

01-11-2008



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Attorney Docket No.: 4887.P911

To the Director of the United States Patent and Trademark Office. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

BOC Edwards, Inc.

Additional name(s) of conveying party(ies) attached?

No Yes

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

Applied Materials, Inc.

Internal Address:

3. Nature of Conveyance

Assignment Merger
 Security Agreement Change of Name
 Other:

Street Address: 3050 Bowers Avenue

City: Santa Clara State/Province: CA Zip: 95054

Country: USA

Execution Date(s): August 28, 2007

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

4. Application number(s) or patent number(s) :

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

A. Patent Application No.(s)

B. Patent No.(s) **5,660,640**

Additional numbers attached? Yes No

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

Name: **Blakely, Sokoloff, Taylor & Zafman LLP**
Internal Address: _____
Street Address: **1279 Oakmead Parkway**
Sunnyvale, California 94085-4040

6. Total number of applications and patents involved:

7. Total Fee (37 CFR 3.41).....\$48.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number:

02-2666

(Attach duplicate copy of this page if paying by deposit account)

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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.

Jacob Aikin

Name of Person Signing

Jacob Aikin

Signature

11/8/08

Date

Total number of pages including cover sheet, attachments, and documents:

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Service
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Based on Form PTO-1595 as modified by BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN LLP on 05/09/03

PATENT
REEL: 020362 FRAME: 0576

ASSET PURCHASE AGREEMENT

between:

BOC EDWARDS, INC.,
a Delaware corporation

and

APPLIED MATERIALS, INC.,
a Delaware corporation

Dated as of August 28, 2007

ASSET PURCHASE AGREEMENT

THIS ASSET PURCHASE AGREEMENT is entered into as of August 27, 2007, by and between: **BOC EDWARDS, INC.**, a Delaware corporation (the "Seller"); and **APPLIED MATERIALS, INC.**, a Delaware corporation (the "Purchaser"). Certain capitalized terms used in this Agreement are defined in Exhibit A.

RECITAL

The Seller and the Purchaser wish to provide for the sale of the Transferred Assets (as defined in Section 1.1) to the Purchaser and/or an Affiliate of the Purchaser on the terms set forth in this Agreement.

AGREEMENT

The parties to this Agreement, intending to be legally bound, agree as follows:

1. SALE OF TRANSFERRED ASSETS; RELATED TRANSACTIONS.

1.1 Sale of Transferred Assets. The Seller shall cause to be sold, assigned, transferred, conveyed and delivered to the Purchaser and/or (at the Purchaser's discretion and as designated in writing to the Seller) an Affiliate of the Purchaser (a "Designated Purchaser Affiliate"), at the Closing (as defined in Section 1.7), the following properties, rights, interests and tangible and intangible assets, whether existing as of the date of this Agreement or acquired during the Pre-Closing Period, whether owned by the Seller or any Affiliate of the Seller and wherever held (including in a facility owned or occupied by the Seller or any Affiliate of the Seller or in any Customer Facility) (the "Transferred Assets"), on the terms and subject to the conditions set forth in this Agreement:

(a) **Patents and Patent Applications:** All of the patents, patent applications and patent rights to inventions that are or were used in or that relate primarily to the Business, including the patents, patent applications and patent rights to inventions identified on Schedule 1.1(a), and any counterparts, reissues, divisions, extensions, continuations and continuations in part of, and any other patents claiming priority from, any of the foregoing, in each case in any jurisdiction in the world (the patents, patent applications, patent rights to inventions, counterparts, reissues, divisions, extensions, continuations and continuations in part of, and any other patents claiming priority from, any of the foregoing referred to in this Section 1.1(a) being referred to in this Agreement as the "Transferred Patents").

(b) **Other Proprietary Assets:** All of the trade secrets, know-how, BKMs, inventions, designs, drawings and other Intellectual Property and Intellectual Property Rights (other than patent rights, which are addressed in Section 1.1(a)) that are or were used in or that relate primarily to the Business, and all goodwill of the Business (the Transferred Patents, together with the Intellectual Property and Intellectual Property Rights and goodwill referred to in this Section 1.1(b), being referred to in this Agreement as the "Transferred IP").

(c) **Inventory:** All of the inventory (including spare parts, raw materials, work in process and finished goods) that is identified on Schedule 1.1(c), and all of the other inventory (including spare parts, raw materials, work in process and finished goods) that is owned by the Seller or an Affiliate of the Seller and that is or was used in or that relates primarily to the Business, unless, prior to the Closing, the Purchaser notifies the Seller in writing that such inventory is an Excluded Asset (as defined below at the end of this Section 1.1) (the inventory referred to in this Section 1.1(c), other than any

LIST OF SCHEDULES

- Schedule 1.1(a) - Certain Patents, Patent Applications, Etc.
- Schedule 1.1(c) - Certain Inventory
- Schedule 1.1(d) - Certain Equipment
- Schedule 1.1(e) - Certain Other Fixed Assets
- Schedule 1.1(f) - Certain Assigned Contracts
- Schedule 1.1A - Excluded Assets
- Schedule 1.2(b) - Technology Transfer
- Schedule 1.2(c)(i) - Specified Facilities
- Schedule 1.4(b) - Assumed Contracts
- Schedule 4.7 - Corrective Action Plan
- Schedule 5.3 - Consents
- Schedule 5.8 - Contracts to be Terminated
- Schedule 9.1 - Offered Business Employees
- Schedule 10.10(c) - Dispute Resolution Procedures

LIST OF EXHIBITS

- Exhibit A - Certain Definitions
 - Annex I - List of Knowledge Group
 - Annex II - Special Jurisdiction Employees
- Exhibit B - Form of Escrow Agreement
- Exhibit C - Form of Transition Services Agreement
- Exhibit D - Form of French License Agreement
- Exhibit E - Form of UK License Agreement

Schedule 1.1(a)

Patents and Patent Applications

1. US Patent Number: 5,651,797, Assignment, and Related Documents; July 29, 1997; Relating to Apparatus and Method for the Immersion Cleaning and Transport of Semiconductor Components
2. US Patent Number: 5,660,640, Assignment, and Related Documents; August 26, 1997; Relating to Method of Removing Sputter Deposition From Components of Vacuum Deposition Equipment
3. US Patent Number: 6,230,895, Assignment, and Related Documents; May 15, 2001; Relating to Container for Transporting Refurbished Semiconductor Processing Equipment
4. US Patent Number: 7,097,713 B2, Assignment, and Related Documents; August 29, 2006; Relating to Method for Removing a Composite Coating Containing Tantalum Deposition and Arc Sprayed Aluminum From Ceramic Substrates
5. Patent Application number 200410064239 (ATTY. DKT. M03A201) dated August 19, 2004
6. Patent Application number 4254708 (ATTY. DKT. M03A201) dated August 5, 2004
7. Patent Application number 93124999 (ATTY. DKT. M03A201 TW) dated August 19 2004
8. New Patent Application (ATTY. DKT. M02A241), and Assignment; Relating to Process for Producing Semi-Conductor Coated Substrate
9. New Patent Application (ATTY. DKT. M03A283), and Assignment; Relating to Solution for the Selective Removal of Metal from Aluminum Substrates
10. New Patent Application (ATTY. DKT. M03A448), and Assignment; Relating to Selective Surface Texturing Through the Use of Random Application of Thixotropic Etching Agents
11. New Patent Application (ATTY. DKT. M04A265), and Assignment; Relating to Method and Apparatus for the Application of Twin Wire Arc Spray Coatings
12. New Patent Application (ATTY. DKT. M04A270), and Assignment; Relating to Apparatus and Methods for Slurry Cleaning of Etch Chambers
13. New Patent Application (ATTY. DKT. M05A271), and Assignment; Relating to Disposable Liners for Etch Chambers and Etch Chamber Components
14. New Provisional Patent Application (ATTY. DKT. M07A221); Relating to Improvements to Extend Process Components Life and Performance for PVD Process Chambers
15. Open Invention Record (ATTY. DKT. M05A267); Relating to Chemical Solutions for the Selective Removal of Aluminum Deposition from Aluminum Substrates

16. Open Invention Record (ATTY. DKT. M06A242); Relating to Kachina Gas Trench Shield with Angled Gas Injection
17. Open Invention Record (ATTY DKT. M07A222); Relating to 300MM PCII Chamber Components Design Modifications to Improve Process and PM Performance
18. Open Invention Record (ATTY. DKT. M07A223); Relating to TiN Pedestal Redesign to Improve Process Kit Performance and Extend Process Kit Life to Match Process Target Life

The parties to this Agreement have caused this Agreement to be executed and delivered as of the date first written above.

BOC EDWARDS, INC.,
a Delaware corporation

By: _____

Name: Nigel Hunton

Title: Director

JJS 8/27/07
S.S. 8/27/07
CBD

APPLIED MATERIALS, INC.,
a Delaware corporation

By:  _____

Name: MARK STARK

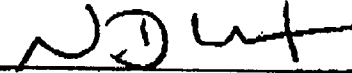
Title: VICE PRESIDENT

[SIGNATURE PAGE TO ASSET PURCHASE AGREEMENT]

CONFIDENTIAL

The parties to this Agreement have caused this Agreement to be executed and delivered as of the date first written above.

BOC EDWARDS, INC.,
a Delaware corporation

By: 

Name: Nigel Hunton

Title: Director

APPLIED MATERIALS, INC.,
a Delaware corporation

By: _____

Name: Joseph J. Sweeney

Title: Senior Vice President and General Counsel

[SIGNATURE PAGE TO ASSET PURCHASE AGREEMENT]

[REDACTED]