

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM427456

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VJS Investments Limited		10/23/2016	Limited Company: UNITED ARAB EMIRATES
RECEIVING PARTY DATA			
Name:	UPL Limited		
Street Address:	Suite 925A		
City:	Europort		
State/Country:	GIBRALTAR		
Entity Type:	Limited Company: GIBRALTAR		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3245528	QUENCH	
Registration Number:	3140352	ZEBA	
Registration Number:	3140319	ZEBA	
Registration Number:	3764159	REON	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	d.levine@pattimalvonelg.com		
Correspondent Name:	Daniel M. Levine		
Address Line 1:	1 N. LaSalle St., 44th Floor		
Address Line 4:	Chicago, ILLINOIS 60602		
NAME OF SUBMITTER:	Daniel M Levine		
SIGNATURE:	/dml/		
DATE SIGNED:	05/15/2017		
Total Attachments: 6			
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INTELLECTUAL PROPERTY PURCHASE AGREEMENT

This INTELLECTUAL PROPERTY PURCHASE AGREEMENT (this “Agreement”) is made and entered into as of 23rd day of November 2016 (the “Effective Date”), by and between **VJS Investments Limited**, a company established in United Arab Emirates, having its registered office at 104, Plot No. 358-615, Al Quoz 3, P.O. Box 17879, Dubai UAE (“Seller”) and **UPL Limited** (formerly known as Uniphos Limited), a company incorporated in Gibraltar and having its office at Suite 10, Watergardens 5, Waterport Road, Gibraltar (“Purchaser”). Seller and Purchaser are sometimes herein referred to collectively as the “Parties” and individually as a “Party.”

WHEREAS, Seller has acquired the Intellectual Property (as defined below) from United Phosphorus Limited, a company incorporated in England, pursuant to Intellectual Property Purchase Agreement dated May 5, 2014;

WHEREAS, Purchaser and the Seller has been in discussion for purchase of the Intellectual Property relating to the Product (as defined below);

WHEREAS Purchaser desires to purchase and acquire from Seller the Intellectual Property, and Seller desires to sell, transfer and assign to Purchaser all such Intellectual Property, in each case on the terms and subject to the conditions set forth herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements hereinafter contained, the Parties hereby agree as follows:

1. DEFINITIONS

- 1.1. For purposes of this Agreement, the following terms shall have the meanings specified or referred to in this Section 1. Unless the context otherwise requires, such terms shall be equally applicable to both the singular and plural forms.
- 1.2. “Intellectual Property” means all intellectual property rights over which Seller has right/ title/ interest or is used by Seller in relation to the product (starch based superabsorbent) including the following: (a) all patents (including registered or pending registration) listed in Exhibit A hereto (collectively, the “Patent”); (b) all trademarks listed (including registered or pending registration) in Exhibit B hereto (collectively, “Marks”), and (c) all Intellectual Property Documents.
- 1.3. “Intellectual Property Documents” means all documents and things, in any written or electronically recorded form, to the extent in the possession, custody, or control of Seller and can be located, reasonably related to the Intellectual Property or reasonably necessary and required to enable Purchaser to prosecute the application for any Intellectual Property. Such documents and things shall include, without limitation, information relating to the conception and/or reduction to practice of any Intellectual Property, laboratory notebooks, patent prosecution (docket) files, inventor assignments, and invention disclosures.
- 1.4. “Liens” means any consensual or non-consensual lien, encumbrance, pledge, mortgage, deed of trust, security interest, lease, charge, option, right of first refusal, easement,

EXHIBIT D

TRADEMARK ASSIGNMENT

WHEREAS, VJS Investments Limited ("Seller"), is the sole and exclusive owner of certain trademarks and/or trademark applications listed in Schedule A annexed hereto (collectively referred to as the "Trademarks"); and

WHEREAS UPL LIMITED ("Purchaser") is desirous of acquiring the entire right, title and interest in, to and under the said Trademarks.

Now, Therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, Seller does hereby sell, assign, transfer and set over to Purchaser, Seller's entire worldwide rights, title, and interest in and to the Trademarks, and any and all worldwide trademarks, service marks, trade names, service names, brand names, certification marks, trade dress rights, logos, slogans, design rights, design patents, Internet domain names and corporate names and general intangibles of a like nature, together with the goodwill associated with any of the foregoing, together with any translations, adaptations, derivations and combinations thereof, and all applications, registrations and renewals thereof, the same to be held and enjoyed by Purchaser for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, to the end of the term or terms for which said Trademarks are or may be applied, registered or renewed as fully and entirely as the same would have been held and enjoyed by Seller, if this assignment and sale had not been made; together with all claims for damages by reason of past, current, and future infringement under said Trademarks, with the right to sue for, and collect the same for its own use and behalf, and for the use and behalf of its successors, assigns or other legal representatives.

And, Seller, hereby authorizes and requests the Commissioner of Patents and Trademarks to issue any and all Trademarks to Purchaser as assignee of the entire interest.

IN WITNESS WHEREOF, the undersigned parties have executed this Agreement as of the Effective Date set forth above.

UPL LIMITED

By: [Signature]

Name: GORDAN LESLORS

Title: Director

VJS INVESTMENTS LIMITED

By: [Signature]

Name: MANOJ K. GUPTA

Title: _____

SCHEDULE A
TRADEMARKS

Trade mark	Trade mark	Country	Appl. No.	Filing Date	Reg. No.	Reg. Date	Owner Name	Goods	Next Renewal Date
ZEBA	Registered	Argentina	2769069	8/29/2007	2246601	9/4/2008	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; soil amendment; rooting gels; and root coatings	9/4/2018
ZEBA	Renewed	Australia	1037918	1/17/2005	1037918	1/17/2005	United Phosphorus, Limited	Class : 01 Int. Seed coatings, soil amendments, root gels and coatings	1/17/2025
ZEBA	Registered	Brazil	828776199	10/5/2006	828776199	8/4/2009	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; soil amendments; rooting gels; and root coatings	8/4/2019
ZEBA and Design	Registered	Brazil	828776202	10/5/2006	828776202	8/4/2009	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; soil amendments; rooting gels; and root coatings	8/4/2019
ZEBA	Registered	Canada	1289461	2/10/2006	TM A685841	4/12/2007	United Phosphorus, Limited	Class : 01 Int. Seed coatings; soil amendments; rooting gels; and root coatings	4/12/2022
ZEBA and Design	Registered	Canada	1289462	2/10/2006	TM A685840	4/12/2007	United Phosphorus, Limited	Class : 01 Int. Seed coatings; soil amendments; rooting gels; and root coatings	4/12/2022
ZEBA	Registered	China (People's Republic)	4522184	3/3/2005	4522184	5/28/2008	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; soil amendments; root gels and coatings	5/27/2018
ATI AQUAZORB	Registered	China (People's Republic)	3924692	2/24/2004	3924692	7/28/2006	Absorbent Technologies, Inc.	Class : 01 Int. Soil conditioning chemicals	7/27/2016

Trade mark	Trade mark	Country	Appl. No.	Filing Date	Reg. No.	Reg. Date	Owner Name	Goods	Next Renewal Date
		Republic)							
GREEN	Registered	China (People's Republic)	4598938	4/12/2005	4598938	8/28/2008	Absorbent Technologies, Inc.	Class : 01 Int. Coatings used to hold moisture in contact with seeds, soil amendments; gels and coatings used to hold moisture in contact with roots	8/27/2018
ZEBA	Renewed	European Community	4240156	1/14/2005	4240156	1/11/2006	United Phosphorus, Limited	Class : 01 Int. Seed coatings; soil amendments; root gels and coatings	1/14/2025
ZEBA	Registered	Japan	98732006	2/7/2006	5017435	1/12/2007	Absorbent Technologies, Inc.	Class : 01 Int. Soil conditioners, and other plant growth regulating preparations; fertilizers	1/12/2017
ZEBA and Design	Registered	Japan	98742006	2/7/2006	5017436	1/12/2007	Absorbent Technologies, Inc.	Class : 01 Int. Soil conditioners, and other plant growth regulating preparations; fertilizers	1/12/2017
ZEBA (Korean Characters)	Registered	Korea, Republic of	200528184	6/17/2005	400664869	6/2/2006	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; root gels and coatings; soil amendments	6/2/2016
ZEBA	Registered	Korea, Republic of	20051851	1/14/2005	400698498	2/14/2007	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; root gels and coatings	2/14/2017
ZEBA	Registered	Mexico	697025	1/14/2005	916626	1/25/2006	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; soil improving substances, gels and coatings roots	1/14/2015

Trade mark	Trade mark	Country	Appl. No.	Filing Date	Reg. No.	Reg. Date	Owner Name	Goods	Next Renewal Date
ZEBA (Stylized)	Registered	New Zealand	731 655	6/24/2005	7316 55	1/14/2006	United Phosphorus, Limited	Class : 01 Int. Seed coatings; soil amendments; root gels and coatings	1/14/2025
ZEBA	Registered	New Zealand	731 626	6/23/2005	7316 26	1/5/2006	United Phosphorus, Limited	Class : 01 Int. Seed coatings; soil amendment; root gels and coatings	12/22/2024
ZEBA and Design	Registered	New Zealand	731 657	6/24/2005	7316 57	1/14/2005	United Phosphorus, Limited	Class : 01 Int. Seed coatings; soil amendments; root gels and coatings	1/14/2025
ZEBA	Registered	Russian Federation	200 873 131 0	9/30/2008	4113 24	6/18/2010	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; soil amendments; rooting gels; and root coatings	9/30/2018
ZEBA	Registered	South Africa	200 524 803	11/18/2005	2005 2480 3	4/21/2009	United Phosphorus, Limited	Class : 01 Int. Chemicals used in agriculture, horticulture and forestry; seed coatings; soil amendments; rooting gels; and root coatings	11/18/2015
ZEBA and Design	Registered	South Africa	200 524 804	11/18/2005	2005 2480 4	8/17/2010	United Phosphorus, Limited	Class : 01 Int. Chemicals used in agriculture, horticulture and forestry; seed coatings; soil amendments; rooting gels; and root coatings	11/18/2015
ZEBA	Registered	Ukraine	M2 008 178 83	9/30/2008	1177 98	1/25/2010	Absorbent Technologies, Inc.	Class : 01 Int. Seed coatings; soil amendment; rooting gels; and root coatings	9/30/2018
www.absorbenttech.com	Domain Reg	United States of America							

Trade mark	Trade mark	Country	Appl. No.	Filing Date	Reg. No.	Reg. Date	Owner Name	Goods	Next Renewal Date
www.zeba.xyz	Domain Reg	United States of America							
REON	Registered	United States of America	77/488206	6/1/2008	3764159	3/23/2010	United Phosphorus, Limited	Class : 01 Int. Superabsorbent polymer additives in the form of liquids, powders and granules	3/23/2020
ZEBA and Design	Registered	United States of America	78/547644	1/14/2005	3140352	9/5/2006	United Phosphorus, Limited	Class : 01 Int. Seed coatings; soil amendments; rooting gels; and root coatings	9/5/2016
QUENCH	Registered	United States of America	78/700343	8/25/2005	3245528	5/22/2007	United Phosphorus, Limited	Class : 01 Int. Seed coatings, root coatings and rooting gels for the retention of moisture; soil amendments	5/22/2017
ZEBA	Registered	United States of America	78/537386	12/22/2004	3140319	9/5/2006	United Phosphorus, Limited	Class : 01 Int. Seed coatings; soil amendments; rooting gels; and root coatings	9/5/2016
ZEBA	Registered	Uruguay	384094	8/24/2007	384094	8/5/2008	Absorbent Technologies, Inc.	Class : 01 Int. Seed coating; soil amendments; rooting gels; and root coatings	8/5/2018