### CH \$40.00 7547057

### TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 ETAS ID: TM420341

Stylesheet Version v1.2

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	02/28/2017

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
BASF SE		02/28/2017	Societas Europae (Se): GERMANY

### **RECEIVING PARTY DATA**

Name:	Callery, LLC
Street Address:	1424 Mars-Evans City Road
City:	Evans City
State/Country:	PENNSYLVANIA
Postal Code:	16033
Entity Type:	Limited Liability Company: DELAWARE

### **PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Serial Number:	75470578	CALSELECT

### **CORRESPONDENCE DATA**

**Fax Number:** 3177133699

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.

**Phone:** 3177133500

**Email:** efstrademarks@taftlaw.com

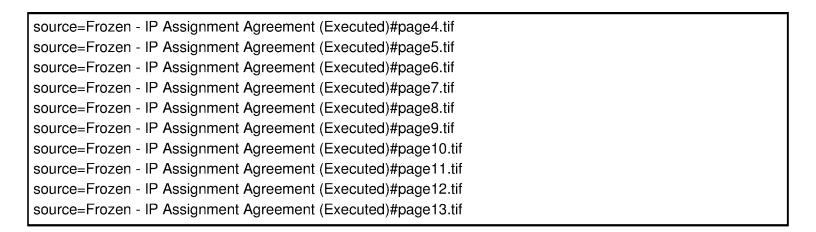
Correspondent Name: Amy Wright

Address Line 1: One Indiana Square, Suite 3500
Address Line 2: Taft Stettinius & Hollister LLP
Address Line 4: Indianapolis, INDIANA 46204

NAME OF SUBMITTER:	Amy Wright
SIGNATURE:	/Amy Wright/
DATE SIGNED:	03/20/2017

### **Total Attachments: 13**

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### INTELLECTUAL PROPERTY ASSIGNMENT AGREEMENT ("IPAA")

This Intellectual Property Assignment Agreement ("IPAA") dated as of <u>February 282017</u> is made by and between

BASF SE, 67056 Ludwigshafen, Germany

- hereinafter referred to as "ASSIGNOR" -

and

Callery, LLC, a Delaware limited liability company (formerly known as Alcobor Performance Materials, LLC)

- hereinafter referred to as "PURCHASER" -

where hereinafter ASSIGNOR and PURCHASER are jointly referred to as "PARTIES" and individually referred to as "PARTY", and capitalized terms used herein and not otherwise defined shall have the meanings set forth in Article I of the Asset Purchase Agreement ("APA") dated November 16, 2016 between ASSIGNOR's U.S. subsidiary, BASF Corporation ("Seller"), and PURCHASER,

### WITNESSETH:

WHEREAS, pursuant to the APA, Seller agreed to sell and PURCHASER agreed to purchase all assets used exclusively in the operation of Seller's business of the manufacture, development, marketing, sale and distribution of Specialty Alcoholates, Boranes and Alkali Metals for use in a variety of applications; and

WHEREAS, said agreed-upon sale and purchase includes the obligation of Seller and ASSIGNOR to sell, assign, transfer, convey and deliver, or cause to be sold, assigned, transferred, conveyed and delivered, to the PURCHASER, and the obligation of the PURCHASER to purchase and accept from the Seller or an Affiliate of the Seller, all right, title and interest in and to the Purchased Assets; and

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WHEREAS, the Purchased Assets include Proprietary Rights, which include, without limitation, the patents and patent applications and the trademark listed in Annex 1 to this IPAA ("Annex 1); and

WHEREAS, ASSIGNOR is owner of the full right, title and interest in and to the Proprietary Rights, which include, without limitation, the patents and patent applications and the trademark listed in Annex 1;

WHEREAS, pursuant to that certain Sale and Transfer Agreement between the Parties, ASSIGNOR agreed to sell the Proprietary Rights to PURCHASER with the transfer of such Proprietary Rights to be effective pursuant to this IPAA.

WHEREAS, ASSIGNOR desires to assign, transfer, convey and deliver ASSIGNOR's entire right, title and interest in and to the Proprietary Rights, which include, without limitation, the patents and patent applications and the trademark listed in Annex 1 to PURCHASER;

WHEREAS, PURCHASER desires to accept all of ASSIGNOR's right, title and interest in and to the Proprietary Rights, which include, without limitation, the patents and patent applications and the trademarks listed in Annex 1; and

NOW, THEREFORE, for the consideration stated in the APA, any ancillary documents attached as exhibits to the APA and for the foregoing premises and the mutual covenants, terms and conditions contained herein, the receipt and sufficiency of which are acknowledged, the PARTIES agree as follows:

1. ASSIGNOR hereby assigns, transfers, conveys and delivers to PURCHASER and its successors and assigns all of ASSIGNOR's right, title and interest in and to the (i) patents and patent applications listed in Annex 1 and all issuances, divisions, continuations, continuations-in-part, reissues, extensions, reexaminations, and renewals thereof, as applicable; (ii) the trademark registration in Annex 1 and issuances, extensions, and renewals thereof, together with the goodwill of the business connected with the use of, and symbolized by, the trademark in Annex 1; and (iii) all other rights of any kind whatsoever in the patents, patent applications and trademark in Annex 1 provided by applicable law of any jurisdiction, by Page 2 of 12

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international treaties and conventions, and otherwise throughout the world, including any and all royalties, fees, income, payments, and other proceeds now or hereafter due or payable with respect to any and all of the foregoing.

- ASSIGNOR hereby covenants that ASSIGNOR shall, at the cost and expense of PURCHASER, its successors and assigns, take all actions and execute all documents required to perfect the interest of PURCHASER, its successors and assigns, in and to the property assigned under this IPAA.
- 3. ASSIGNOR acknowledges and agrees that the assignment of the patents and patent applications and the trademark listed in Annex 1 shall also include and does include the assignment to PURCHASER, for PURCHASER's, its successors' and assigns' sole and exclusive benefit, use and enjoyment, of all of ASSIGNOR's rights to all claims and causes of action with respect to the patents and patent applications and the trademark listed in Annex 1, including the right to sue for and obtain damages, restitution, and injunctive and other equitable relief for past, present, and future infringement, dilution, misappropriation violation, or misuse, whether presently known or unknown.
- 4. ASSIGNOR hereby authorizes and requests the empowered officials of all governments to record in the relevant government records the fact that the patents and patent applications and the trademark listed in Annex 1 are hereby assigned by ASSIGNOR to PURCHASER and to issue any certificate of ownership in and to the patents and patent applications and the trademark listed in Annex 1 in the name of PURCHASER or such other entity as PURCHASER may direct.
- 5. This IPAA may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed one and the same agreement. A signed copy of this IPAA delivered by facsimile, e-mail, or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this IPAA.
- PURCHASER hereby acknowledges receipt of this assignment, for good and valuable consideration, of the patents and patent applications and the trademark listed in Annex
   1.

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7. This IPAA shall be governed and construed in accordance with the laws of Germany without recourse to its conflict of laws rules. Any and all disputes resulting from, concerning the validity of or arising in connection with this IPAA that cannot be settled by the PARTIES shall be submitted for final decision to a three-membered arbitral tribunal in accordance with the arbitration rules of the International Chamber of Commerce. Arbitration proceedings shall take place in Frankfurt/Main, Germany, and be held in the English language.

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IN WITNESS WHEREOF, the PARTIES hereto have caused this IPAA to be signed in duplicate by their duly authorized representatives.

BASF S	e a. Nai	CALLERY, LLC	
Ву:	pa Or Agn	By:	
Name:	ppa. Oliver Cullmann	Name:	
Title:	BASF SE Vice President Business Menagement Speciality Amines	Title:	
Date: :_		Date:	<del></del> -

Dr. Anke Jacobs Vice President Global Intellectual Property

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Name:

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Title:

Date:

IN WITNESS WHEREOF, the PARTIES hereto have caused this IPAA to be signed in duplicate by their duly authorized representatives.

REEL: 006013 FRAME: 0524

### **Patents**

Granted	03/23/1999	5886229			09/08/580	05/29/1998	US/National
Status	Issue Date	Patent No.	Publ. No.	Publ. Date	Appl. No.	Filing Date	Country/Type
	ydride Reagents	Method of Synthesis of Alkali Metal Trisubstituted Borohydride Reagents	Alkali Metal Tri	d of Synthesis of		PF0000055051/KHO	Patent Family:
Granted	04/11/2000	6048985	AMERICAN DESIGNATION OF THE PROPERTY OF THE PR		09/218914	12/22/1998	US/National
Status	Issue Date	Patent No.	Publ. No.	Publ. Date	Appl. No.	Filing Date	Country/Type
		**************************************		lex	Complex		•
Borane-Tetrahydrofuran Complex Method of Storing and Reacting Borane-Tetrahydrofuran	l Reacting Boran	iod of Storing and	ın Complex Metl	e-Tetrahydrofur		PF0000055050/KHO	Patent Family:
Issue date	08/11/2004	1274666				01/22/1001	IT/Euro-PCT
Issue date	08/11/2004	1274666				01/22/2001	IE/Euro-PCT
Issue date	08/11/2004	1274666				01/22/2001	GB/Euro-PCT
Issue date	08/11/2004	1274666				01/22/2001	FR/Euro-PCT
Issue date	08/11/2004	1274666			60104839.3-08	01/22/2001	DE/Euro-PCT
Issue date	08/11/2004	1274666				01/22/2001	CH/Euro-PCT
Granted	08/26/2003	6610894	010047116	11/29/2001	09/771230	04/20/2000	US/National
Granted	04/17/2001	6218585			09/553264	04/20/2000	US/National
Status	Issue Date	Patent No.	Publ. No.	Publ. Date	Appl. No.	Filing Date	Country/Type
	Reagents		ctivity in Reducti	Increasing Enantioselectivity in Reductions with Borane		PF0000055048/KHO	Patent Family:
Granted	04/24/2001	6221331	100 mm 101 1000 101100000111110000111111000111111		09/490982	05/25/1999	US/National
Granted	07/31/2001						
		6268537			09/318415	05/25/1999	US/National
Status	Issue Date	Patent No.	Publ. No.	Publ. Date	Appl. No.	Filing Date	Country/Type
			ide	Reactive Lithium Hydride	Reacti		
Reagents and Method of Synthesis of	Keagents and Me	Method of Synthesis of Lithium Substituted Borohydride I	Lithium Substitu	d of Synthesis of		PF0000055047/KHO	Patent Family:
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06/07/20	1903622				06/09/2006	GB/Euro-PCT
09/02/2009	1893627				06/09/2006	PL/Euro-PCT
09/02/2009	1893622			ć	06/09/2006	FR/Euro-PCT
09/02/2009	1893622			602006008940.6- 08	06/09/2006	DE/Euro-PCT
09/02/2009	1893622				06/09/2006	CZ/Euro-PCT
09/02/2009	1893622				06/09/2006	CH/Euro-PCT
12/28/2010	7858827	2008/200728	08/21/2008	11/917257	mal06/09/2006	Deposit  Deposit
06/15/2010	137641			200718280-1	sit mal06/09/2006	International Deposit SG/PCT, International06/09/2006
07/10/2011	2423369			08100166	o6/09/2006	International Deposit RU/PCT,
06/07/2013	1274808			08/7000227	06/09/2006	KR/PCT,
12/21/2012	5162454			08/516289	nal 06/09/2006	JP/PCT, International 06/09/2006
07/20/2015	267461			08/000175/CHEN	nal 06/09/2006	IN/PCT, International 06/09/2006
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07/30/2013	2610969			2610969	06/09/2006 sit	CA/PCT, International Deposit
09/08/2011	2006259086			2006259086	06/09/2006 sit	AU/PCT, International Deposit
10/21/2010	oranes 1332006	Process for synthesis of dialkoxyorganoboranes 7 04/01/2007	or synthesis of 04/01/2007	2106	<i>PF0000056753/KHO</i> 06/13/2006 951	Patent Family: TW/National

DK/Euro-PCT	Deposit AT/Euro-PCT BE/Euro-PCT CH/Euro-PCT CZ/Euro-PCT DE/Euro-PCT	Deposit Us/PCT, International 09/20/2007	International Deposit SG/PCT, International09/20/2007	International Deposit RU/PCT,	International Deposit NZ/PCT,	Deposit KR/PCT,	Deposit JP/PCT, International 09/20/2007	Deposit IN/PCT, International 09/20/2007	International Deposit IL/PCT, International 09/20/2007	International Deposit CN/PCT,	International Deposit CA/PCT,	AU/PCT,	TW/National	Patent Family:	IE/Euro-PCT	IT/Euro-PCT
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08	602007013781.0-	12/441928	200901579-3	09114762	575485	09/7006124	P 09/528730	09/002175/CHEN	197375	200780035035.7	2663677	2007298924	96135158	<u> </u>	MINIA MARIANTANA PARA PARA PARA PARA PARA PARA PARA P	
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Patent Family: PF0000070282/KHO Process	PF0000070282/KHO	TCHO Proce	Process for preparing triorgano borates with low alcohol	iorgano borates n	vith low alcohol cor	content	
Country/Type	Filing Date	\ppl. N	Publ. Date	Publ. No.	Patent No.	Issue Date	Status
US/PCT, International 12/2011 1	onal 02/16/2011	13/580445	12/13/2012	2012/316364	9000206	04/07/2015	Granted
Deposit	02/10/2011						

### **Trademarks**

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	Trademark Territory
	Script
	Class
date	Application
по	Application
n date	Registratio
no.	Registration
	Class Description

103295KR CALLERY	103293JP CALLERY	103291CN CALLERY		Trademark Mark Reference Name	CALSELEC T
Word	Word	Word	Word	Mark Type	United States of America
Korea, Republic of (KR)	Japan	China	Canada	Country	lattin
Registered (Eingetragen)	Registered (Eingetragen)	Registered (Eingetragen)	Registered (Eingetragen)	Status	001 04.2
40-2000- 0016429	5-124919	200004309 4	1050091	Application Number	04.20.1998
2000-04-	1993-12-	2000-04- 05	2000-03- 08	Filed Date	75470578
- <b>-</b> -				International Classes	08.03.1999
manufacture of industrial chemicals and pharmaceur 1 - Specialty chemicals pronamely compounds and catalysts containing alkali and/or boron for use in the	manufacture of industrial chemicals and pharmaceut  1 - Specialty chemicals pronamely compounds and catalysts containing alkali and and/or boron for use in the	1 - Specialty chemicals pronamely compounds and catalysts containing alkali and/or boron for use in the	1 - Specialty chemicals produ- namely compounds and catalysts containing alkali met and/or boron for use in the manufacture of industrial chemicals and pharmaceutica	Class Description	2266794
manufacture of industrial chemicals and pharmaceuticals:  1 - Specialty chemicals products, namely compounds and catalysts containing alkali metals and/or boron for use in the	manufacture of industrial chemicals and pharmaceuticals.  1 - Specialty chemicals products, namely compounds and catalysts containing alkali metals and/or boron for use in the	<ul><li>1 - Specialty chemicals products, namely compounds and catalysts containing alkali metals and/or boron for use in the</li></ul>	1 - Specialty chemicals products, namely compounds and catalysts containing alkali metals and/or boron for use in the manufacture of industrial chemicals and pharmaceuticals.	ion	Specialty chemical products, namely, reagents containing alkali metals and boron for use in the manufacture of industrial chemicals and pharmaceuticals.

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manufacture of industrial and/or boron for use in the 1 - Specialty chemicals products, namely compounds and catalysts containing alkali metals chemicals and pharmaceuticals.

chemicals and pharmaceuticals. manufacture of industrial

**TRADEMARK** REEL: 006013 FRAME: 0531

**RECORDED: 03/20/2017**