

PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Patent and Trademark Transfer Agreement
CONVEYING PARTY DATA	
Name	Execution Date
Cognis Corporation	12/31/2004
RECEIVING PARTY DATA	
Name:	Cognis IP Management GmbH
Street Address:	Henkelstrasse 67
City:	40589 Duesseldorf
State/Country:	GERMANY
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	7083960
Application Number:	12803263
CORRESPONDENCE DATA	
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Address Line 4:	Princeton, NEW JERSEY 08543-5231
ATTORNEY DOCKET NUMBER:	G35412 (37664.00173)
NAME OF SUBMITTER:	Deborah Fowler
Total Attachments: 13 source=G35412 Pat & TM Transfer Agmt 12-31-04- abrv#page1.tif source=G35412 Pat & TM Transfer Agmt 12-31-04- abrv#page2.tif source=G35412 Pat & TM Transfer Agmt 12-31-04- abrv#page3.tif source=G35412 Pat & TM Transfer Agmt 12-31-04- abrv#page4.tif source=G35412 Pat & TM Transfer Agmt 12-31-04- abrv#page5.tif	

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PATENT AND TRADEMARK TRANSFER AGREEMENT

This AGREEMENT is made and entered into
by and between

COGNIS IP MANAGEMENT GMBH
Henkelstraße 67, 40589 Düsseldorf, Federal Republic of Germany
- hereinafter referred to as "CIPM" –

and

COGNIS CORPORATION
5051 Cincinnati, Ohio, United States of America
- hereinafter referred to as "COGNIS" –

PREAMBLE

WHEREAS,

COGNIS is the owner of a portfolio of patents and trademarks concerning various areas, like e.g. oleochemicals, care chemicals, chemicals for nutrition and health, functional products and process chemicals.

WHEREAS,

COGNIS intends to sell those patents and trademarks of this portfolio to CIPM in order to improve COGNIS' IP asset management;

WHEREAS,

CIPM is willing to purchase the before mentioned patents and trademarks;

NOW, THEREFORE, the parties agree as follows:

1. Definitions

"TRANSFER RIGHTS" shall mean the patents and patent applications as compiled in **Exhibit A1** and the trademarks and trademark applications as compiled in **Exhibit A2** as well as all corresponding (i.e. based on or claiming priority of, the patents and patent applications in **Exhibit A1** or the trademarks and trademark applications in **Exhibit A2**) registrations, applications, divisions, extensions, reissues, inventions and discoveries of patents, utility

models and trademarks, to the extent to which they are (in whole or in part, solely or jointly) owned by COGNIS irrespective of whether they are registered in the name of COGNIS or not. The TRANSFER RIGHTS shall also include all invention records of COGNIS which have already been submitted, while the respective patent applications have not yet been filed or have been decided to be kept secret.

2. Sale of TRANSFER RIGHTS

- 2.1. Transfer of TRANSFER RIGHTS. COGNIS herewith sells, conveys, transfers and assigns all TRANSFER RIGHTS to CIPM.
- 2.2. Acceptance of transfer. CIPM herewith accepts the sale, conveyance, transfer and assignment of the TRANSFER RIGHTS.

3. Purchase price

- 3.1. Purchase price. For the purchase and transfer of the TRANSFER RIGHTS CIPM shall owe COGNIS an amount to be determined according to the price formula set forth in **Exhibit B** (the "Final Purchase Price"). Prior to the determination of the Final Purchase Price an estimated purchase price of 50.000.000 EUR (the "Preliminary Purchase Price") shall fall due on January 31, 2005. If the Final Purchase Price exceeds or falls short of the Preliminary Purchase Price the difference shall be compensated by COGNIS or CIPM, as the case may be. The compensation payment shall fall due on February 28, 2005.

CIPM is the owner of a payment claim against Cognis Deutschland GmbH & Co. KG under a loan agreement between CIPM and Cognis Deutschland GmbH & Co. KG entered into as of the date hereof (the "Loan Agreement"). Such payment claim is called "Receivable A" (the "Receivable") in the Loan Agreement. In satisfaction of the Final Purchase Price CIPM hereby assigns to COGNIS in lieu of performance ("*an Erfüllungs statt*") (i) a part of the Receivable in the amount of the Preliminary Purchase Price to be paid out according to the Loan Agreement on January 31, 2005 and (ii), if the Final Purchase Price exceeds the Preliminary Purchase Price, a further part of the Receivable equal to the difference between the Preliminary Purchase Price and the Final Purchase Price to be paid out according to the Loan Agreement on February 28, 2005. COGNIS hereby accepts such assignment.

- 3.2. Taxes. All value added taxes, sales taxes and indirect taxes that have to be paid for the purchase price shall be borne by CIPM. If possible, these taxes, when being collected from COGNIS, shall be paid by CIPM in the name of COGNIS.

- 3.3. Account. All payments shall be effected to the bank account designated by COGNIS or CIPM as the case may be.

4. **Recording of Assignment**

- 4.1 Recording of assignment. COGNIS will within a period of 30 days from the signing of this Agreement deliver to CIPM the necessary documents for the recording of the assignment of the TRANSFER RIGHTS.
- 4.2 Maintenance of TRANSFER RIGHTS. During the period of the completion of the recording of the assignment COGNIS will maintain the full value of the TRANSFER RIGHTS, in particular will not make any attempt to abandon the TRANSFER RIGHTS or parts of it or to transfer or assign it to a third party.
- 4.3 Assignment documents. In the event that any assignment document for the TRANSFER RIGHTS executed and delivered by COGNIS is not in a form required to record the assignment made pursuant to this Agreement, COGNIS shall cooperate with CIPM in executing on behalf of itself or, if necessary, trying to obtain the execution of any further documents reasonably required by CIPM to record said assignment.

5. **Warranties regarding the TRANSFER RIGHTS**

- 5.1. Liabilities for invalidation. COGNIS warrants the existence of the licensed TRANSFER RIGHTS on the date of the AGREEMENT. Any liability for later invalidation or lapse of the patents is excluded.
- 5.2. Exclusion of warranties. All other warranty claims are excluded.

6. **Costs and Indemnification**

- 6.1. Assignment costs. The costs and fees for the assignment and recording of the TRANSFER RIGHTS will be borne by CIPM.
- 6.2. Maintenance costs. CIPM shall pay all fees and costs for maintenance or renewal of all TRANSFER RIGHTS after the execution of this AGREEMENT at its own expense.
- 6.3 Indemnification. In addition to any other remedies available to CIPM, COGNIS hereby indemnifies and holds CIPM fully harmless with respect to any claims, causes of action,

liabilities, losses, costs, damages, legal fees and court costs incurred by CIPM that result in any manner from any breach by COGNIS under this Agreement.

7. Miscellaneous

- 7.1. Entire agreement. The AGREEMENT sets forth the entire agreement between the PARTIES hereto with respect to the subject matter hereof and supersedes and replaces all prior agreements, understandings, negotiations and dealings between the parties hereto pertaining to the subject matter hereof.
- 7.2. Changes. Any modification of or amendment to this AGREEMENT including its Exhibits shall be validly made only if executed in writing and duly signed by the parties to this AGREEMENT.
- 7.3. Invalidity of clauses. Should any provision of this AGREEMENT be or become invalid or unenforceable, such invalidity or unenforceability shall not affect the validity of the AGREEMENT as such. In such case the parties shall negotiate with the view to substitute the invalid or unenforceable provision by a provision which comes closest to the original understanding or intention of the parties.
- 7.4. Governing law. This AGREEMENT shall in all respects be interpreted in accordance with and its performance governed by the laws of Germany.
- 7.5. Venue. Exclusive place of jurisdiction shall be Düsseldorf.

IN WITNESS,

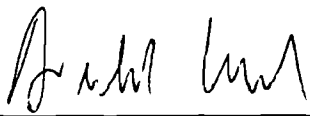
whereof the PARTIES hereto have caused this AGREEMENT to be executed by their duly authorised representatives.

Düsseldorf, this December 31, 2004

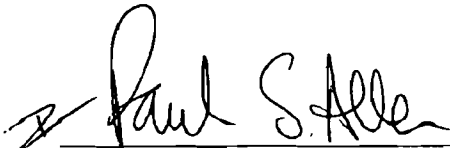
Cincinnati, this December 31, 2004

COGNIS IP MANAGEMENT GMBH

COGNIS CORPORATION



 Managing Director



RD

Exhibit A1:
Transferred patents and patent applications

R D

Exhibit A2:
Transferred trademarks and trademark applications

**Exhibit B:
Determination of the Purchase Price**

The Final Purchase Price shall be the present value based on the deemed net future royalty income on the TRANSFER RIGHTS within the average useful life of the rights.

The average useful life is estimated to be 8 years

The present value of the TRANSFER RIGHTS will be calculated on the basis of the average portion of COGNIS of 2003 and 2004 of a deemed and discounted net future royalty income during the average useful life of the rights based on the budget for 2005 and an assumed further growth rate of 2.7 % p.a. for the years 2006 to 2012.

The budgeted royalty income for 2005 less estimated administration costs 68.875.000 EUR

Average portion of COGNIS according to the Backup-Agreement 2003 and 2004

Portion 2003	16,36 %
Portion 2004 (preliminary and to be finally determined)	<u>x,xx %</u>
Average (2003+2004)/2	y,yy %

The deemed future income will be discounted using a rate of 7.2%.

To avoid odd numbers the final amount shall be rounded to next 10,000 EUR.

Cognis Corp.

Exhibit A1 - #3

**Transferred patents and patent applications
Cognis Corp pending US patent applications**

PRIVILEGED & CONFIDENTIAL

PATENT

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Cognis Corporation Pending U.S. Patent Applications

Docket #	Title	Serial No.	Filing Date
02529	Oil-Based Composition Comprising Sterols	10/483652	05.07.2002
09262A	Zinc-Chromium Catalysts	09/271816	18.03.1999
100022A	A Hydrogenation Catalyst and Process of Making Same	10/304442	26.11.2002
100660D	Production of Fatty Alcohols by Hydrogenation of Native Fats, Oils and Fatty Derivatives	10/329280	20.12.2002
101635A	Copper/Aluminum Catalysts	10/228861	27.08.2002
105476C	Process for Converting Tocopherols to D-Alpha-Tocopherol	10/664576	17.09.2003
105477C	Separation of Therapeutically Active Tocopherols	10/214855	08.08.2002
105478K	Method Of Drying Tocopheryl Acid Succinate After Solvent Crystallization	10/933820	03.09.2004
105479F	Method of Making Purified Odor Free Tocopherol Acetate	10/371393	21.02.2003
105505A	Compositions of Tocopherol and beta-Carotene	08/849975	22.12.1995
105571C	Method for Purifying Azelaic Acid	10/874427	23.06.2004
105574C	Preparation of Dicarboxylic Acids by Ozonization of Unsaturated Carboxylic Acid with Reduced Ketoacid Content	10/918203	13.08.2004
105627	Method of Preparing Inorganic Pigment Dispersions	08/670918	26.06.1996
105640A	Process and Apparatus for Formulating a Textile finish Composition and For Treating a Textile Substrate Therewith	09/140737	26.08.1998
105668/9A	Process for Enhancing White Liquor Penetration into Wood Chips	08/632191	15.04.1996
105668/9B	Composition Containing a Polymethylalkyl Siloxane for Enhancing White Liquor Penetration into Wood Chips	08/972007	17.11.1997
105688	Agricultural Adjuvant	09/292049	14.04.1999
105767	Carotenoid Formulation	09/446397	20.05.1998
105767A	Carotenoid Formulation	10/659475	10.09.2003
105850A	Shock Absorber Containing Biodegradable Fluid	10/051938	17.01.2002
105862	Method for Introducing Gaseous Nutrients into Cultivating Ponds		19.12.1997
105863	Method and Apparatus for Harvesting Substances from Microorganisms		19.12.1997

Cognis Corporation Pending U.S. Patent Applications

M 05864	Method of Recovering Lipid Fractions of Disrupted Cell Suspensions		19.12.1997
M 05865	Enzyme Treatment of Disrupted Cell Suspensions		19.12.1997
M 05866	Stabilization of Algal Concentrate		19.12.1997
M 05867	Method of Extracting Carotenoids from Cellular Concentrates		19.12.1997
M 05962A	Concentrated Solutions of Oxime Metal Extractants and Method of Formulating Extractant Compositions Therefrom	10/029612	21.12.2001
M 05984B	Amine Functional Epoxy Curing Agents	10/348835	22.01.2003
M 06001	Alkyl Polyglycosides and Alkyl Sulfates as Penetrates in Mercerizing Baths	09/314332	19.05.1999
M 06212C	Sterol Esters as Food Additives	10/702316	05.11.2003
M 06287A	Energy-Curable Composition for Making a Pressure Sensitive Adhesive	10/213174	06.08.2002
M 06308D	Cytochrome P450 Monooxygenase and Nadph Cytochrome P450 Oxido Reductase Genes and Proteins Related to the Omega	10/138838	03.05.2002
M 06308E	Cytochrome P450 Monooxygenase and Nadph Cytochrome P450 Oxido Reductase Genes and Proteins Related to the Omega	10/139296	03.05.2002
M 06308H	Cytochrome P450 Monooxygenase and Nadph Cytochrome P450 Oxido Reductase Genes and Proteins Related to the Omega	10/405660	02.04.2003
M 06401B	Stabilization Of Aqueous Emulsion Polymers	10/758878	16.01.2004
M 06409	Sulfated Sterol Derivatives and Processes for Preparing the Same	09/588771	06.06.2000
M 06428C	Xanthophyll-in-Oil Dispersions and Processes for Preparing the Same	10/336548	03.01.2003
M 06437	Process for Recovering Carboxylic Acids from a Fermentation Broth	09/166045	05.10.1998
M 06437A	Process for Recovering Carboxylic Acids from a Fermentation Broth	09/328612	09.06.1999
M 06487	Vegetable Substitute for Lanolin	10/393149	20.03.2003
M 06487A	Vegetable Substitute for Lanolin	10/686478	15.10.2003
M 06540	Reduction of Latex Associated Hypersensitivity	09/504751	16.02.2000
M 06560B	Improved Fermentation Process	10/762895	22.01.2004
M 06578	Hard Surface Cleaning Composition	09/263463	05.03.1999
M 06591A	Method Of Improving Performance Of Refrigerant Systems	10/151458	20.05.2002

Cognis Corporation Pending U.S. Patent Applications

A 06636A	Graffiti Remover, Paint Stripper, Degreaser	10/656341	05.09.2003
A 06654A	Acrylic Powder Coating Resin Having Low Volatility	10/462263	16.06.2003
A 06665	Cosmetic Compositions Having Improved Tactile And Wear Properties	09/703279	01.11.2000
J 00016	Investigation of the Biooxidation Capabilities of a beta-oxidation Blocked Strain of Candida Tropicalis	09/812308	20.03.2001
J 00045	Water-Dispersible, Hydrophobic Polyethyleneimine Polyamide Fiberglass Lubricant, Process for Producing the Same, and Method of	09/875237	06.06.2001
J 00048	Cleaner Compositions	10/696250	29.10.2003
J 00052	Antibodies for Enzymes of the W-Hydroxylase Complex and Methods Relating Thereto	10/418820	18.04.2003
J 00055	Promoter Motifs in 'Candida Tropicalis'	10/640962	14.08.2003
J 00061	Extensible Modular Communication Executive with Active Message Queue and Intelligent Message Pre-validation.	10/188853	05.07.2002
J 00062	Method for Controlling Biooxidation Reactions	10/756240	13.01.2004
U 00063	Low Temperature Plasticizers for Flexible Polyvinyl Chloride Resin Applications	10/315574	09.12.2002
U 00064	Surfactant System Used to Improve Processing of Gel Air Fresheners	09/950969	12.09.2001
U 00065	Non-silicone Foaming Additive for Ester Based Lubricants	09/947326	05.09.2001
U 00074	Hydrophilic Polyurethanes, Preparation Thereof and Fiber Sizes Containing The Same	10/188876	03.07.2002
U 00084	All Purpose Spray Cleaner Compositions and Concentrates Therefor	10/284871	31.10.2002
U 00085	Biodegradable Branched Reaction Products With Enhanced Detergency and Foam Control	10/342570	15.01.2003
U 00097	PVC/Wood Fiber Composite	10/278152	21.10.2002
U 00100	Polyaldehyde Reaction Products	10/013566	11.12.2001
U 00102	Non-Revertible B-Oxidation Blocked Candida Tropicalis	10/444467	22.05.2003
U 00103	A New Adjuvant Composiiton	60/583244	25.06.2004
U 00104	On-Site Analysis System with Central Processor and Method of Analyzing	10/188972	05.07.2002
U 00111	Complex Polyol Esters with Improved Performance	10/901578	29.07.2004
U 00112A	Process For Producing Glycerin	10/668978	23.09.2003

Cognis Corporation Pending U.S. Patent Applications

J 00113	Color-Stable Low Impurity Tocopherol Compositions and Processes for Preparing the Same	10/626281	24.07.2003
J 00117	Branched Reaction Products	10/265004	04.10.2002
J 00125	Production of A Highly Active, Soluble Form of The Cytochrome P450 Reductase (CPRA) From Candida Tropicalis	10/272017	15.10.2002
J 00127	Pesticide Formulation Using Polyethyleneimine	60/602406	18.08.2004
J 00132	Coatings For Metal Containers, Metalworking Lubricant Compositions, Compositions for Electroplating and Electrowinning,	10/700167	03.11.2003
J 00142	Clear Skin Conditioner	10/337072	06.01.2003
J 00143	Water-Based Adhesive Compositions	10/444308	23.05.2003
J 00154	Fatty Alcohol Oxidase Genes and Proteins from Candida Tropicalis and Methods Relating Thereto	10/418819	18.04.2003
J 00158	Use of POX4 Promoter to Increase Gene Expression in Candida Tropicalis	10/629266	29.07.2003
J 00160	Method And Sampling Device For Detection Of Low Levels of A Property/Quality Trait Present In An Inhomogeneously Distributed	10/366166	13.02.2003
J 00161	Dry Feeling Low Spreading Emollient Gel	10/388943	14.03.2003
J 00162	Cement, Concrete, and Mortar Compositions	10/423443	25.04.2003
J 00164	Microemulsions as Adjuvants for Agricultural Chemicals	10/796697	09.03.2004
J 00166	Improvements in Wash Stages in Solvent Extraction Processes for Metal Recovery	60/568949	07.05.2004
J 00171	Lithographic Fountain Solutions	10/436587	13.05.2003
U 00172	Wastewater Treatment	10/610892	01.07.2003
U 00180	Foodstuffs Containing Natural Lutein/Zeaxanthin Ester Extracts	10/441551	20.05.2003
U 00182	Ester Candles	10/600311	20.06.2003
U 00186	Solvent Extraction Process	10/631299	31.07.2003
U 00192A	Low Viscosity Copper Solvent Extraction reagent formulations	10/996207	
U 00194	Methods of Preparing Tocopherol Compound Salts in Supercritical Media	10/681477	08.10.2003
U 00195	Method of Preparing Kakadu Plum Powder	10/767934	28.01.2004
U 00196	Improved process for improving physical properties of Cu SX circuit organics	60/604151	24.08.2004

Cognis Corporation Pending U.S. Patent Applications

J 00209	Nonaqueous Spray Applied Compositions and Methods for Applying Them	10/767534	29.01.2004
J 00210	Thickener For Methyl Ester Microemulsions	10/736190	15.12.2003
J 00210A	Methyl Ester-Based MicroEmulsions For Cleaning Hard Surfaces	10/879340	29.06.2004
J 00213	Polyfluorinated Compounds Useful as Surfactants, Foam Control Agents and/or Rheology Modifiers	10/788136	26.02.2004
J 00221	Stabilized Dispersion of Behenyl alcohol	10/248012	10.12.2002
J 00225	Nonionic Surfactant Compositions	10/855545	27.05.2004
J 00227	Surfactant Blend for Cleansing Wipes	10/795714	08.03.2004
J 00232	Interlaced Series Parallel Configuration For Metal Solvent Extraction Plants	10/816360	01.04.2004
J 00232A	Interlaced Series Parallel Configuration For Metal Solvent Extraction Plants	10/839196	05.05.2004
J 00234	Methods for Improving the Recovery of Metal Leaching Agents	10/895794	21.07.2004
J 00236	Method for Extracting Copper From Leach Solutions At Elevated Temperatures	10/829597	22.04.2004
J 00237	Alcohol Alkoxylate Carriers for Pesticide Active Ingredients	10/848182	18.05.2004
U 00246	Processes for Preparing Salts of Alcohol Polybasic Acid Partial Esters Using Metal Oxides, Metal Hydroxides and/or Metal Carbonates	10/991259	
U 00248	A Method for the Treatment of Fatty Acids to Improve Color and Color Stability	10/949928	24.09.2004
U 00258	Antimisting Agent	60/511214	15.10.2003
U 00265	Compositions Containing D-Tocopherol Compound PolyBasic Acid Partial Esters	60/532120	23.12.2003
U 00269	Improved Process for Recovering Dicarboxylic Acids from a Fermentation Broth	60/537876	20.01.2004
U 00275	Energy-Curable Coating / Adhesive Compositions Containing Chlorinated Polyolefins	60/563383	19.04.2004
U 00276	Process For Preparing Energy-Curable Emulsions and Processes For Coating Substrates Therewith	60/568337	05.05.2004
U 00280	Improved Processes for the Recovery of Nickel From Ammoniacal Solutions by Solvent Extraction with Phenolic Oximes	60/590145	22.07.2004
U 00281	Processes for Treating Amine-Containing Organic Phases from Metal Extraction Circuits	60/599677	06.08.2004
U 00284	Dryer Sheets having Skin Benefits	60/602468	18.08.2004
U 00285	Low Viscosity Copper Solvent Extraction Reagent Formulations Based on Alcohol Modifiers	60/605307	27.08.2004