

11-24-1998

Docket No.: 1565 & 1565A

ET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office



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100834208

To the Honorable Commissioner of Patents and Trademarks: Please record the 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 11.20.98

☒ 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)

08/697,751

8/29/1996

5,739,383

issued

4/14/1998

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:

2

7. Total fee (37 CFR 3.41):.....\$ 80.00

☐ 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 200

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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

Name of Person Signing

Michael A. Caputo
Signature

11/15/98
Date

Total number of pages including cover sheet, attachments, and

6

ASSIGNMENT

WHEREAS, HNA HOLDINGS, INC. (successor to Hoechst Celanese Corporation) (**HNA**), a corporation duly organized and existing under the laws of the State of Delaware is the owner of United States Patent No. 5,739,383, issued April 14, 1998, entitled "RESOLUTION OF RACEMIC MIXTURES USING POLYMERS CONTAINING CHIRAL UNITS" and United States Patent Application Serial No. 08/697,751, filed August 29, 1996, entitled "RESOLUTION OF RACEMIC MIXTURES USING POLYMERS CONTAINING CHIRAL UNITS"; and

WHEREAS, **HNA** has agreed to assign to **HOECHST AKTIENGESSELLSCHAFT (HAG)**, D-65926, Frankfurt am Main, Federal Republic of Germany, said United States Patent, recorded February 28, 1997 under Reel Number 8511, Frame Number 0245 and said United States Patent Application, recorded August 29, 1996 under Reel Number 8161, Frame No. 0736.

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 said Patent Application 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 inventions and said Patent and said Patent Application 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 Patent Application 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. MADDALONI
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAY 19, 2003

HOECHST AKTIENGESELLSCHAFT

Assignee

By

ppa. Dr. Ackermann 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>
PCT/US97/13874	RESOLUTION OF RACEMIC MIXTURES USING POLYMERS CONTAINING CHIRAL UNITS	PCT
97937145.7	RESOLUTION OF RACEMIC MIXTURES USING POLYMERS CONTAINING CHIRAL UNITS	EPO (PCT)
UNKNOWN	RESOLUTION OF RACEMIC MIXTURES USING POLYMERS CONTAINING CHIRAL UNITS	JAPAN (PCT)

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
 MY COMMISSION EXPIRES MAY 19, 2003
 0070320 8100

981024017



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

AUTHENTICATION: 8875955

DATE: 01-21-98

1-2-98

**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]

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RECORDED: 11/20/1998

PATENT ** TOTAL PAGE. 24 **
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