

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Transition Extension and Amendment Agreement

CONVEYING PARTY DATA

Name	Execution Date
Entegris, Inc.	12/06/2006

RECEIVING PARTY DATA

Name:	Celerity, Inc.
Street Address:	200 C. Parker Drive
City:	Austin
State/Country:	TEXAS
Postal Code:	78729

PROPERTY NUMBERS Total: 2

Property Type	Number
Application Number:	10887591
Application Number:	10946031

CORRESPONDENCE DATA

Fax Number: (617)395-7070
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617 395 7000
Email: raspatents@ll-a.com
Correspondent Name: Robert A. Skrivanek, Jr.
Address Line 1: One Main Street
Address Line 2: LOWRIE, LANDO & ANASTASI, LLP
Address Line 4: Cambridge, MASSACHUSETTS 02142

ATTORNEY DOCKET NUMBER:

C2044-9001

NAME OF SUBMITTER:

Robert A. Skrivanek, Jr.

Total Attachments: 29

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TRANSITION EXTENSION AND AMENDMENT AGREEMENT

This TRANSITION EXTENSION AND AMENDMENT AGREEMENT (this "Agreement") is entered into effective as of December 6, 2006 (the "Effective Date"), by and between Entegris, Inc., a Delaware corporation ("Entegris") and Celerity, Inc., a Delaware corporation ("Celerity"). Entegris and Celerity are each sometimes referred to herein as a "party" and collectively as the "parties."

WHEREAS, Entegris and Celerity are parties to an Asset Purchase Agreement, dated January 6, 2006, as amended by Amendment No. 1 dated January 24, 2006 (collectively the "APA"), pursuant to which Entegris agreed to sell to Celerity, and Celerity agreed to purchase from Entegris, certain assets relating to the Business (as such term is defined in the APA) but subject to certain liabilities of the Business;

WHEREAS, Entegris and Celerity consummated the purchase provided for in the APA on February 6, 2006 (the "Closing");

WHEREAS, in connection with the Closing of the APA, Entegris and Celerity also entered into a Transition Services Agreement (the "TSA"), providing during a phased transitional period after the Closing Date under the APA, for the use of certain services and facilities of Entegris, in connection with the operation by Celerity of the Business; and

WHEREAS, the "Pure Hosting Phase" specified in the TSA concluded on March 8, 2006 and the parties wish to provide for the terms upon which certain services under the TSA have been extended and to provide for certain amendments to the TSA and to the APA.

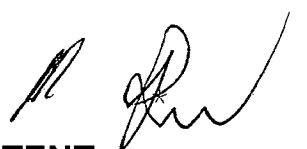
NOW, THEREFORE, in consideration of the mutual and reciprocal agreements and promises hereinafter set forth and for other good and valuable consideration, the parties agree as follows:

I. DEFINITIONS

Capitalized terms used herein without definition shall have the meanings ascribed to such terms in the APA and in the TSA. Terms defined elsewhere in this Agreement shall have the meaning ascribed to them at the location of their definition.

II. EXTENSION OF CERTAIN SERVICES





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III. AMENDMENTS TO APA

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3.3. Adjustments With Respect to the Acquired Intellectual Property, etc.

Since the closing under the APA it has come to the attention of the parties that certain patent applications were included in the Acquired Intellectual Property on Schedule 3.9(d) in error and certain other patent applications were excluded from the Acquired Intellectual Property on Schedule 3.9(d) in error and that it is desirable to correct these errors. In addition, the parties agree that it is appropriate to amend the Schedules to the APA as herein provided:

- 3.3.1.** Schedule 3.9(d) – The parties agree that Schedule 3.9(d) of the APA is hereby amended, restated and replaced in its entirety with the First Amended Schedule 3.9(d) attached hereto as Exhibit B with such amendment to be retroactively effective as of the Closing Date under the APA.

Two handwritten signatures in black ink, one appearing to be 'MM' and the other a stylized 'H' or 'J'.

IV. TRANSITION SERVICES TRUE UP PAYMENT AND RELEASE




V. EFFECT OF THIS AGREEMENT

This Agreement shall be effective to amend the TSA with respect to the provisions of Article II hereof and all services specified in Article II shall be provided in accordance with and subject to the terms and provisions of the TSA as amended by the provisions of Article II hereof. The provisions of Article III hereof shall be effective to amend the APA as of the Effective Date. Except as amended by this Agreement, the provisions of the APA and the TSA shall continue in effect in accordance with their terms.

IN WITNESS WHEREOF, the parties have caused this Transition Services Agreement to be signed by their duly authorized representatives to be effective as of the date first written above.

ENTEGRIS, INC.,
a Delaware corporation

CELERITY, INC.,
a Delaware corporation

By: 
Name: PETER W. WALCOTT
Title: Senior Vice President & General Counsel
Date: December 6, 2006

By: _____
Name: _____
Title: _____
Date: _____



V. EFFECT OF THIS AGREEMENT

This Agreement shall be effective to amend the TSA with respect to the provisions of Article II hereof and all services specified in Article II shall be provided in accordance with and subject to the terms and provisions of the TSA as amended by the provisions of Article II hereof. The provisions of Article III hereof shall be effective to amend the APA as of the Effective Date. Except as amended by this Agreement, the provisions of the APA and the TSA shall continue in effect in accordance with their terms.

IN WITNESS WHEREOF, the parties have caused this Transition Services Agreement to be signed by their duly authorized representatives to be effective as of the date first written above.

ENTEGRIS, INC.,
a Delaware corporation

CELERITY, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____
Date: _____


By:  _____
Name: John R. Ferron
Title: Chief Financial Officer
Date: _____

Exhibit A

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Exhibit B

AMENDED SCHEDULE 3.9(d)
Acquired Intellectual Property

**Trademarks and Registered Copyrights
to be Licensed in the Gas Delivery Field**



Registered Trademarks to be Assigned
Application Type

Serial Number Registration Registration Date
 Number



Common Law Trademarks to be Assigned

Patents and Patent Applications to be Assigned

Country and Filing Type	Invention Title	Patent Number	Pending Application	Expiration Date
US -- Utility Patent 4823603 Grant and Maintenance	Capacitance Manometer Having Stress Relieve for Fixed Electrode	4823603	189780	5/3/2008
US -- Utility Patent 5413139 Grant and Maintenance	Thottle Valve	5413139	78365	6/13/2013
US -- Utility Patent 5396803 Grant and Maintenance	Dual Balanced Capacitance Manometers for Suppressing Vibration Effects	5396803	08/088317	7/7/2017

US -- Utility Patent 5763774 Grant and Maintenance	Fluid Flow Meter with Reduced Orientation Sensitivity	5763774	691061	8/1/2016
US -- Utility Patent 5785297 Grant and Maintenance	Valve Mechanism	5785297	08/682170	7/16/2016
US -- Utility Patent 5191793 Grant and Maintenance	Fluid Mass Flow Meter Device with Reduced Attitude Sensitivity	5191793	588586	3/12/2004

US -- Utility Patent 4745811 Grant and Maintenance	Pressure Monitoring Apparatus Having a Hall-Effect Detector	4745811	06/792150	10/28/2005
US -- Utility Patent 4898036 Grant and Maintenance	Flow Responsive Transmitter and Indicator	4898036	5830	2/6/2007
US -- Utility Patent 5218991 Grant and Maintenance	Regulator Flow Control	5218991	872350	4/23/2012
US -- Utility Patent D390138 Grant and Maintenance	Inventory Control Probe	D390138	29/057079	2/3/2012
US -- Utility Patent 6078030 Grant and Maintenance	Component Heater for Use in Semiconductor Manufacturing Equipment	6078030	09/150458	9/9/2018
US -- Utility Patent 6659131 Grant and Maintenance	System and Method for Integrating Gas Components	6659131	10/010372	4/3/2019
US -- Utility Patent 6615870 Grant and Maintenance	System and Method for Integrating Gas Components	6615870	09/961595	3/3/2019

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US -- Utility Patent 6319743 Grant and Maintenance	Method of Making Thin Film Piezoresistive Sensor	6319743	09/291468	4/14/2019
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US -- Utility Patent 6681787 Grant and Maintenance	Digital Mass Flow Control System and Method of Operation	6681787	10/006774	7/9/2019
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US -- Utility Patent 6640822 Grant and Maintenance	Digital Mass Flow Control System and Method of Operation	6640822	10/068052	
US -- Utility Patent 6343617 Grant and Maintenance	Digital Mass Flow Control System and Method of Operation	6343617	09/350744	7/9/2019

US -- Divisional Utility Patent Application and Prosecution	Digital Mass Flow Control System and Method of Operation		09/755994	
US -- Utility Patent 6445980 Grant and Maintenance	System and Method for a Variable Gain Proportional-Integral (PI) Controller	6445980	09/351098	7/9/2019



US -- Utility Patent 6404612 Grant and Maintenance	Method and System for Driving a Solenoid	6404612		



US -- Utility Patent 6575027 Grant and Maintenance	Improved Mass Flow Sensor Interface Circuit	6575027	09/350746	7/9/2019
US -- Utility Patent 6714878 Grant and Maintenance	A System and Method for a Digital Mass Flow Controller	6714878	10/062080	
US -- Utility Patent 6389364 Grant and Maintenance	A System and Method for a Digital Mass Flow Controller	6389364	09/351120	7/10/2019

US -- Utility Patent 6449571 Grant and Maintenance	System and Method for Sensor Response Linearization	6449571		
US -- United States National Phase Entry	Vacuum Sensor	<u>6964187</u>	10/468413	
US -- Utility Patent Application and Prosecution	PENDULUM VALVE WITH ACCURATE CONTROL IN THROTTLING AND THRUSTING	<u>7004453</u>	09/952083	
US -- Continuation Utility Patent Application	SYSTEM AND METHOD FOR FILTERING OUTPUT IN MASS FLOW CONTROLLERS AND MASS FLOW METERS	<u>7113895</u>	10/926860	


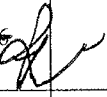

US -- Divisional Utility Patent Application and Prosecution	SYSTEM AND METHOD OF OPERATION OF AN EMBEDDED SYSTEM FOR A DIGITAL CAPACITANCE DIAPHRAM GAUGE (Xactorr)	<u>7010983</u>	10/848739	

US -- Utility Patent 6910381 Grant and Maintenance	SYSTEM AND METHOD OF OPERATION OF AN EMBEDDED SYSTEM FOR A DIGITAL CAPACITANCE DIAPHRAM GAUGE (Xactorr)	6910381	10/063991	4/14/2023
US -- Utility Patent Application and Prosecution	VARIABLE CAPACITANCE MEASURING DEVICE	<u>7000482</u>	10/178170	
US -- Utility Patent 6837111 Grant and Maintenance	VARIABLE CAPACITANCE MEASURING DEVICE	6837111	10/228612	10/3/2022
US -- Continuation Utility Patent Application - CON 2	VARIABLE CAPACITANCE MEASURING DEVICE		10/952508	
US -- Utility Patent Application and Prosecution (CIP-DIV)	VARIABLE CAPACITANCE MEASURING DEVICE		10/996023	
US -- Continuation Utility Patent Application	SYSTEM AND METHOD OF OPERATION FOR MASS FLOW DETECTION DEVICE CALIBRATION		11/129166	
US -- Continuation Utility Patent Application - CON 2	SYSTEM AND METHOD OF OPERATION FOR MASS FLOW DETECTION DEVICE CALIBRATION			

US -- Utility Patent Application and Prosecution	SYSTEM AND METHOD OF OPERATION FOR MASS FLOW DETECTION DEVICE CALIBRATION		10/444249	
US -- United States National Phase Entry	FLOW RESTRICTOR	<u>7124647</u>	10/515328	
US -- PCT Application USPTO Receiving Office	PRESSURE SENSOR DEVICE AND METHOD (Solid Sense II and Intelliflow 3)		US05/012282	

US -- Utility Patent Application and Prosecution	PRESSURE SENSOR DEVICE AND METHOD (Solid Sense II and Intelliflow 3)		10/827026	
US -- Utility Patent Application and Prosecution	Device and System for Pressure Sensing and Control		10/805742	
US -- Utility Patent Application and Prosecution	Method for Constructing a Dual Channel Proportioning Solenoid Valve Driver		10/887040	
US -- PCT Application USPTO Receiving Office	Method for Constructing a Dual Channel Proportioning Solenoid Valve Driver		US2005/024033	
US -- PCT Application USPTO Receiving Office	METHOD AND SYSTEM FOR A MASS FLOW CONTROLLER WITH REDUCED PRESSURE SENSITIVITY		US2005/02134	
US -- Utility Patent Application and Prosecution	METHOD AND SYSTEM FOR A MASS FLOW CONTROLLER WITH REDUCED PRESSURE SENSITIVITY		10/886836	
US -- Provisional Application	SYSTEM FOR INTEGRATING A DIFFUSER INTO A MODULAR MFC INLET			
US -- Provisional Application	METHOD FOR COMPENSATING THE TEMPERATURE COEFFICIENT OF A THERMAL MASS FLOW SENSOR			

US -- Utility Patent Application and Prosecution	METHOD OF AN ATTITUDE INSENSITIVE MASS FLOW MEASUREMENT		10/887048	
US -- PCT Application USPTO Receiving Office	METHOD OF AN ATTITUDE INSENSITIVE MASS FLOW MEASUREMENT		PCT/US2005/02 4085	
US -- PCT Application USPTO Receiving Office	METHOD AND SYSTEM FOR FLOW MEASUREMENT AND VALIDATION OF A MASS FLOW CONTROLLER		PCT/US2005/02 4084	
US -- Utility Patent Application and Prosecution	METHOD AND SYSTEM FOR FLOW MEASUREMENT AND VALIDATION OF A MASS FLOW CONTROLLER		10/887591	
US -- Utility Patent Application and Prosecution -- CIP	METHOD AND SYSTEM FOR FLOW MEASUREMENT AND VALIDATION OF A MASS FLOW CONTROLLER		10/946031	
US -- PCT Application USPTO Receiving Office	METHOD AND SYSTEM FOR WAFER TEMPERATURE CONTROL		US2005/037130	

US -- Utility Patent Application and Prosecution	SYSTEM AND METHOD FOR MEASURING FLOW		11/012750	
US -- Continuation Utility Patent Application	SYSTEM AND METHOD FOR MEASURING FLOW		11/341,826 Filed 07/13/06 11/27/06 	
US -- PCT Application USPTO Receiving Office	SYSTEM AND METHOD FOR DESIGN OF A FLUID DELIVERY SYSTEM		US2006/001186	
US -- Utility Patent Application and Prosecution	SYSTEM AND METHOD FOR DESIGN OF A FLUID DELIVERY SYSTEM		11/331,284 Filed 08/24/06 11/21/06 	
US-Utility Patent Application and Prosecution	SYSTEM AND METHOD FOR PRODUCING AND DELIVERING VAPOR		11/349,068 Filed 02/07/06	
US -- PCT Application USPTO Receiving Office	SYSTEM AND METHOD FOR MEASURING FLOW		PCT/US05/4314 8	
US -- Continuation Utility Patent Application	DIGITALLY CONTROLLED SENSOR SYSTEM		11/321,238 Filed 05/23/06 12/19/05 	

Copyrights to be Assigned

Acquired Intellectual Property on a Quitclaim Basis¹

Country and Filing Type	Invention Title	Patent Number	Pending Application	Expiration Date
US – Utility Patent Application	METHOD FOR MAKING THIN FILM PIEZORESISTIVE SENSOR	5518951	08/427,846	
US – Utility Patent	INVENTORY CONTROL PROBE	D390138	29/057,079	
US – Utility Patent	INVENTORY CONTROL COLLAR	5697173	08/683,774	
US – Utility Patent	INVENTORY CONTROL COLLAR LOCKING RING	5713692	08/683,715	
US – Utility Patent	CONTROLLING PROCESS GAS FLOW		07/872,407	10/19/2005

¹ All and any intellectual property appearing under the subheading “Acquired Intellectual Property on a Quitclaim Basis” is acquired “as is” without any representation or warranty to which the parties have agreed as to the remainder of the Acquired Intellectual Property.

US - Provisional Application	Entegris File No. ENTG1190		60/109,166 Filed 11/20/98	
US - Provisional Application	PENDULUM VALVE WITH ACCURATE CONTROL IN THROTTLING AND THRUSTING		60/286,790 Filed 04/25/01	
US - Provisional Application	MFC & MFM OUTPUT FILTER		60/286,934 Filed 04/27/01	
US - Provisional Application	SYSTEMS AND METHOD FOR MASS FLOW DETECTION DEVICE CALIBRATION		60/283,024 Filed 05/24/02	
US - Provisional Application	Entegris File No. ENTG1380		60/383,261 Filed 04/24/02	
US - Provisional Application	SYSTEM AND METHOD FOR CALIBRATION OF A FLOW DEVICE		60/601,424 Filed 08/13/04	
US - Provisional Application	METHOD AND SYSTEM FOR INTEGRATED PRESSURE AND TEMPERATURE CONTROL		60/619,414 Filed 10/14/04	
US - Provisional Application	SYSTEM AND METHOD OF DESIGN OF A FLUID DELIVERY SYSTEM		60/644,093 Filed 01/14/05	
US - Provisional Application	SYSTEM AND METHOD OF DESIGN OF A FLUID DELIVERY SYSTEM		60/653,772 Filed 02/17/05	
US - PCT Application USPTO Receiving Office	VARIABLE CAPACITANCE MEASURING DEVICE		PCT/US2003/019754	
US -- PCT Application USPTO Receiving Office	SYSTEM AND METHOD OF OPERATION OF A DIGITAL MASS FLOW CONTROLLER		PCT/US00/17062	
US -- PCT Application USPTO Receiving Office	SYSTEM AND METHOD FOR A VARIABLE GAIN PROPORTIONAL-INTEGRAL (PI) CONTROLLER		PCT/US00/40275	
US -- PCT Application USPTO Receiving Office	METHOD AND SYSTEM FOR DRIVING A SOLENOID		PCT/US00/40274	
US -- PCT Application USPTO Receiving Office	IMPROVED MASS FLOW SENSOR INTERFACE CIRCUIT		PCT/US00/40252	