221357	2/2/2009	8/23/1988	8/15/1997	2/2/1999	1	high performance marine resins
HYDROPRO	Pending	78/286,216				8/12/2003		1	marine resins
HYFILL	Published	76/062,133			10/27/1999	6/2/2000		1	Unprocessed synthetic resins for use in manufacturing processes utilizing inorganic filler.
POLYPRESS	Registered	75/415,943	2404541	11/14/2010	10/27/1998	1/9/1998	11/14/2000	1	Low temperature, low pressure synthetic resin for use in the manufacture of closed plastic molding.
PULTRU	Registered	75/649,565	2571815	5/21/2012	10/26/1998	3/1/1999	5/21/2002	1	unprocessed medium to high reactivity artificial polyester resins for use in the manufacture of plastics utilizing high speed continuous molding and specified cross sectional profiling
RAYCURE	Registered	75/639,162	2613018	8/27/2012	8/14/1999	2/5/1999	8/27/2002	1	synthetic resins cured by ultraviolet light for use in the manufacture of composite parts for the marine, transportation, construction, personal watercraft and recreational vehicle industries
RESIN.NOW	Registered	78/031,665	2670289	12/31/2012	4/6/1999	10/20/2000	12/31/2002	35	inventory control, namely, internal inventory management services in the nature of product tracking