

11-25-1998

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To the Honorable Commissioner of Patents

100835525

attached original documents or copy thereof.

1. Name of conveying party(ies):
HNA Holdings, Inc.

2. Name and address of receiving party(ies):

Name: **Hoechst Aktiengesellschaft**

Address: **Industriepark Hoechst**

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance: **MRD 11.19.98**

- Assignment Merger
- Security Agreement Change of Name
- Other _____

City: **Frankfurt am Main** State/Prov.: _____

Country: **Germany** ZIP: **D-65926**

Execution Date: **October 30, 1998**

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

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No. Filing date

B. Patent No.(s)

5,618,958
issued
4/8/1997

Additional numbers

Yes No

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

Name: **James L. McGinnis**

Registration No. **34,387**

Address: **HNA Holdings, Inc.**

86 Morris Avenue

City: **Summit** State/Prov.: **NJ**

Country: **USA** ZIP: **07901**

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41):.....\$ **40.00**

Enclosed - Any excess or insufficiency should be credited or debited to deposit account

Authorized to be charged to deposit account

8. Deposit account number:

03-1152

Charge 160

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.

Michael A. Caputo

11/19/98

Name of Person Signing

Signature

Date

6

Total number of pages including cover sheet, attachments, and

ASSIGNMENT

WHEREAS, HNA HOLDINGS, INC. (successor to Hoechst Celanese Corporatio) (**HNA**), a corporation duly organized and existing under the laws of the State of Delaware is the owner of United States Patent No. 5,618,958, issued April 8, 1997, entitled " CHIRAL RHENIUM CATALYSTS & PROCESSES FOR PREPARING THE SAME "; and

WHEREAS, **HNA** has agreed to assign to **HOECHST AKTIENGESELLSCHAFT (HAG)**, D-65926, Frankfurt am Main, Federal Republic of Germany, said United States Patent, recorded August 8, 1996 under Reel Number 9242, Frame Number 0298.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and for other good and valuable consideration, **HNA** sells, assigns and transfers to **HAG** and the successors, assigns and legal representatives of **HAG** the entire right, title and interest in and to said Patent and any reissue or re-examination thereof and including all foreign members of the same family of patent applications as listed on Schedule A, including all rights to claim priority, in and to any and all improvements which are disclosed in the invention.

HNA hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this Assignment.

HNA further covenants that **HAG** will, upon its request, be provided promptly with all pertinent facts and documents relating to said invention and said Patent and legal equivalents as may be known and accessible to **HNA** and will testify as to the same in any interference, litigation or proceeding related thereto and will promptly execute and deliver to **HAG** or its legal representatives any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said invention and said Patent and said equivalents thereof which may be necessary or desirable to carry out the purposes hereof.

HNA hereby authorizes **HAG** to apply for and obtain the recordation of this Assignment. **HNA** agrees that it shall, without further consideration, promptly and duly cause to be performed such lawful acts and execution of any other documents as **HAG** may reasonably request in order for **HAG** to obtain the full benefits of this Assignment and to permit **HAG** to be duly recorded in each office, bureau and tribunal in the appropriate jurisdiction as the registered owner or proprietor of the rights hereby assigned. Such instruments and documents shall include, without limitation, such patents, affidavits and other documents for filing in such jurisdictions as **HAG** may from time to time reasonably request.

By these presents **HAG** does hereby accept this Assignment and authorizes the recording thereof with the appropriate authorities aforesaid.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by its proper officers thereunto duly authorized on OCTOBER 30, 1998.

HNA HOLDINGS, INC. (successor to HOECHST CELANESE CORPORATION)

Assignor

By Michael A. Caputo

Michael A. Caputo

Title Assistant Secretary

State of New Jersey)
) ss.:
County of Union)

Before me, a Notary Public, in and for said County, personally appeared MICHAEL A. CAPUTO who acknowledged that he is the Assistant Secretary of HNA Holdings, Inc., the corporation which executed the foregoing instrument and who acknowledged he signed said instrument on behalf of said corporation by authority of its Board of Directors; and that said instrument is the free corporate act and deed of HNA Holdings, Inc.

Sworn before me at Summit, New Jersey this 30th day of OCTOBER 1998.

Carol R. Maddaloni

Notary Public
CAROL R. MADDAIONI
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAY 18, 2003

HOECHST AKTIENGESELLSCHAFT

Assignee

By G. Hübner i.v. Hübner

Title Prokurist
ppa. Dr. Ackermann

authorized
signature

Dr. G. Hübner

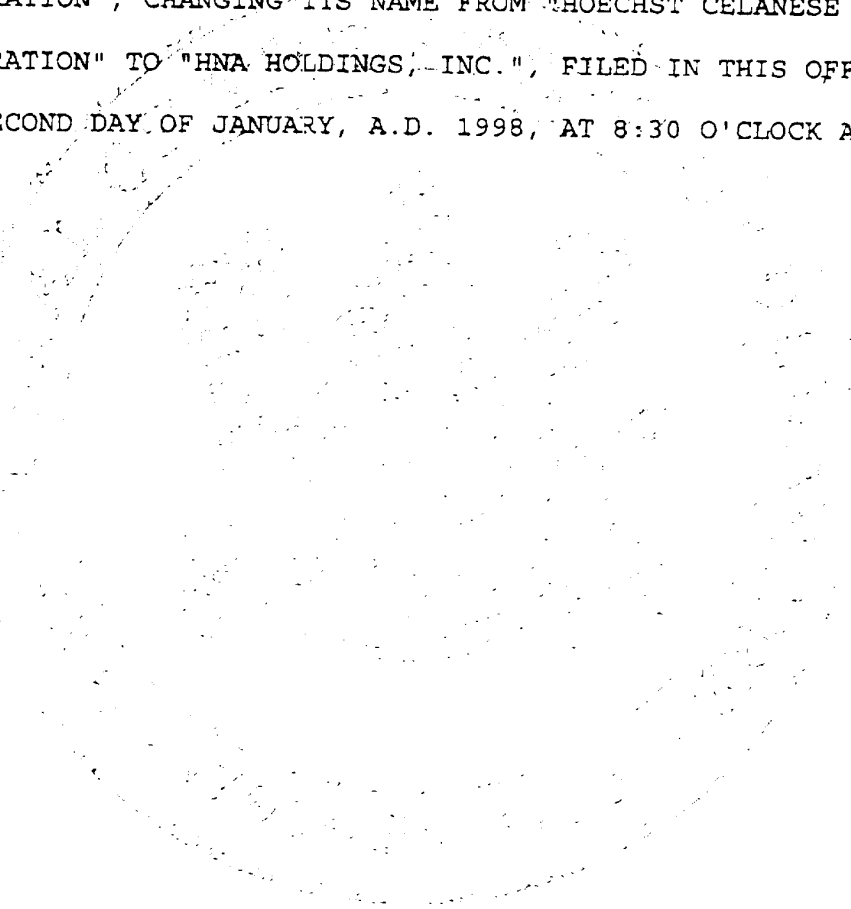
SCHEDULE A

HNA Holdings, Inc./ Patent Applications

<u>Patent or Application</u>	<u>Subject Matter</u>	<u>Country</u>
1397/CAL/97	CHIRAL RHENIUM CATALYSTS & PROCESSES FOR PREPARING THE SAME	India
PCT	CHIRAL RHENIUM CATALYSTS & PROCESSES FOR PREPARING THE SAME	PCT/US97/13606

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "HOECHST CELANESE CORPORATION", CHANGING ITS NAME FROM "HOECHST CELANESE CORPORATION" TO "HNA HOLDINGS, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF JANUARY, A.D. 1998, AT 8:30 O'CLOCK A.M.



11/19/98
I hereby certify
this to be a true
copy of the original
Carol R. Maddaloni

CAROL R. MADDALONI
NOTARY PUBLIC OF NEW JERSEY 8100
MY COMMISSION EXPIRES MAY 19, 2003
981024017



Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 8875955
DATE: 01-21-98
PATENT
REEL: 9396 FRAME: 0292
2012314868 PAGE.02

**RESTATED CERTIFICATE OF INCORPORATION
HOECHST CELANESE CORPORATION**

Hoechst Celanese Corporation, incorporated under the name "The American Cellulose & Chemical Manufacturing Company, Ltd." by the filing of its original Certificate of Incorporation with the Secretary of State on January 5, 1918, does hereby file this Restated Certificate of Incorporation which has been duly adopted by the Board of Directors and the sole Stockholder. The text of this Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as follows:

FIRST: The name of the Corporation is HNA HOLDINGS, INC.

SECOND: The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business and the objects and purposes proposed to be conducted or promoted by the Corporation, are to engage in any activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is ten thousand (10,000) shares of Common Stock, par value \$0.10 per share.

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FIFTH: The Board of Directors is authorized to adopt, amend or repeal the By-laws of the Corporation.

SIXTH: Meetings of stockholders shall be held at such place, within or without the State of Delaware, as may be designated by or in the manner provided by the By-laws. The books of the Corporation may be kept (subject to any provision contained in the Delaware General Corporation Law) outside of the State of Delaware at such place or places as may be designated from time to time by the Board of Directors in the By-laws of the Corporation. Elections of directors need not be by written ballot unless and to the extent that the By-laws so provide.


SEVENTH: The Corporation reserves the right to amend, alter or repeal any provision contained in this Restated Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.

EIGHTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.


This Restated Certificate of Incorporation was duly adopted by the sole stockholder in accordance with the provisions of Sections 242 and 245 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, said HNA Holdings, Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by David A. Jenkins, its President and attested by Julie K. Chapin, its Assistant Secretary, this 2nd day of January, 1998.

HNA HOLDINGS, INC.

By: 
David A. Jenkins
President

ATTEST

By: 
Julie K. Chapin
Assistant Secretary

[SEAL]