

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Crompton Corporation		06/24/2005	CORPORATION: DELAWARE

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Sonneborn Inc.
<b>Street Address:</b>	771 Old Saw Mill River Road
<b>City:</b>	Tarrytown
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10591
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 32**

Property Type	Number	Word Mark
Registration Number:	0423715	BENOL
Registration Number:	1457119	AGROL
Registration Number:	0418402	BLANDOL
Registration Number:	2614994	BRITOL
Registration Number:	2706310	CARNATION
Registration Number:	0848509	ERVOL
Registration Number:	0297067	FONOLINE
Registration Number:	0301870	FREEZENE
Registration Number:	1091665	GLORIA
Registration Number:	2478851	HYDROBRITE
Registration Number:	0422558	KAYDOL
Registration Number:	2656077	KLEAROL
Registration Number:	0661553	KREMOL
Registration Number:	1419622	MULTIWAX

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Registration Number:	0660936	PACOL
Registration Number:	2680067	PERFECTA
Registration Number:	1392068	PERLATUM
Registration Number:	0423716	PROTOL
Registration Number:	0331928	PROTOPET
Registration Number:	0799414	RAMOL
Registration Number:	1222255	RUDOL
Registration Number:	0852175	SEMTOL
Registration Number:	0661554	SHEROLATUM
Serial Number:	78465808	SONNEBORN
Registration Number:	0851267	SONO JELL
Registration Number:	2313610	SONOLUBE
Registration Number:	0792482	STARLIGHT
Registration Number:	0315719	SUNISO
Registration Number:	1031870	SUNOLITE
Registration Number:	1966472	WITCOGEL
Registration Number:	1233160	WITSOL
Registration Number:	1543129	SONNEBORN

**CORRESPONDENCE DATA**

Fax Number: (202)739-3001  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 202-739-5652  
Email: chowell@morganlewis.com  
Correspondent Name: Catherine R. Howell, Paralegal  
Address Line 1: 1111 Pennsylvania Ave., N.W.  
Address Line 2: Morgan, Lewis & Bockius LLP  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

NAME OF SUBMITTER:	Catherine R. Howell, Paralegal
Signature:	/Catherine R. Howell/
Date:	09/21/2005

Total Attachments: 7  
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**ASSIGNMENT OF TRADEMARK RIGHTS**

This Assignment is made as of this 24th day of June, 2005, by and among Crompton Corporation, a Delaware corporation ("Crompton"), Crompton Co./Cie, a corporation organized under the laws of Canada ("Crompton Canada" and together with Crompton, "Assignors"), and Sonneborn Inc., a Delaware corporation ("Assignee").

WHEREAS, pursuant to that certain Asset Purchase and Sale Agreement, dated as of March 17, 2005, as amended, between Crompton and Sonneborn Holding, LLC, a Delaware limited liability company (formerly RP Products, LLC) ("Purchaser"), Crompton has agreed to transfer, and to cause Crompton Canada to transfer, and Purchaser has agreed to cause Assignee to acquire certain intellectual property assets, including, without limitation, all United States trademarks and pending trademark applications owned by Crompton listed on Schedule A attached hereto, all foreign trademarks and pending trademark applications owned by Crompton listed on Schedule B attached hereto and all foreign trademarks and pending trademark applications owned by Crompton Canada listed on Schedule C attached hereto (collectively, the "Marks"); and

WHEREAS, Assignee desires to acquire from Assignors all of Assignors' right, title and interest in, to and under the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignors hereby sell, assign, and transfer to Assignee all of Assignors' right, title, and interest in and to the Marks, both U.S. and foreign, and in and to the goodwill of the business connected with the use thereof and symbolized thereby, and in and to all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, and in and to all causes of action, either at law or in equity, and the right to sue, counterclaim, and recover for past, present, or future infringement of the rights assigned herein.

Assignors hereby authorize and request the Commissioner of Patents and Trademarks of the United States, and the trademark office or agency of all foreign countries, to record Assignee as the assignee and owner of any and all of Assignors' rights in the Marks and to issue to Assignee any and all trademark registrations and service mark registrations resulting from said trademark applications and service mark applications, or any renewals of said registrations.

Assignors agree to execute and deliver at a future date, for no additional consideration, any additional documents that Assignee reasonably determines are required to perfect Assignee's ownership to the Marks anywhere in the World.

*[Remainder of page intentionally left blank. Signature page follows.]*

IN TESTIMONY WHEREOF, the parties hereto have caused this Assignment to be executed and delivered as of the date first above written.

**Assignors:**

**CROMPTON CORPORATION**

By: Gregory E. McDaniel  
Name: Gregory E. McDaniel  
Title: Senior Vice President  
Strategy and New Business Development

STATE OF CONNECTICUT )  
 ) SS.  
COUNTY OF NEW HAVEN )

The foregoing Assignment was acknowledged before me on this 24th day of June, 2005 by Gregory E. McDaniel, on behalf of Crompton Corporation, a Delaware corporation.

Brigitta J. Brewster  
Notary Public  
State of Connecticut  
My Commission Expires  
July 3, 2009

Brigitta J. Brewster  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_

**CROMPTON CO./CIE**

By: Alan Stratton  
Name: Alan Stratton  
Title: President

STATE OF Connecticut )  
 ) SS.  
COUNTY OF New Haven )

The foregoing Assignment was acknowledged before me on this 24th day of June, 2005 by Alan Stratton, on behalf of Crompton Co./Cie, a corporation organized under the laws of Canada.

Maria Thompson  
NOTARY PUBLIC  
My Commission Expires: 7/31/09

**MARIA THOMPSON**  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JULY 31, 2009

**Assignee:**

**SONNEBORN INC.**

By: \_\_\_\_\_

Name: MICHAEL FIELDSTONE

Title: PRESIDENT

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF PAUM BEACH )

The foregoing Assignment was acknowledged before me on this 24th day of June, 2005 by MICHAEL FIELDSTONE, on behalf of Sonneborn Inc., a Delaware corporation.

Janine E. Cox

NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_



Janine E. Cox  
Commission #DD173099  
Expires: Jan 30, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

**Schedule A**  
**U.S. Trademarks Owned by Crompton Corporation**

Trademark	Reg./App. No.	Country	Status	Goods	Owner
AGROL	1457119	United States of America	Registered	NONMEDICINAL OIL PROVIDED IN LARGE QUANTITIES FOR INDUSTRIAL AND AGRICULTURAL DUST CONTROL.	Crompton Corporation
BENOL [STYLIZED]	423715	United States of America	Registered	Medicinal white mineral oil	Crompton Corporation
BLANDOL	418402	United States of America	Registered	USP white mineral oil	Crompton Corporation
BRITOL	2,614,994	United States of America	Registered	Mineral oil sold for the manufacture of a variety of products, namely, cosmetics, toiletry, lubricants, carriers, conditioners, cleaners, textiles, plastics, adhesives, foods, packaging, greases, corrosion inhibitors, pharmaceuticals, surface finishes and insulation.	Crompton Corporation
CARNATION	2706310	United States of America	Registered	White mineral oil for use in the manufacture of pharmaceuticals, toiletries and cosmetics, and food grade lubricants.	Crompton Corporation
ERVOL	848509	United States of America	Registered	Medicinal white mineral oil	Crompton Corporation
FONOLINE	297067	United States of America	Registered	Petrolatum for medicinal purposes	Crompton Corporation
FREEZENE	301870	United States of America	Registered	Lubricating oil	Crompton Corporation
GLORIA	1091665	United States of America	Registered	Medicinal mineral oil	Crompton Corporation
HYDROBRITE	2478851	United States of America	Registered	Mineral oils for use in plastics and plastics processing	Crompton Corporation

Trademark	Reg./App. No.	Country	Status	Goods	Owner
KAYDOL (STYLIZED)	422558	United States of America	Registered	Heavy white mineral oil sold in bulk in tank cars and drums for use as a textile lubricant and industrial lubricant; a nonfattening vegetable oil substitute; a catalyst carrier in the hydrogenation of vegetable oils; a plasticizer in liquid printing inks an	Crompton Corporation
KLEAROL	2656077	United States of America	Registered	Medicinal white mineral oil	Crompton Corporation
KREMOL	661553	United States of America	Registered	White mineral oil	Crompton Corporation
MULTIWAX	1419622	United States of America	Registered	Microcrystalline waxes for use in the manufacture of products in various industries	Crompton Corporation
PACOL	0000660936	United States of America	Registered	White mineral oil	Crompton Corporation
PERFECTA	2,680,067	United States of America	Registered	Petrolatum for use in the manufacture of cosmetics.	Crompton Corporation
PERLATUM	1392068	United States of America	Registered	Petroleum products, namely petroleum jellies for use in industry.	Crompton Corporation
PROTOL (STYLIZED)	423716	United States of America	Registered	U.S.P. light medicinal white mineral oil	Crompton Corporation
PROTOPET	0000331928	United States of America	Registered	Petroleum products used as a base for cosmetics, ointments and as softening agents in the manufacture of rubber products, as well as for other products	Crompton Corporation
RAMOL	0000799414	United States of America	Registered	White mineral oil	Crompton Corporation
RUDOL	1222255	United States of America	Registered	Mineral oil for use as an ingredient in cosmetics, creams	Crompton Corporation



Trademark	Reg./App. No.	Country	Status	Goods	Owner
				and similar toilet preparations, and for medicinal preparations	
SEMTOL	852175	United States of America	Registered	Technical white mineral oil	Crompton Corporation
SHEROLATUM	661554	United States of America	Registered	Petrolatum	Crompton Corporation
SONNEBORN	[78465808]	United States of America	Pending	Petroleum and petroleum-derived chemical products and chemical compositions, namely, mineral oils sold for the manufacture of products for a diversity of uses such as in cosmetics, toiletries, lubricants, carriers, conditioners, cleaners, textiles, plastics...	Crompton Corporation
SONNEBORN	1543129	United States of America	Registered	Form release agents for concrete forms; concrete curing and hardening compounds for imparting resistance to water, corrosive, abrasion and other effects of use; adhesives for fastening wall panels or the like to wood, masonry, or metal surfaces; protective and...	Crompton Corporation

Trademark	Reg./App. No.	Country	Status	Goods	Owner
SONO JELL	851267	United States of America	Registered	Prepared composition consisting of white mineral oil, petrolatum, and paraffin wax, used in the manufacture of cosmetic cleansing creams of the waterless, non-emulsion type, and as a base for making hair dressing and skin ointments	Crompton Corporation
SONOLUBE	2313610	United States of America	Registered	Compressor lubricants for use in high pressure compressors in the production of low density polyethylene	Crompton Corporation
STARLIGHT	792482	United States of America	Registered	White mineral oil	Crompton Corporation
SUNISO [STYLIZED]	315719	United States of America	Registered	Lubricating oil for refrigeration machinery	Crompton Corporation
SUNOLITE	1031870	United States of America	Registered	Petroleum Waxes for Use in Rubber Products	Crompton Corporation
WITCOGEL	1966472	United States of America	Registered	Extruded thermal plastic rubber compounds	Crompton Corporation
WITSOL	1233160	United States of America	Registered	Chemical compositions for use in the preparation of inks	Crompton Corporation