

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cosmoferm B.V.		09/07/2011	CORPORATION: NETHERLANDS
RECEIVING PARTY DATA			
Name:	Evonik Goldschmidt GmbH		
Street Address:	Goldschmidtstrasse 100		
City:	Essen		
State/Country:	GERMANY		
Postal Code:	45127		
Entity Type:	CORPORATION: GERMANY		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2224115	ERASE	
Registration Number:	2339680	GLUCARE	
CORRESPONDENCE DATA			
Fax Number:	(212)661-8002		
Phone:	(212) 661-8000		
Email:	info@lmiplaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Michael N. Mercanti , Lucas and Mercanti		
Address Line 1:	475 Park Avenue South		
Address Line 4:	New York, NEW YORK 10016		
ATTORNEY DOCKET NUMBER:	3525.1000		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			

OP \$65.00 2224115

Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Michael N. Mercanti

Signature:

/MNM/

Date:

03/20/2012

Total Attachments: 11

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Clarification Agreement

to

Share Sale and Purchase Agreement

by and between Gist-Brocades Holding B.V. and Metallwerk GmbH as of May 31st, 1999

This Clarification Agreement (hereinafter referred to as "Agreement") is entered into by and between:

Gist-Brocades Holding B.V.

Het Overloon 1
6411TE Heerlen
The Netherlands

- hereinafter referred to as "GB" -

and

Evonik Goldschmidt GmbH

- the legal successor of Metallwerk GmbH -
Goldschmidtsirasse 100
45127 Essen
Federal Republic of Germany

- hereinafter referred to as „EVONIK“ -

- GB and EVONIK hereinafter also referred to as PARTY or jointly as PARTIES -

Preamble

Gist-Brocades Holding B.V. and Metallwerk GmbH entered into a Share Sales and Purchase Agreement as of May 31st, 1999 (hereinafter referred to as "SSPA") regarding all shares of Cosmoferm B.V. as registered in commercial register/ Kamer van Koophandel Dossiernummer 27233752. Part of this business were – amongst others – several patent families and

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trademarks (hereinafter jointly referred to as "IP-Rights"). Based on Art. 4 of this SSPA, Th. Goldschmidt AG became the owner of the aforementioned patents.

EVONIK is the legal successor of Metallwerk GmbH and Th. Goldschmidt AG. With effective date August 8th, 2004 Metallwerk GmbH merged into Th. Goldschmidt AG. With effective date July 15th, 1999 Th. Goldschmidt AG converted into Goldschmidt GmbH and is now named Evonik Goldschmidt GmbH. The aforementioned corporate actions are detailed in Annex 1 to this Agreement. Now, Cosmoferm B.V. is a direct 100% affiliate of EVONIK.

EVONIK wishes to adapt the registration status of the IP-Rights according to the legal ownership which has been reached by the SSPA. Since the wording of the SSPA is unclear in some parts, the PARTIES wish to clarify the details of such business by this Agreement.

THIS BEING PREMISED, THE PARTIES AGREE AS FOLLOWS:

Article 1 – Definitions

Capitalized terms in this Agreement which are not defined herein shall have the meaning as defined in the SSPA.

Article 2 – Patents

- 2.1 On the basis of Art. 4.1 of the SSPA, Gist-Brocades Holding B.V. instructed its affiliates, DSM B.V. and Gist-Brocades B.V. to assign any of their right, title and interest under the Patents to Th. Goldschmidt AG. The definition of "Patents" in Art. 1.17 of the SSPA referred to a Schedule 1.17 which contained no patent but only trademarks.
- 2.2 The PARTIES hereby clarify that such Schedule 1.17 should have shown the content as listed in Annex 2 to this Agreement.
- 2.3 For avoidance of doubt, the PARTIES hereby clarify that Th. Goldschmidt AG, which has been converted into EVONIK later on, became the sole legal owner in and to the Patents as listed in Annex 2 as of the effective date of the SSPA.

Article 3 – Trademarks

- 3.1 On the basis of Art. 2 of the SSPA Gist-Brocades Holding B.V. sold the complete Business of Cosmoferm B.V. to Metallwerk GmbH. In Art. 1.4 of the SSPA "Business" is defined as the business of Cosmoferm B.V., being the manufacture, marketing, distribution and sale of Products as listed in Schedule 1.19. The Products have been labelled with the Trademarks as listed in Schedule 1.17 (hereinafter referred to as "Trademarks").
- 3.2 The PARTIES hereby clarify that such Trademarks were part of the Business which has been sold to Metallwerk GmbH under the SSPA. For convenience only, the list of Trademarks is attached hereto as Annex 3.
- 3.3 For avoidance of doubt, the PARTIES hereby clarify that Metallwerk GmbH, which has been merged into EVONIK later on, became the sole legal owner in and to the Trademarks as listed in Annex 3 as of the effective date of the SSPA.

Article 4 – No additional business

This Agreement serves clarification purposes only and does not contain any new business relationship other than the SSPA or creates further obligations for any of the PARTIES.

Article 5 – Miscellaneous

- 5.1 This Agreement sets forth the entire understanding between the PARTIES hereto with respect to the matters contemplated hereby; no other clarifications than expressly mentioned herein are agreed.
- 5.2 If any provision of this Agreement is determined by any court or administrative tribunal of competent jurisdiction to be invalid or unenforceable, the PARTIES shall negotiate in good faith a replacement provision that is commercially equivalent, to the maximum extent permitted by applicable law, to such invalid or unenforceable provision. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of the other provisions of this Agreement.

5.3 This Agreement shall be construed under and be governed by the laws of The Netherlands. Exclusive place of jurisdiction shall be The Hague.

Essen, September 7, 2011

Place Date

Place Date

Evonik Goldschmidt GmbH

Gist-Brocades Holding B.V.

By: [Signature]
Name: Dr. Arne Lang
Title: Head of patent department

By: [Signature]
Name: Edith Craatsborn
Title: Director

By: [Signature]
Name: Andrea Wessels
Title: Senior Legal Counsel

By: [Signature]
Name: R.W. van Laan
Title: Chief Innovation Officer

Annexes:

Annex 1: Notary Statement referring to the merge of Metallwerk GmbH into Th. Goldschmidt AG and the conversion of Th. Goldschmidt AG into EVONIK

Annex 2: List of Patents

Annex 3: List of Trademarks

Annex 1

KÜMMERLEIN
RECHTSANWÄLTE & NOTARE

Kümmmerlein Rechtsanwälte & Notare | Postfach 10 21 53 | 45021 Essen

Dr. Peter Ising Notar s.D.
Frank-J. Scheuten Notar
Heinz Hahn Notar
Michael Schacke
Dr. Eike van Arnhem LL.M., Notarin
Dr. Martin Möbke
Dr. Bettina Kelenburg Notarin
Dr. Ulrich Irriger Notar
Holger Fahl
Dr. Friedrich Grote Notar
Diana Bock
Dr. Joachim Gores Notar
Abrecht von Loewenich
Dr. Kay Diedrich

Dr. Torsten Uhlig
Christian Althaus
Dr. Christian Löhr Notar
Dr. Markus Schewe
Dr. Stefan Wiesendahl
Alexander O'Connolly LL.M.
Jens Nebel LL.M.
Johannes Dilling LL.M.
Dr. Philipp Koch LL.M.
Gunnar Wilmerten
Dr. Michael Neupert
Boris Waldheim
Petra Rasing
Dr. Guido Perkams LL.M.

Prof. Dr. Wolfgang Straßburg Of Counsel

kelwblBNotO Metallwerk GmbH - Goldschmidt AG Verschm engl.doc

Certificate pursuant to sec. 21 para. 1 No. 2 BNotO

Based on today's examination of the commercial register of companies in Essen (local court) HRB 817 for the company Goldschmidt AG with its registered seat at Goldschmidtstraße 100, 45127 Essen, Germany, I hereby certify that the company Metallwerk GmbH, Essen, Germany, formerly registered in the commercial register in Essen (local court) under HRB 1599, has been in total merged with the company Goldschmidt AG, Essen, Germany, thus transferring its entire assets to the Goldschmidt AG. The merger was entered into the commercial register on September 14th, 2004.

Essen, 5. August 2011



(Signature)
Dr. Irriger
Notary

Kümmmerlein Simon & Partner
Rechtsanwälte
Messelallee 2
45131 Essen
Tel.: +49 (0)201-1756-600
Fax: +49 (0)201-1756-658

info@kueimmerlein.de
www.kueimmerlein.de
Partnerschaftsgesellschaft
Sitz: Essen
PR 4 AG Essen
UStId.Nr.: DE 119808588

National Bank AG, Essen
Kto.-Nr.: 1 551 221
BLZ: 360 200 30
IBAN:
DE2436020030001551221
BIC: NBAAGDE5E

Deutsche Bank AG, Essen
Kto.-Nr.: 1 802 800
BLZ: 360 700 50
IBAN:
DE31360700500180280003
BIC: DEUTDE33XXX

Sparkasse Essen
Kto.-Nr.: 0 283 630
BLZ: 360 501 05
IBAN:
DE84360501050000283630
BIC: SPESDE33XXX

TRADEMARK

REEL: 004739 FRAME: 0830

Amtsgericht Essen
[Essen Local Court]

Amtsgericht Essen, D-45116 Essen	Office building and address for delivery: Zweigertstrasse 52 D-45130 Essen
Evonik Goldschmidt GmbH Goldschmidtstraße 100 D-45127 Essen	Telephone: +49 (0)201 803-0 Direct dial: +49 (0)201 803-2106 Telefax: +49 (0)201 803-2910/-2751 Desk officer: Friederizi Date: 16.11.2007 File no.: HRB 18271 (please quote in your reply) Public opening hours: 8.30 a.m. 1.00 p.m. Public transport: Tram line 106 to Landgericht [District Court] Tram line 101, 107 and underground line 11 to Rüttenscheider Stern Internet: www.ag-essen.nrw.de

In the companies register matter concerning Goldschmidt GmbH
re.: Legal Department S-LI-LE/dr.ie/fr

Certification

To whom it may concern

On the basis of the resolution adopted by the Shareholders' Meeting on 15 July 1999, the firm of Th. Goldschmidt Aktiengesellschaft [a public limited company] (registered at Essen Local Court, no. HRB 817) has changed its name to

Goldschmidt AG.
[a public limited company]

The change of name was registered on 28 July 1999.

The firm of

Goldschmidt GmbH
[a private limited company]

was created by changing the legal form of Goldschmidt AG (Essen District Court, no. HRB 817) pursuant to the resolution of the Shareholders' Meeting held on 20 December, 2004.

The change of legal form was registered on 10 January 2005.

The Shareholders' Meeting on 12 September 2007 resolved to change the name of the company.

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This resulted in the firm of.

EVONIK Goldschmidt GmbH.

This change of name was registered on 19 September 2007.

Grigo
[illegible signature]
Judicial Employee
as Clerk of Court at the Court Office

[Round stamp of the Local Court in Essen, Germany]

Certification by translator

I, Timothy B. Spence, a qualified translator, certify that I am fluent in the English and German languages, and that the above document is a true, correct and complete English translation of the certificate from the Local Court in Essen, a copy of which is attached hereto.

14 January 2008

Timothy B. Spence

(Sworn Interpreter and Translator at the Regional Court in Verden, Germany.)
Reg. No.: 801013-1



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19. NOV. 2007

Amtsgericht Essen

Amtsgericht Essen 45116 Essen

Evonik Goldschmidt GmbH
Goldschmidtstraße 100
45127 Essen

Dienstgebäude und Lieferanschrift:
Zweigerstraße 52
45130 Essen

Telefon 0201 803-0
Durchwahl 0201 803-2108
Telefax 0201 803-2910/-2751
BearbeiterIn: Friederitz

Datum: 15.11.2007
Aktzeichen:
HRB 18274
(bei Antwort bitte angeben)

Sprechzeiten:
vormittags von 8.30 Uhr - 13.00 Uhr

öffentliche Verkehrsmittel:
Straßenbahn Linie 106 bis Landgericht
Straßenbahn Linie 101, 107, U-Bahn Linie
11 bis Rüttenscheider Stern

Internet: www.ag-essen.nrw.de

In der Registersache Goldschmidt GmbH
zu: Rechtsabteilung S-LI-LE/dr.le/fr

Bescheinigung

Die Th. Goldschmidt Aktiengesellschaft (Amtsgericht Essen, HRB 817) hat auf Grund des Beschlusses der Hauptversammlung vom 15. Juli 1999 die Firma geändert in

Goldschmidt AG.

Die Eintragung erfolgte am 28. Juli 1999.

Durch Umwandlung im Wege des Formwechsels der Goldschmidt AG (Amtsgericht Essen, HRB 817) nach Maßgabe des Beschlusses der Hauptversammlung vom 20. Dezember 2004, entstand die

Goldschmidt GmbH.

Die Eintragung erfolgte am 10. Januar 2005.

Die Gesellschafterversammlung hat am 12.09.2007 beschlossen, die Firma zu ändern.

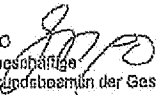
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Hierdurch entstand die

EVONIK Goldschmidt GmbH.

Die Eintragung erfolgte am 19.09.2007.

Grigo 
Juwelzugschäftige
als Urkundsherrin der Geschäftsstelle





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Annex 3: List of trademarks

internal reference	trademark	country	application date	registration no.	registration date
1993W65002 BX	COSMOFERM	BX	26.10.1993	539 762	01.07.1997
1993W65002 GB	COSMOFERM	GB	19.06.1995	2 024 389	19.06.1995
1993W65002 SE	COSMOFERM	SE	22.06.1995	310 094	15.03.1996
1993W65002WO	COSMOFERM		22.06.1995	638 975	22.06.1995
1993W65002WOAT	COSMOFERM	AT	22.06.1995	638 975	16.08.1995
1993W65002WOCH	COSMOFERM	CH	22.06.1995	638 975	16.08.1995
1993W65002WOCN	COSMOFERM	CN	22.06.1995	638 975	16.08.1995
1993W65002WOCZ	COSMOFERM	CZ	22.06.1995	638 975	16.08.1995
1993W65002WODE	COSMOFERM	DE	22.06.1995	638 975	16.08.1995
1993W65002WOES	COSMOFERM	ES	22.06.1995	638 975	16.08.1995
1993W65002WOFR	COSMOFERM	FR	22.06.1995	638 975	16.08.1995
1993W65002WOIT	COSMOFERM	IT	22.06.1995	638 975	16.08.1995
1993W65002WOJP	COSMOFERM	JP	22.06.1995	638 975	22.06.1995
1993W65002WOPL	COSMOFERM	PL	22.06.1995	638 975	16.08.1995
1993W65002WOPT	COSMOFERM	PT	22.06.1995	638 975	16.08.1995
1993W65002WORU	COSMOFERM	RU	22.06.1995	638 975	16.08.1995
1993W65002WOSK	COSMOFERM	SK	22.06.1995	638 975	16.08.1995
1995W65003 US	ERASE	US	09.12.1997	2,224,115	16.02.1999
1997W65001 BX	GluCare	BX	09.04.1997	603 686	02.09.1997
1997W65001 JP	GluCare	JP	30.10.1997	4235213	29.01.1999
1997W65001 US	GluCare	US	29.12.1997	2339680	11.04.2000
1997W65001WO	GluCare		18.09.1997	681600	20.11.1997
1997W65001WOAT	GluCare	AT	18.09.1997	681600	20.11.1997
1997W65001WOCH	GluCare	CH	18.09.1997	681600	20.11.1997
1997W65001WODE	GluCare	DE	18.09.1997	681600	20.11.1997
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1997W65001WOFR	GluCare	FR	18.09.1997	681600	20.11.1997
1997W65001WOIT	GluCare	IT	18.09.1997	681600	20.11.1997
1997W65001WOPT	GluCare	PT	18.09.1997	681600	20.11.1997
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1998W65003 BX	PHYTOSPHINGOSINE	BX	18.11.1998	644100	02.08.1999
1998W65004 BX	SYMBIETTE	BX	20.10.1998	635139	02.03.1999
1996W65002 BX	COSMOCAIR	BX	10.09.1996	598151	10.09.1996
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1996W65002 JP	COSMOCAIR	JP	20.02.1998	4309474	27.08.1999
1996W65002 US	COSMOCAIR	US	21.01.1998	2 303 442	28.12.1999
1996W65002WO	COSMOCAIR		10.09.1996	672 221	06.03.1997
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1996W65003WOES	ERASE	ES	09.10.1996	663 683	12.12.1996
1996W65003WOFR	ERASE	FR	09.10.1996	663 683	12.12.1996
1996W65003WOIT	ERASE	IT	09.10.1996	663 683	12.12.1996
1996W65004 BX	ACTIVATED ENZYME SYST	BX	01.08.1996	591646	03.02.1997
1997W65002 BX	BioMembrains	BX	28.11.1997	620546	01.07.1998
1998W65004WO	SYMBIETTE		19.04.1999	713 793	08.07.1999
1998W65004WOCH	SYMBIETTE	CH	19.04.1999	713 793	08.07.1999
1998W65004WODE	SYMBIETTE	DE	19.04.1999	713 793	08.07.1999
1998W65004WOFR	SYMBIETTE	FR	19.04.1999	713 793	08.07.1999
1998W65004WOGB	SYMBIETTE	GB	19.04.1999	713 793	08.07.1999
1998W65004WOIT	SYMBIETTE	IT	19.04.1999	713 793	08.07.1999
1998W65004WOJE	SYMBIETTE	JE	19.04.1999	713 793	08.07.1999
1998W65004WORU	SYMBIETTE	RU	19.04.1999	713 793	08.07.1999
1998W65005 BX	DOPPIO	BX	20.10.1998	635138	02.03.1999



Please note our address for correspondence:

Evonik Industries AG
CI-IPM-PAT
Bau 1042/PB 15
Paul-Baumann-Straße 1
45764 Marl
GERMANY

If you have any questions, please do not hesitate to contact us.

Kind regards,

Evonik Industries AG *RE*

i. A. Becker

i. A. Becker

i. A. Stiller

i. A. Stiller