

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT2968430

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	FIRST LIEN PATENT SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
EMERALD KALAMA CHEMICAL, LLC	08/01/2014
RECEIVING PARTY DATA	
Name:	CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, AS COLLATERAL AGENT
Street Address:	11 MADISON AVENUE
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10010
PROPERTY NUMBERS Total: 8	
Property Type	Number
Application Number:	13976070
Application Number:	13976062
Application Number:	14291660
Application Number:	61788555
Application Number:	61922906
PCT Number:	US1326083
PCT Number:	US1326137
PCT Number:	US1428071
CORRESPONDENCE DATA	
Fax Number:	(212)751-4864
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	212-906-1200
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Correspondent Name:	LATHAM & WATKINS LLP C/O ANGELA M. AMARU
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ATTORNEY DOCKET NUMBER:	030786-0627
NAME OF SUBMITTER:	ANGELA M. AMARU

SIGNATURE:	/s/ Angela M. Amaru
DATE SIGNED:	08/05/2014
Total Attachments: 7 source=Emerald - First Lien Patent Security Agreement#page1.tif source=Emerald - First Lien Patent Security Agreement#page2.tif source=Emerald - First Lien Patent Security Agreement#page3.tif source=Emerald - First Lien Patent Security Agreement#page4.tif source=Emerald - First Lien Patent Security Agreement#page5.tif source=Emerald - First Lien Patent Security Agreement#page6.tif source=Emerald - First Lien Patent Security Agreement#page7.tif	

FIRST LIEN PATENT SECURITY AGREEMENT

(Patents and Patent Licenses)

FIRST LIEN PATENT SECURITY AGREEMENT, dated as of August 1, 2014, between Emerald Hilton Davis, LLC, a Delaware limited liability company, Emerald Specialty Polymers, LLC, a Delaware limited liability company, Emerald Polymer Additives, LLC, Delaware limited liability company, Emerald Kalama Chemical, LLC, Delaware limited liability company, Emerald Carolina Chemical, LLC, Delaware limited liability company, CVC Specialty Chemicals, Inc. a New Jersey corporation (each, as a “**Grantor**,”), and CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, as Collateral Agent.

WHEREAS, each Grantor owns, or in the case of Patent Licenses is a party to, the Patent Collateral (as defined below);

WHEREAS, Emerald Performance Materials, LLC, (the “**Borrower**”), the Lenders party thereto and Credit Suisse AG, Cayman Islands Branch, as Collateral Agent and Administrative Agent, are parties to a First Lien Credit Agreement, dated as of August 1, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**First Lien Credit Agreement**”);

WHEREAS, pursuant to (i) a First Lien Security Agreement, dated as of August 1, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “**First Lien Security Agreement**”), among the Borrower, the Guarantors party thereto and Credit Suisse AG, Cayman Islands Branch, as Collateral Agent for the Secured Parties referred to therein (in such capacity, together with its successors in such capacity, the “**Grantee**”), and (ii) certain other Security Documents (including this First Lien Patent Security Agreement), each Grantor has secured its guarantee of certain obligations of the Borrower (the “**Grantor’s Secured Guarantee**”) by granting to the Grantee for the benefit of such Secured Parties a continuing security interest in the Collateral of each Grantor, including all right, title and interest of such Grantor in, to and under the Patent Collateral (as defined below); and

WHEREAS, terms defined in the First Lien Security Agreement (or whose definitions are incorporated by reference in Section 1 of the First Lien Security Agreement) and not otherwise defined herein have, as used herein, the respective meanings provided for therein;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, subject to and upon the terms and conditions contained in the First Lien Security Agreement, each Grantor hereby grants to the Grantee, to secure such Grantor’s Secured Guarantee, a continuing security interest in all of such Grantor’s right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the “**Patent Collateral**”), whether now owned or existing or hereafter acquired or arising:

- (i) each United States Patent constituting Recordable Intellectual Property owned by such Grantor, including, without limitation, each Patent referred to in Schedule 1 hereto;
- (ii) each Patent License constituting Recordable Intellectual Property to which such Grantor is a party, including, without limitation, each Patent License identified in Schedule 1 hereto; and
- (iii) all Proceeds of and revenues from the foregoing;

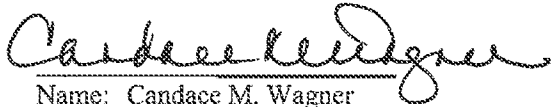
provided that, notwithstanding anything herein to the contrary, in no event shall the Patent Collateral include any Excluded Assets.

THE PARTIES HERETO AUTHORIZE AND REQUEST THAT THE COMMISSIONER OF PATENTS AND TRADEMARKS OF THE UNITED STATES RECORD THIS SECURITY INTEREST IN THE PATENT COLLATERAL.

The foregoing security interest is granted in conjunction with the security interests granted by each Grantor to the Grantee pursuant to the First Lien Security Agreement. Each Grantor acknowledges and affirms that the rights and remedies of such Grantee with respect to the security interest in the Patent Collateral granted hereby are more fully set forth in the First Lien Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the provisions of this First Lien Patent Security Agreement and the provisions of the First Lien Security Agreement, the provisions of the First Lien Security Agreement shall govern.

IN WITNESS WHEREOF, each Grantor has caused this Patent Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first written above.

EMERALD HILTON DAVIS, LLC
EMERALD SPECIALTY POLYMERS,
LLC
EMERALD POLYMER ADDITIVES,
LLC
EMERALD KALAMA CHEMICAL,
LLC
EMERALD CAROLINA CHEMICAL,
LLC
CVC SPECIALTY CHEMICALS, INC.


By: 
Name: Candace M. Wagner
Title: Chief Financial Officer


[First Lien Patent Security Agreement]

PATENT
REEL: 033472 FRAME: 0751

Acknowledged:

CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH,
as Collateral Agent

By: 
Name: Bill O'Daly
Title: Authorized Signatory

By: 
Name: Vipul Dhadda
Title: Authorized Signatory

[First Lien Patent Security Agreement]

PATENT
REEL: 033472 FRAME: 0752

Schedule 1
to First Lien Patent Security Agreement

PATENTS

Patent title	Country	Application No./ Filing Date	Patent No./ Issue Date	Owner
Electrochemical Production Of Dyes Using Graphite Felt Electrodes	United States of America	10/373901 25 February 2003	6,984,303 10 January 2006	Emerald Hilton Davis, LLC
Epoxy Resins Adducted with Reactive Liquid Rubber Having Improved Low Temperature Performance Properties	United States of America	12/214,602 20 June 2008	7,847,026 07 December 2010	Emerald Specialty Polymers, LLC
Lubricant Composition	United States of America	09/696617 25 October 2000	6,426,324 30 July 2002	Emerald Polymer Additives, LLC
Synthetic Lubricant Antioxidant From Mono-Substituted Diphenylamines	United States of America	08/359679 20 December 1994	5,489,711 6 February 1996	Emerald Polymer Additives, LLC
Liquid Alkylated Diphenylamine antioxidant	United States of America	08/527475 13 Septemeber 1995	5,672,752 30 September 1997	Emerald Polymer Additives, LLC
Method Of Manufacturing Alkylated Diphenylamine Compositions And Products Thereof	United States of America	09/292865 16 April 1999	6,204,412 20 March 2001	Emerald Polymer Additives, LLC
New Dibenzoate Plasticizer/Coalescent Blends For Low Voc Coating Formulations	United States of America	13/976,070 28 December 2011	-	Emerald Kalama Chemical, LLC
Blends of Dibenzoate Plasticizers/Propylene Glycol Dibenzoate Blends	United States of America	13/976,062 28 December 2011	-	Emerald Kalama Chemical, LLC
Self-Assembled Nanostructured Particle and method for Preparing/ A Template, Scaffold Process To Prepare, Self-Assembled Nano-Structured Particles As Inclusions With A Gel/Melt Of Modified.	United States of America	14/346,339 21 March 2014	-	Emerald Hilton Davis, LLC
Monobenzoate Useful As A Plasticizer In Plastisol Compositions	United States of America	14/291,660 (CIP) Filed 5/30/2014		Emerald Kalama Chemical, LLC
Monobenzoate Useful As A Plasticizer/Coalescent In Polymeric Dispersions	PCT	PCT/US13/26083 2/14/2013	-	Emerald Kalama Chemical, LLC
Monobenzoate Useful As A Plasticizer in Adhesive Preparations	PCT	PCT/US13/26137	-	Emerald Kalama Chemical, LLC
Urea-Derived Products and Methods for Making Same	United States of America	10/16/2012	-	Emerald Carolina Chemical jointly developed under license with Proctor & Gamble (see license agreement)
Novel Plasticizer Blends and Plastisol Compositions	US/PCT	61/788555 3/15/2013 PCT US 2014/028071 4/13/2014	-	Emerald Kalama Chemical, LLC
Poly Epoxy Resin Compositions	Unites States of America	10/666,358 9/19/2003	7,282,543 10/16/2007	CVC Specialty Chemicals Inc.
Polyester Plasticizers with Benzoic Acid End-Caps	United States of America	61/922,906 1/2/2014	-	Emerald Kalama Chemical, LLC
Composition and Method for Improvement of Block Resistance Coating and Compositions	United States of America	61/866,701 10/4/2013	-	Emerald Carolina Chemical, LLC

PATENT LICENSES

1. Patent License Agreement for patents U.S. Patent No. 5,198,558 and 6,153,789 between The B.F. Goodrich Company and BASF Corp., dated March 24, 2000.
2. License Agreement for the patent application titled "Diphenylamine - Naphthylamine Lubricant Stabilizer Composition" (U.S. Appln. No. 08/166851 filed December 16, 1993) and the reaction product known as Vanlube 9317 between The B.F. Goodrich Company and R.T. Vanderbilt Company Co., dated April 18, 1994.
3. Agreement licensing Vanlube 9317 and related jointly-owned patent among The B.F. Goodrich Company, R.T. Vanderbilt Company, Inc., and Exxon Mobile Research and Engineering Company (now B.P. Amoco Corporation), dated August 1, 2000.
4. Patent License, Noveon, Inc. (formerly The B.F. Goodrich Company), R.T. Vanderbilt Company, April 18, 1994.
5. Intellectual Property and Related Assets Transfer Agreement relating to Acid Blue No. 9 dyes and Emerald Hilton Davis
6. Intellectual Property License Agreement between The Lubrizol Corporation and Emerald Performance Materials, LLC, dated May 1, 2006.
7. Intellectual Property License Agreement between Emerald Performance Materials, LLC, and The Lubrizol Corporation dated May 1, 2006.
8. License Agreement between Lubrizol Foam Control Additives, Inc. and Lambent Technologies Corp., dated July 14, 2003.
9. License Agreement between Lubrizol Foam Control Additives, Inc. and BASF Corp., dated July 14, 2003.
10. License Agreement between the B.F. Goodrich Co. and R.T. Vanderbilt Co., Inc., allowing exclusive sale of certain stabilizer compositions, VL 9317, in aviation turbine lube application, included as a part of same agreement dated April 18, 1994.
11. Patent License Agreement between The B.F. Goodrich Company and BASF Corp., dated March 24, 2000.
12. Intellectual Property and Related Assets Transfer Agreement between The B.F. Goodrich Company and BASF Corporation, dated March 10, 2000.

13. Licensee Agreement between Composite Castings and CVC Specialty Chemicals, Inc.,
dated March 7, 2007.