

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM551754

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BASF Catalysts LLC		03/01/2007	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BASF Corporation		
<b>Street Address:</b>	100 Park Avenue		
<b>City:</b>	Florham Park		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07932		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	0581538	AURASPERSE	
<b>Registration Number:</b>	0993545	AURASPERSE	
<b>Registration Number:</b>	0808350	MEARLIN	
<b>Registration Number:</b>	0729625	MEARLITE	
<b>Registration Number:</b>	2992807	RIGHTFIT	
<b>Registration Number:</b>	3752085	TIMICA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2129537201		
<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>			
<b>Phone:</b>	212.415.9200		
<b>Email:</b>	ny.trademark@dorsey.com		
<b>Correspondent Name:</b>	Sarah M. Robertson		
<b>Address Line 1:</b>	Dorsey & Whitney LLP		
<b>Address Line 2:</b>	51 West 52nd Street		
<b>Address Line 4:</b>	New York, NEW YORK 10019-6119		
<b>ATTORNEY DOCKET NUMBER:</b>	475405-00444		
<b>NAME OF SUBMITTER:</b>	Sarah M. Robertson		
<b>SIGNATURE:</b>	/smr/		

OP \$165.00 0581538

**DATE SIGNED:**

12/03/2019

**Total Attachments: 11**

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## BILL OF SALE AND ASSIGNMENT

THIS BILL OF SALE AND ASSIGNMENT (this "Bill of Sale") is made and entered into as of this 1<sup>st</sup> day of March, 2007 (the "Effective Date") by BASF Catalysts LLC, a Delaware limited liability company (the "Seller") and BASF Corporation, a Delaware corporation (the "Purchaser"). Capitalized terms not defined herein shall have the meanings assigned to each term in Exhibit A attached hereto.

For good and valuable consideration, the receipt, adequacy and legal sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Sale and Transfer of the Businesses and Assets. Seller hereby sells, transfers, assigns, conveys, grants and delivers, and shall cause its subsidiaries to transfer, assign, convey, grant and deliver, to Purchaser, its successors and assigns forever effective as of the Effective Date, the Businesses, as well as all of Seller's and Seller's subsidiaries' right, title and interest and good and valid title in and to the Assets.

2. Assumption of Liabilities. The Purchaser shall assume and agree to pay, perform and discharge as and when due, each and all of the liabilities and obligations incurred by or resulting from the Businesses or the Assets after the Effective Date, including the performance of all liabilities and obligations under the Contracts (the "Assumed Liabilities"). The Assumed Liabilities shall not include liabilities and obligations incurred by or resulting from the Businesses or the Assets on or prior to the Effective Date, nor accounts payable relating to the Businesses or the Assets outstanding on the Effective Date.

3. Purchase Price.

a. Estimated Purchase Price.

*redacted*

b. Final Purchase Price. Within thirty (30) days after the Effective Date, the Seller shall prepare or cause to be prepared and shall provide to the Purchaser a written statement setting forth the Final Purchase Price, which shall reflect the actual value of the inventory as of the Effective Date, determined in accordance with the methodology set forth in Schedule 3. If the Final Purchase Price is greater than the Estimated Purchase Price, the Purchaser shall pay the difference to the Seller. If the Final Purchase Price is less than the Estimated Purchase Price, the Purchaser shall refund the difference to the Seller.



## EXHIBIT A

1. Definition of the Businesses. The "Businesses" as used herein shall mean the development, manufacture, distribution (including the global distribution network) and sale of effects pigments and effect films, as well as the mining of mica, and any and all activities related or incidental thereto as currently conducted by the Seller at facilities in Peekskill, New York, Ossining, New York, Buchanan, New York, Briarcliff Manor, New York, Hartwell, Georgia, and North Charleston, South Carolina owned by the Seller or any of Seller's subsidiaries (the "Facilities"). The Businesses shall not include those activities conducted by the Seller at the Seller's Louisville, Kentucky, Sylmar, California, or Quincy, Florida facilities.

2. Assets to be Transferred. all of the assets and properties of every kind and character, tangible or intangible, real, personal or mixed, which are used in or are currently required to operate the Businesses as they are now being conducted at the Facilities (collectively, the "Assets"). In furtherance of the foregoing, the Assets shall include, without limitation, assets, properties and business listed below in subparagraphs (a) -- (d). It is the intent that all rights to any of the Assets owned by the Seller or any of its subsidiaries be transferred to the Purchaser to the extent possible:

- (a) All of the real property and interests in real property, including any right to extract or otherwise acquire minerals or other natural resources of any kind, owned by the Seller or any of its subsidiaries of the Seller or any of its subsidiaries (whether leased or owned) and relating to the Facilities (collectively, the "Real Property"), and all easements and uses which benefit the Real Property. The Real Property shall include, without limitation, all right, title and interest under the leases, subleases, licenses and other agreements under which the Seller or any of its subsidiaries uses or occupies or has the right to use or occupy the Real Property, now or in the future, any right to the possession, use, occupancy or enjoyment of the Real Property or any portion thereof; the land and the plants, buildings, structures, fixtures and improvements and construction in progress presently thereon or additions thereto;
- (b) All accounts receivable and notes receivable (trade or otherwise) of the Businesses and outstanding at the Closing Date;
- (c) All inventories of the Seller intended for use or sale in the Businesses, including, without limitation, all raw materials, supplies, work in progress, labeling and packaging, finished goods and products ordered and held for shipment, on consignment or in transit and other finished goods and products;
- (d) All machinery, equipment, computers, computer software, furniture and fixtures, office equipment, vehicles, returnable containers, tools, parts and construction in progress of the Seller and used in or currently required to operate the Businesses (collectively, the "Fixed Assets") including, without limitation, all such items of the types listed on *Schedule (d)* hereto;

- (e) All trade secrets, proprietary information, inventions, methods, designs, processes, manufacturing methods, procedures and formulae owned or licensed by the Seller and relating directly to the Businesses, and any and all improvements thereon, refinements thereof or know-how relating thereto, in each case whether or not patent or able to be patented or registered or able to be registered with any governmental authorities (the "Intellectual Property"), including but not limited to the Intellectual Property listed on *Schedules (e)(i) and (e)(ii)* attached hereto;
- (f) All rights of the Seller under or pursuant to all warranties, representations and guarantees made by third party suppliers in connection with products or services furnished to the Seller or affecting the Real Property or the Fixed Assets, in each case, which are used in the Businesses;
- (g) All right, title and interest in, to or under all contracts, agreements, leases, licenses, commitments and understandings of the Seller which relate directly to the Businesses (the "Contracts");
- (h) All licenses and permits of the Seller or any of its subsidiaries, including but not limited to environmental or other permits required in connection with the operation of the Businesses, the Fixed Assets or the Real Property; and
- (i) All of the Seller's records, files and papers, including but not limited to drawings, engineering information, computer programs, manuals and data, catalogues, quotations, sales and advertising materials, sales and purchase correspondence, trade association memberships, research and development records, lists of present and former customers and suppliers, customer credit information, books of account, and financial records which relate to the Businesses.

Schedule (e)(1)  
Films Trademark List

Country	Case Type	Trademark	gpcod #	Trademark Status	Next Renewal	Goods
JP	ORD	AURORA	APT	Registered	01-Jun-2011	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields (iridescent films) and other semi-finished flexible special effect polymer films
CN	ORD	AURORA	APT	Registered	06-Aug-2011	Semi-finished flexible special effect polymer films
US	ORD	AURORA	APT	REJECTED		Iridescent Ink Jet Print Stock
TW	ORD	AURORA	APT	Registered	15-Mar-2011	Plastic film other than for wrapping.
EM	ORD	AURORA	APT	Registered	12-Oct-2009	Polymer films for decorative applications; semi-finished polymer films for use in manufacture; flexible special effect polymer films for decorative applications
TH	ORD	AURORA	APT	Pending		Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
ID	ORD	AURORA	APT	Registered	03-Dec-2011	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
BR	ORD	AURORA	APT	Pending		Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
CA	ORD	AURORA	APT	Registered	28-Jul-2018	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
MX	ORD	AURORA	APT	Registered	03-Dec-2011	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
MY	ORD	AURORA	APT	Pending		Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
IN	ORD	AURORA	APT	Pending		Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
US	ORD	AURORA	APT	Registered	24-Apr-2011	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields
US	ORD	BLACK MAGIC	APT	Registered	30-Nov-2009	Semi-finished flexible special effect polymer films for decorative applications in a wide variety of manufacturing fields
US	ORD	GARDEN SERIES	APT	Unregistered		Decorative colored iridescent plastic films
US	ORD	GEMTALLIC	APT	Registered	06-Apr-2014	Semi-finished flexible iridescent polymer films for use in decorative applications for use in a wide variety of manufacturing fields
US	ORD	RAINBOW	APT	Registered	19-Mar-2012	Semi-finished, flexible special effect polymer for decorative application for use in a wide variety of manufacturing fields
US	ORD	SHIMMERSILK	APT	Registered	27-May-2013	Semi-finished, flexible special effect polymer for decorative application for use in a wide variety of manufacturing fields

Schedule (e)(1)  
 EV Effect Materials Trademark List

Country	Case Type	Trademark	gpc code	Trademark Stat	Next Renewal	Goods
JP	ORD	AURORA	APT	Registered us	01-Jun-2011	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields (iridescent films) and other semi-finished flexible special effect polymer films
CN	ORD	AURORA	APT	Registered	06-Aug-2011	Semi-finished flexible special effect polymer films
US	ORD	AURORA	APT	REJECTED		Iridescent ink Jet Print Stock
TW	ORD	AURORA	APT	Registered	15-Mar-2011	Plastic film other than for wrapping.
EM	ORD	AURORA	APT	Registered	12-Oct-2009	Polymer films for decorative applications; semi-finished polymer films for use in manufacture; flexible special effect polymer films for decorative applications
TH	ORD	AURORA	APT	Pending		Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
ID	ORD	AURORA	APT	Registered	03-Dec-2011	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
BR	ORD	AURORA	APT	Pending		Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
CA	ORD	AURORA	APT	Registered	28-Jul-2018	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
MX	ORD	AURORA	APT	Registered	03-Dec-2011	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
MY	ORD	AURORA	APT	Pending		Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
IN	ORD	AURORA	APT	Pending		Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
US	ORD	AURORA	APT	Registered	24-Apr-2011	Semi-finished flexible special effect polymer films for decorative applications for use in a wide variety of manufacturing fields [iridescent films]
US	ORD	BLACK MAGIC	APT	Registered	30-Nov-2009	Semi-finished flexible special effect polymer films for decorative applications in a wide variety of manufacturing fields
US	ORD	CYCLO	APT	Registered	11-Apr-2016	Effect pigments for powder coatings
CA	ORD	DYNACOLOR	APT	Registered	04-Mar-2009	Pearlescent pigments used in the manufacture of paints, plastics and inks
DE	ORD	DYNACOLOR	APT	Registered	30-Jun-2012	See remarks
JP	ORD	DYNACOLOR	APT	Registered	05-Sep-2007	Pearlescent pigments
MX	ORD	DYNACOLOR	APT	Registered	25-Nov-2014	Pearlescent pigments
EM	ORD	DYNACOLOR	APT	Registered	01-Mar-2009	Pearlescent pigments



Schedule (e)(1)  
 EV Effect Materials Trademark List

US	ORD	DYNACOLOR	APT	Registered	15-Apr-2013	Pearlescent pigments
US	ORD	FIREMIST	APT	Registered	17-Dec-2012	Pearlescent pigments for industrial use
US	ORD	GARDEN SERIES	APT	Unregistered		
US	ORD	GEMTALLIC	APT	Registered	06-Apr-2014	Decorative colored iridescent plastic films
US	ORD	H2OPTIONS	APT	Registered	30-Apr-2012	Aqueous colorants and pigments for use in paints
US	ORD	LUMINA	APT	Registered	02-Apr-2012	Mica-based pearlescent pigments
KR	ORD	M MEARL & DESIGN	APT	Registered	10-Mar-2008	Pearlescent pigment
JP	ORD	M MEARL & DESIGN	APT	Registered	30-Jan-2008	Pearlescent pigments, other pigments, paints and varnishes, dyestuffs, printing inks, colors
CA	ORD	MAGNAPEARL	APT	Registered	20-May-2009	Pearlescent pigments
GB	ORD	MAGNAPEARL	APT	Registered	02-Sep-2009	Pearlescent pigments
DE	ORD	MAGNAPEARL	APT	REGISTERED	28-Feb-2013	Pigments
KR	ORD	MAGNAPEARL	APT	Registered	18-Feb-2014	Pearlescent pigments
MX	ORD	MAGNAPEARL	APT	Registered	25-Nov-2014	Pearlescent pigments
IN	ORD	MAGNAPEARL	APT	Pending		Pearlescent pigments
FR	ORD	MAGNAPEARL	APT	Pending		Pearlescent pigments
US	ORD	MAGNAPEARL	APT	Registered	25-Dec-2011	Pearlescent pigments
JP	ORD	MAGNAPEARL	APT	Registered	04-Jul-2007	Pearlescent pigments
US	ORD	MARKIT	APT	Pending		Laser marking additive for use in plastics and other materials
TH	ORD	MEARL CORP & DESIGN	APT	Registered	08-Nov-2009	Foaming agents and air entraining agents for use in the production of lightweight concrete, liquid foaming agent, fire fighting foam liquids, hydrolyzed protein containing iron salts for use in the production of fire extinguishing mechanical foam, mica and mica products and talc
US	ORD	MEARL GEOCELL	APT	Registered	15-Dec-2007	Lightweight cellular concrete
TW	ORD	MEARL LOGO	APT	Registered	31-May-2010	Pigments and dyestuffs
CA	ORD	MEARLIN	APT	Registered	15-Dec-2013	Nacreous pigments
TH	ORD	MEARLIN	APT	Registered	16-Apr-2010	Nacreous pigments
US	ORD	MEARLIN	APT	Registered	12-May-2016	Nacreous pigments
AR	ORD	MEARLIN	APT	Registered	16-Jun-2016	Substances against rust, anticorrosive substances and substances against deterioration of wood chemical or mineral dyestuffs and coloring matters mordants especially pigments.

Schedule (c)(1)  
 EV Effect Materials Trademark List

BR	ORD	MEARLIN	APT	Registered	06-Jun-2012	Nacreous pigments
CN	ORD	MEARLIN	APT	Registered	21-Jan-2007	Pigments
FR	ORD	MEARLIN	APT	Registered	17-Apr-2010	Nacreous pigments
GB	ORD	MEARLIN	APT	Registered	22-Jan-2010	Nacreous pigments
IN	ORD	MEARLIN	APT	Registered	02-Jun-2007	Nacreous pigments
HK	ORD	MEARLIN	APT	Registered	09-Jun-2014	Nacreous pigments
IT	ORD	MEARLIN	APT	Registered	12-May-2015	Nacreous pigments
JP	ORD	MEARLIN	APT	Registered	28-Jun-2007	Pigments and all other goods
MX	ORD	MEARLIN	APT	Registered	09-Jul-2015	Nacreous pigments
ES	ORD	MEARLIN	APT	Registered	15-Jun-2007	Nacreous pigments
TW	ORD	MEARLIN	APT	Registered	31-May-2010	Pigments and dyestuffs
DE	ORD	MEARLIN	APT	Registered	30-Apr-2016	Pigments, namely, nacreous pigments
KR	ORD	MEARLIN	APT	Registered	18-Sep-2015	Fire-resistant paint; water-resistant paint; ultramarine blue pigment; Prussian blue pigment; vermilion; green vitrol; fustic; gold pigment; silver pigment; white wash; white lead
KR	ORD	MEARLITE	APT	Registered	26-Sep-2010	Class : 02 Int. Paints, varnishes, lacquers; preservatives against rust and against deterioration of wood; colourants; mordants; raw natural resins; metals in foil and powder form for painters, decorators, printers and artists. Iridescent colors pigment; luster pigment; mordant colors; fluorescent paint; shoe polish; polishing agent; pearlescent pigment; bismuth pearl pigment
MX	ORD	MEARLITE	APT	Registered	24-Nov-2014	6/10/02-Assignment from Meart Corporation to Engethard Corporation recorded on March 23, 2002 under no. 2002-5056728 (ds)
GB	ORD	MEARLITE	APT	Registered	04-Aug-2006	Cosmetics and perfume goods, including nail polish, specially nacreous pigment
IN	ORD	MEARLITE	APT	Registered	27-Sep-2013	Nacreous pigments
TW	ORD	MEARLITE	APT	Registered	31-May-2010	Nacreous pigments, pearlescent pigments
TH	ORD	MEARLITE	APT	Registered	05-Nov-2009	Pigments and dyestuffs
BR	ORD	MEARLITE	APT	Registered	14-Apr-2007	Pearlescent pigments
FR	ORD	MEARLITE	APT	Registered	16-May-2016	Nacreous pigments

Schedule (e)(1)  
 EV Effect Materials Trademark List

CN	ORD	MEARLITE	APT	Registered	21-Jan-2007	Pigments
US	ORD	MEARLITE & DESIGN	APT	Registered	10-Apr-2012	Nacreous pigments
BR	ORD	MEARLITE & Device	APT	Registered	17-Apr-2007	Nacreous pigments
US	ORD	RAINBOW	APT	Registered	19-Mar-2012	Semi-finished flexible iridescent polymer films for use in decorative applications for use in a wide variety of manufacturing fields.
US	ORD	SHIMMERSILK	APT	Registered	27-May-2013	Semi-finished flexible iridescent polymer for decorative application for use in a wide variety of manufacturing fields
KR	ORD	TIMICA	APT	Registered	26-Sep-2010	Iridescent colors pigment, luster pigment, mordant colors, fluorescent paint, shoe polish, polishing agent, pearlescent pigment, bismuth pearl pigment
US	ORD	TIMICA	APT	Registered	25-Jun-2008	Nacreous pigments
CN	ORD	TIMICA	APT	Registered	21-Dec-2006	Pigments
DE	ORD	TIMICA	APT	Registered	30-Apr-2007	Nacreous pigments
ES	ORD	TIMICA	APT	Registered	05-Feb-2009	Nacreous pigments
FR	ORD	TIMICA	APT	Registered	10-May-2007	Nacreous pigments
GB	ORD	TIMICA	APT	Registered	16-Dec-2011	Nacreous pigments
IN	ORD	TIMICA	APT	Registered	27-Sep-2013	Nacreous pigments, pearlescent pigments
IT	ORD	TIMICA	APT	Registered	19-Apr-2007	Pearlescent pigments
JP	ORD	TIMICA	APT	Registered	10-Dec-2010	Nacreous pigments
MX	ORD	TIMICA	APT	Registered	24-Nov-2014	Cosmetics and perfumery products, including nail polish, especially pearl pigment
TH	ORD	TIMICA	APT	Registered	08-Nov-2009	Pearlescent pigments
TW	ORD	TIMICA	APT	Registered	31-May-2010	Pigments and dyestuffs
US	ORD	VISIONS	APT	Pending		Class : 35 Int. Advice on the analysis of consumer buying habits and needs provided with the help of sensory, quality and quantity-related data.
US	ORD	VISIONS	APT	Pending		Business evaluation of styling trends to develop colors using effect pigments for the automobile industry. Class : 35 Int. Advice on the analysis of consumer buying habits and needs provided with the help of sensory, quality and quantity-related data.
US	ORD	VISIONS	APT	Pending		Business evaluation of styling trends to develop colors using effect pigments for the automobile industry. Class : 35 Int. Advice on the analysis of consumer buying habits and needs provided with the help of sensory, quality and quantity-related data.

*Schedule (e)(1)  
E.V. Effect Materials Trademark List*

automobile industry.

Schedule (c)(1)  
 Colors Trademark List

Country	Case Type	Trademark	gpc code	Trademark Stat	Next Renewal	Goods
US	ORD	AURASPERSE	APT	Registered us	27-Oct-2013	Color pigments for use in the manufacture of (oil paints and water emulsiolatex) paints
US	ORD	AURASPERSE	APT	Registered	24-Sep-2014	Dispersions of color pigments for use in aqueous systems including paints, coatings, rubber, plastics, inks, cement, adhesions and textiles
US	ORD	GALLERY ONE	APT	Registered	19-Oct-2016	Colorants for tinting of architectural and light industrial coatings
US	ORD	H2OPTIONS	APT	Registered	30-Apr-2012	Aqueous colorants and pigments for use in paints
US	ORD	OMNICRYL	APT	Registered	26-Apr-2014	Pigment dispersions used to color water-based inks, rubber latex, coatings and a variety of other water-based inks
US	ORD	RIGHTFIT	APT	Registered	06-Sep-2015	Color pigments for industrial use, namely plastics, coatings, fiber and film
CA	ORD	RIGHTFIT	APT	Unregistered		Color pigments for industrial use, namely plastics, coatings
EM	ORD	RIGHTFIT	APT	Unfiled		Color pigments for industrial use namely plastics, coatings.

TRADEMARK

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RECORDED: 12/03/2019