

Form PTO-1594 (Rev. 01-09)
OMB Collection 0651-0027 (exp. 02/28/2009)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Cognis IP Management GmbH

- Individual(s)
- General Partnership
- Corporation- State: Country: Germany
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) July 1, 2008

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Cognis Oleochemicals GmbH

Internal Address: _____

Address: _____

Street Address: HENKELSTRASSE 67

City: DUESSELDORF

State: _____

Country: GERMANY Zip: 40589

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Germany
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,197,628 593,490
1,213,718 550,944

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Diehl Servilla LLC

Internal Address: _____

Street Address: 33 Wood Avenue South
Second Floor, Suite 210

City: Iselin

State: New Jersey Zip: 08830

Phone Number: 732-815-0404

Fax Number: 732-815-1330

Email Address: doCKET@dsiplaw.com

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$115.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 50-3329

Authorized User Name Karen M. Whitney

9. Signature: _____
/Karen M. Whitney, Reg. No. 52,355/
Signature

January 28, 2011
Date

Karen M. Whitney
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK
REEL: 004466 FRAME: 0681

700455314

CH \$115.00 503329 1197628

24 June 2008

TRADEMARK SALE AND LICENSE AGREEMENT

This AGREEMENT is made and entered into
by and between

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COGNIS IP MANAGEMENT GMBH
Henkelstraße 67, 40589 Düsseldorf, Federal Republic of Germany
– hereinafter referred to as “CIPM” or “SELLER” –

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and

COGNIS OLEOCHEMICALS GMBH
Henkelstraße 67, D-40589 Düsseldorf, Federal Republic of Germany
– hereinafter referred to as “OLEO” or “BUYER”

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PREAMBLE

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WHEREAS,
CIPM is a subsidiary of COGNIS GMBH (“COGNIS”) and is the owner of various trademarks and trademark applications used by several business units of COGNIS and its affiliates (collectively called the “Cognis Group”);

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WHEREAS,
Cognis Oleochemicals (M) Sdn Bhd is a joint venture company between Cognis BV (another subsidiary of COGNIS) and Sime Darby Plantations Sdn Bhd, and OLEO is a subsidiary of Cognis Oleochemicals (M) Sdn Bhd;

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WHEREAS,
in connection with the carve out and transfer of the oleochemicals business from the Cognis Group to Cognis Oleochemicals (M) Sdn Bhd and its subsidiaries (collectively called the “Oleochemicals Group”), various trademarks of CIPM were either sold and transferred to OLEO (if exclusively or predominantly used in connection with the oleochemicals business) or licensed to OLEO (if substantially used in connection with businesses of the Cognis Group other than the oleochemicals business);

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24 June 2008

WHEREAS,

[REDACTED]

5 WHEREAS,

[REDACTED]

WHEREAS,

OLEO is interested in acquiring various trademarks from CIPM;

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WHEREAS,

CIPM is willing to sell these trademarks to OLEO, although the trademarks are also used by other businesses of the Cognis Group.

15

NOW, THEREFORE,

the PARTIES hereto agree as follows:

1. Definitions

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CONTRACT RIGHTS shall mean all rights and interest in the trademarks as compiled in Annex A, together with all goodwill associated with the trademarks (but excluding goodwill associated with the business conducted by the Cognis Group), unregistered trademarks (to the extent identical with the trademarks identified in Annex A), copyright, and design rights associated with them anywhere in the world.

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2. Subject matter

2.1 SELLER hereby sells and transfers all CONTRACT RIGHTS to BUYER.

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2.2. BUYER hereby acquires and accepts the transfer of the CONTRACT RIGHTS from SELLER.

2.3 If inadvertently Annex A does not contain all of the trademarks owned by the Cognis Group which are identical (except for the jurisdiction in which the trademark is registered) with any of the trademarks set out in Annex A, SELLER will arrange for such transfer to BUYER (or any person designated by BUYER). [REDACTED]

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[REDACTED]

[REDACTED]

24 June 2008

3. Warranties

3.1. [REDACTED]

[REDACTED]

3.2. [REDACTED]

10 [REDACTED]

3.3 SELLER represents and warrants that it is the sole proprietor of the CONTRACT RIGHTS and has full power to enter into this AGREEMENT;

15 3.4 SELLER has not granted any security rights over or otherwise encumbered, or granted licenses to use, the CONTRACT RIGHTS, except for the license rights granted by SELLER to the Cognis Group (and sub-licenses granted to other third parties to the extent permitted thereunder) to use the CONTRACT RIGHTS as provided herein.

20 3.5 [REDACTED]

4. [REDACTED]

25

4.1. [REDACTED]

30 4.2. [REDACTED]

4.3 [REDACTED]

4.4 [REDACTED]

[REDACTED]

24 June 2008

[REDACTED]

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5.10

[REDACTED]

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[REDACTED]

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[REDACTED]

[REDACTED]

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25 6. Miscellaneous

6.1. This AGREEMENT is personal to the PARTIES hereto. The rights under this AGREEMENT shall not be sold, assigned or otherwise transferred, unless otherwise agreed upon in writing.

30 6.2. The AGREEMENT may not be changed or amended orally, but only in writing signed by both PARTIES hereto. The writing must refer to this AGREEMENT and must expressly state that it is an amendment hereof.

35 6.3. Should any provision of this AGREEMENT be or become invalid, such invalidity shall not affect the validity of the entire AGREEMENT, however, that such provision shall be replaced by a regulation which comes as close as possible to the original intention of the PARTIES.

[REDACTED]

24 June 2008

6.4. The AGREEMENT constitutes the entire agreement of the PARTIES pertaining to the subject matter hereof.

6.5 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]


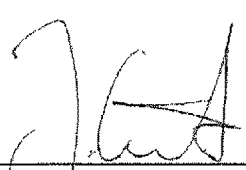
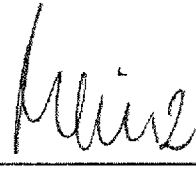

[REDACTED]

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6.6 This AGREEMENT shall in all respects be interpreted in accordance with and its performance governed by the laws of the Federal Republic of Germany.

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

| | | | |
|--|-----------------------------------|---|---------------------------------------|
| Düsseldorf, this July 1 st , 2008 | | Düsseldorf, this July 1 st , 2008 | |
| COGNIS IP MANAGEMENT GMBH | | COGNIS OLEOCHEMICALS GMBH | |
|  | |  | |
|  | |  | |
| Dr. Carl Braun Group VP Legal, Invention, IP and P&R | DR. REINHARDT Chief IP Counsel | ANDREAS MEINZ Managing Director | DR. MARTIN BÄHR Head of Operations |

[REDACTED]

24 June 2008

Annex A

| CountryName | Trademark Name | Application Number | Filing Date | Reg Number | Reg Date | Next Renewal Date | Renewal Pending | Class | Trademark Status |
|--------------------------|----------------|--------------------|-------------|------------|------------|-------------------|-----------------|------------|------------------|
| United States of America | EMERY | 71409465 | 11.08.1938 | 363690 | 03.01.1939 | 03.01.2009 | | 1,4 | Registered |
| United States of America | EMERY | 73293695 | 19.01.1981 | 1197628 | 15.06.1982 | 15.06.2012 | | 4 | Registered |
| United States of America | EMERY | 73302433 | 23.03.1981 | 1213718 | 26.10.1982 | 26.10.2012 | | 1 | Registered |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
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| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] |

 TRADEMARK
 REEL: 004466 FRAME: 0687

24 June 2008

| Country Name | Trademark Name | Application Number | Filing Date | Reg Number | Reg Date | Next Renewal Date | Renewal Pending | Class | Trademark Status |
|--------------------------|----------------|--------------------|-------------|------------|------------|-------------------|-----------------|------------|------------------|
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
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| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
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| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
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| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
| United States of America | EMERSOL | 71566822 | 24.08.1948 | 550944 | 20.11.1951 | 20.11.2011 | | 1 | Registered |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |
| [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | [REDACTED] | | [REDACTED] | [REDACTED] |

[REDACTED]