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11-06-1998

COVER SHEET
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10-29-98

Tab settings $\square \square \square \nabla$

To the Honorable Commissioner

100872278

See attached original documents or copy thereof.

1. Name of conveying party(ies):

AESCULAP AG

- Individual(s)
 - General Partnership
 - Corporation-State
 - Other Joint Stock Company /Capital Company
- Association
 - Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: March 17, 1997

2. Name and address of receiving party(ies)

Name: AESCULAP AG & CO. KG

Internal Address: _____

Street Address: AM Aesculap-Platz

78532 Tuttlingen, GERMANY

City: _____ State: _____ ZIP: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other _____

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)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,726,866

Additional numbers attached? Yes No

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

Name: Barry R. Lipsitz

Internal Address: _____

Street Address: 755 Main Street

City: Monroe State: CT ZIP: 06468

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41).....\$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

The Commissioner is hereby authorized to charge any deficiency in the payment of the required fee(s) or credit any overpayment to Deposit Account No. 50-0625.

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FC:481

40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Barry R. Lipsitz

Name of Person Signing

Signature

October 26, 1998

Date

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

4

T R A D E M A R K

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of:)
Aesculap AG & Co. KG)
Registration No.: 1,726,866)
Registered: October 27, 1992)
Mark: STERILIT)

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

POWER OF ATTORNEY/
APPOINTMENT OF DOMESTIC REPRESENTATIVE

Dear Sir:

The above-identified Registrant hereby appoints Barry R. Lipsitz, Reg. No. 28,637, a member of the Bar of the State of Connecticut, and Ralph F. Hoppin, Registration No. 38,494, a member of the Bars of the States of Connecticut and New York, both of the Law Office of Barry R. Lipsitz, whose post office address is 755 Main Street, Monroe, Connecticut 06468, and whose telephone number is (203) 459-0200, as Registrant's attorney to transact all business in the U.S. Patent and Trademark Office in connection with this registration, and to receive any further communications directed to this registration.

TRADEMARK
REEL: 1809 FRAME: 0510

Registration No. 1,726,866

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Barry R. Lipsitz is also designated as Registrant's domestic representative upon whom notices or process in proceedings affecting the mark may be served.

All previous powers of attorney and appointments of domestic representative in this registration are hereby revoked.

Please direct all further communications to:

Barry R. Lipsitz
Law Office of Barry R. Lipsitz
755 Main Street
Monroe, CT 06468
(203) 459-0200

AESCULAP AG & CO. KG

By: 

Dr. Volker Daum

Title: Director Legal Affairs

Date: October 20, 1998

Attorney Docket No.: HOE-270

TRADEMARK
REEL: 1809 FRAME: 0511

Notarial Deed

To whom it may concern:

Modifying Conversion of AESCULAP AKTIENGESELLSCHAFT
to AESCULAP AG & CO. KG

This change of name did not effect the legal entity according to German law. The company name of AESCULAP AKTIENGESELLSCHAFT was changed to AESCULAP AG & CO. KG on 17 March 1997 according to Article 226 ff. of the German Code on Company Conversions. The company was hereby converted from a capital company to a limited partnership. No asset transfer has taken place, because this modifying conversion leaves the legal entity unchanged according to German law. Only the name of the company was changed.

The company remains the owner of all assets, including trademarks.

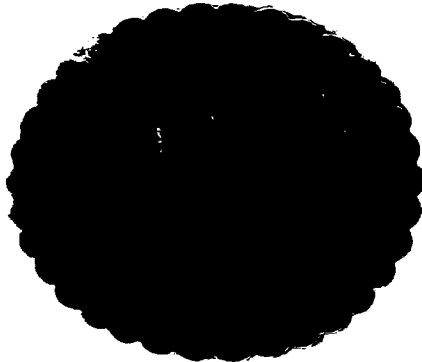
I have inspected the company's register and certify that modifying conversion has been entered into this register on March 17th, 1997.

Tuttlingen, July 29th, 1998

Signature of Notary Public



Notar Rainer Kamenz



RE/DA-ara 98-07-28
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RECORDED: 10/29/1998

TRADEMARK
REEL: 1809 FRAME: 0512