



*EXECUTION COPY*

**ASSET PURCHASE AGREEMENT**

**Dated as of January 6, 2006**

Between

ENTEGRIS, INC.

and

CELERITY, INC.

## ASSET PURCHASE AGREEMENT

This Asset Purchase Agreement (the "Agreement") is entered into on January 6, 2006 (the "Effective Date"), by and between Celerity, Inc., a Delaware corporation (the "Buyer"), and Entegris, Inc., a Delaware corporation ("Entegris" and together with the subsidiaries of Entegris that hold Acquired Assets, the "Seller"). Buyer and Seller are collectively referred to herein as the "Parties."

This Agreement contemplates a transaction in which Buyer will purchase certain of the assets of the Seller associated with the Business (as defined below) in consideration of the assumption of certain of the liabilities associated with the Business and the payment of the Purchase Price.

Now, therefore, in consideration of the premises and the mutual promises herein made, and in consideration of the representations, warranties, and covenants herein contained, the Parties agree as follows.

1. Definitions.

"Acquired Intellectual Property" has the meaning set forth in §3.9(d).

“Intellectual Property” means any and all worldwide industrial and intellectual property rights and all rights associated therewith, including any and all such rights associated with (i) patents and applications therefor and all reissues, divisions, renewals, extensions, provisionals, continuations and continuations-in-part thereof, all inventions (whether patentable or not), invention disclosures, improvements, trade secrets, proprietary information, know how, technology, technical data, proprietary processes and formulae, algorithms, specifications, customer lists and supplier lists, all industrial designs and any registrations and applications therefore, (ii) all copyrights, copyright registrations and applications therefor, and all other rights corresponding thereto, all mask works, all computer software, including all source code, object code, firmware, development tools, files, records and data, all schematics, simulation tools and reports, hardware development tools, and all rights in prototypes and other devices, all databases and data collections and all rights therein, all moral and economic rights of authors and inventors, however denominated, (iii) all Trademarks, (iv) domain names and uniform resource locators, (v) all proprietary information, (vi) any Contractual Obligations granting rights related to the foregoing used in the production of or existing in the Products, and (vii) any similar or equivalent rights to any of the foregoing, and all tangible embodiments of the foregoing.


3.9. Intellectual Property.

(d) The Intellectual Property related to the Business to be transferred by Seller to Buyer pursuant to the terms of this Agreement (the "Acquired Intellectual Property") is set forth on Schedule 3.9(d).

Asset Purchase Agreement

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement on the date first above written.

ENTEGRIS, INC.

By:   
 Name: Gregory B. Graves  
 Title: Senior Vice President

CELERITY, INC.

By: \_\_\_\_\_  
 Name:  
 Title:

Asset Purchase Agreement

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement on the date first above written.

ENTEGRIS, INC.

By: \_\_\_\_\_  
Name:  
Title:

CELERITY, INC.

By: John R. Ferron  
Name: JOHN R. FERRON  
Title: CFO

**DISCLOSURE SCHEDULES****Asset Purchase Agreement****Dated as of January 6, 2006****Between****Entegris, Inc.****and****Celerity, Inc.**

Following are the Disclosure Schedules to the Asset Purchase Agreement (the "Agreement") entered into on January 6, 2006, by and between Celerity, Inc., a Delaware corporation (the "Buyer"), and Entegris, Inc., a Delaware corporation ("Entegris" and together with the subsidiaries of Entegris that hold Acquired Assets, the "Seller"). The inclusion of any information in any Schedule will not be deemed an admission or acknowledgment, in and of itself and solely by virtue of the inclusion of such information in the Schedule, that such information is required to be listed in the Schedule or that such items are material to the Business. Capitalized terms used herein shall, unless otherwise specified, have the meanings assigned to them in the Agreement. The headings, if any, of the individual Schedules are inserted for convenience only and will not be deemed to constitute a part thereof or a part of the Agreement. The Schedules are arranged in sections corresponding to those contained in sections of the Agreement merely for convenience, and the disclosure of an item in one Schedule as an exception to a particular covenant, representation or warranty will be deemed adequately disclosed as an exception with respect to all other Schedules to the extent that the relevance of such item to such other Schedules is reasonably apparent on the face of such item, notwithstanding the presence or absence of an appropriate cross-reference thereto.

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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

## Patents and Patent Applications to be Assigned

Country and Filing Type	Invention Title	Patent Number	Pending Application
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US -- Utility Patent 4823603 Grant and Maintenance	Capacitance Manometer Having Stress Relieve for Fixed Electrode	4823603	189780
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US -- Utility Patent 5413139 Grant and Maintenance	Thottle Valve	5413139	78365
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US -- Utility Patent 5396803 Grant and Maintenance	Dual Balanced Capacitance Manometers for Suppressing Vibration Effects	5396803	08/088317
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US -- Utility Patent 5118078 Grant and Maintenance	Butterfly Valve Having Improved Sealing Characteristics	5118078	701200
US-Utility Patent 4720807	Adaptive Pressure Control System	4720807	06/736224
US -- Utility Patent 5901741 Grant and Maintenance (CIP)	Flow Controller, Parts of Flow Controller and Related Method	5901741	08/860343
US -- Utility Patent 5660207 Grant and Maintenance	Flow Controller, Parts of Flow Controller and Related Method	5660207	365861
US -- Utility Patent 5765283 Grant and Maintenance (D2)	Flow Controller, Parts of Flow Controller and Related Method	5765283	685322
US -- Utility Patent 5850850 Grant and Maintenance (D1)	Flow Controller, Parts of Flow Controller and Related Method	5850850	685260

US -- Utility Patent 5763774 Grant and Maintenance	Fluid Flow Meter with Reduced Orientation Sensitivity	5763774	691061
US -- Utility Patent 5785297 Grant and Maintenance	Valve Mechanism	5785297	08/682170
US -- Utility Patent 5191793 Grant and Maintenance	Fluid Mass Flow Meter Device with Reduced Attitude Sensitivity	5191793	588586

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

US -- Utility Patent 6319743 Grant and Maintenance	Method of Making Thin Film Piezoresistive Sensor	6319743	09/291468
US -- Utility Patent 6681787 Grant and Maintenance	Digital Mass Flow Control System and Method of Operation	6681787	10/006774

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
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



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
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US -- Utility Patent 6714878 Grant and Maintenance	A System and Method for a Digital Mass Flow Controller	6714878	10/062080
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US -- Utility Patent 6389364 Grant and Maintenance	A System and Method for a Digital Mass Flow Controller	6389364	09/351120
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US -- Utility Patent  
6449571 Grant and  
Maintenance

System and Method for Sensor  
Response Linearization

6449571

US -- United States  
National Phase Entry

Vacuum Sensor

10/468413

US -- Utility Patent  
Application and  
Prosecution

PENDULUM VALVE WITH  
ACCURATE CONTROL IN  
THROTTLING AND THRUSTING

09/952083

US -- Continuation  
Utility Patent  
Application

SYSTEM AND METHOD FOR  
FILTERING OUTPUT IN MASS  
FLOW CONTROLLERS AND MASS  
FLOW METERS

10/926860

US -- Utility Patent 6865520 Grant and Maintenance	SYSTEM AND METHOD FOR FILTERING OUTPUT IN MASS FLOW CONTROLLERS AND MASS FLOW METERS	6865520	10/133110
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US -- Utility Patent 6701790 Grant and Maintenance	TEMPERATURE REGULATOR FOR USE WITH PRESSURE SENSING (XacTorr)	6701790	10/064137
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US -- Utility Patent 6734659 Grant and Maintenance	AN IMPROVED ELECTRONIC INTERFACE FOR USE WITH DIFFERENTIAL CAPACITANCE MANOMETERS (XacTorr)	6734659	10/064136
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US -- Divisional Utility  
Patent Application and  
Prosecution

SYSTEM AND METHOD OF  
OPERATION OF AN EMBEDDED  
SYSTEM FOR A DIGITAL  
CAPACITANCE DIAPHRAM  
GAUGE (Xactorr)

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
US -- Utility Patent Application and Prosecution	VARIABLE CAPACITANCE MEASURING DEVICE		10/178170
US -- Utility Patent 6837111 Grant and Maintenance	VARIABLE CAPACITANCE MEASURING DEVICE	6837111	10/228612
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

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	US2005/02403 3
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/US2005/0 24085
US -- PCT Application USPTO Receiving Office	METHOD AND SYSTEM FOR FLOW MEASUREMENT AND VALIDATION OF A MASS FLOW CONTROLLER	PCT/US2005/0 24084
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	SYSTEM AND METHOD FOR CALIBRATION OF A FLOW DEVICE (RapidCal)	
US -- PCT Application USPTO Receiving Office	BACKSIDE WAFER COOLING CONTROL DEVICE AND METHOD	

US -- Utility Patent Application and Prosecution	SYSTEM AND METHOD FOR MEASURING FLOW	11/012750
US -- PCT Application USPTO Receiving Office	Configuration Software	

#### Acquired Intellectual Property on a Quitclaim Basis<sup>1</sup>

Country and Filing Type	Invention Title	Patent Number	Pending Application
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

<sup>1</sup> 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.