

12-07-1998

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To the Honorable Commissioner of P.

100913604

ed original documents or copy thereof.

1. Name of conveying party(ies):

Osteogenics Inc.  
250 East Arapaho Road  
Richardson, Texas 75081

- Individuals
- General Partnership -
- Corporation-State of Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

MD 11-30-98

2. Name and address of receiving party(ies):

Name: Howmedica Inc.

Internal Address: \_\_\_\_\_

Street Address: 359 Veterans Boulevard

City: Rutherford State: New Jersey ZIP: 07070

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation- State of Delaware
- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: October 30, 1998

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

A. Trademark Application No.(s)

Trademark Registration No.(s) 1,977,064

Additional numbers attached?  Yes  No

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

Name: Victoria Branche - Room 2736F

Internal Address: \_\_\_\_\_

Street Address: White & Case LLP

1155 Avenue of the Americas (Client Matter #1134838-0025)

City: New York State: NY ZIP: 10036

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:

23-1705

(Attach duplicate copy of this page if paying by deposit account)

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.

Victoria Branche  
Name of Person Signing

Victoria Branche  
Signature

11/30/98  
Date

Total number of pages comprising cover sheet: 6

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:  
**Commissioner of Patents and Trademarks**  
**Box Assignments**  
**Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

TRADEMARK

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ASSIGNMENT OF TRADEMARKS

WHEREAS, OSTEOGENICS INC., a Delaware corporation, located at 250 East Arapaho Road, Richardson, Texas 75081 ("Assignor"), is the owner of trademark registration No. 1,977,064 for BONESOURCE in the United States Patent and Trademark Office;

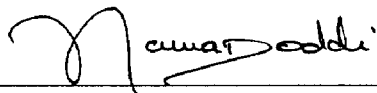
WHEREAS, HOWMEDICA INC., a Delaware corporation, located at 359 Veterans Boulevard, Rutherford, New Jersey 07070 ("Assignee"), is desirous of acquiring said registered trademarks and the registration thereof;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto the Assignee all right, title and interest in and to the said trademarks, together with the goodwill of the business symbolized by the marks, and the registrations thereof.

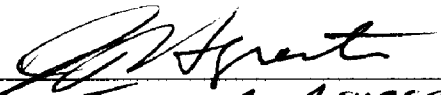
Signed at WINSTON-SALEM, N.C.

this 30 day of OCTOBER, 1998

OSTEOGENICS INC.

By:   
 Name: Nama Doddi  
 Title: VICE PRESIDENT.

HOWMEDICA INC.


By:   
 Name: James R. Agresti  
 Title: Senior Vice President

CERTIFICATE OF MERGER

I, the undersigned notary public, do hereby certify that OsteoGenics Corporation, a Illinois corporation, located at 140 Kings Row, Barrington, State of Illinois, U.S.A. has merged into Osteogenics Inc., a Delaware corporation, located at 250 East Arapaho Road, Richardson, State of Texas, U.S.A., as of December 16, 1994. Attached is a certified copy of the Certificate of Merger.

Osteogenics Inc. is the new owner of U.S. Reg. No. 1,977,064 for BONESOURCE.

Signed and Sealed on November 27, 1998



\_\_\_\_\_  
Notary Public

VICTORIA BRANCHE  
Notary Public, State of New York  
No. 31-4733764  
Qualified in New York County  
Commission Expires June 30, 1999

State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"OSTEO GENICS CORPORATION", A ILLINOIS CORPORATION,  
WITH AND INTO "OSTEOGENICS INC." UNDER THE NAME OF  
"OSTEOGENICS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE SIXTEENTH DAY OF DECEMBER, A.D. 1994, AT 10 O'CLOCK  
A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9384889

DATE: 11-02-98

TRADEMARK  
REEL: 1822 FRAME: 0358

**CERTIFICATE OF MERGER**

**MERGING**

**OSTEO GENICS CORPORATION, AN ILLINOIS CORPORATION,**

**WITH AND INTO**

**OSTEOGENICS INC., A DELAWARE CORPORATION**

December 16, 1994

Pursuant to the provisions of Section 252 of the General Corporation Law of the State of Delaware, Osteogenics Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certifies:

**FIRST:** The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Osteo Genics Corporation	Illinois
Osteogenics Inc.	Delaware

**SECOND:** An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation of the merger is "Osteogenics Inc."

**FOURTH:** The certificate of incorporation of Osteogenics Inc. shall be the certificate of incorporation of the surviving corporation.

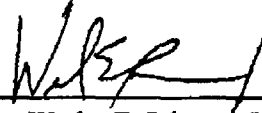
**FIFTH:** The executed Agreement of Merger is on file at Osteogenics Inc.'s principal place of business at 250 East Arapaho Road, Richardson, Texas 75081.

**SIXTH:** A copy of the Agreement of Merger will be furnished by Osteogenics Inc., on request and without cost, to any stockholder of any constituent corporation.

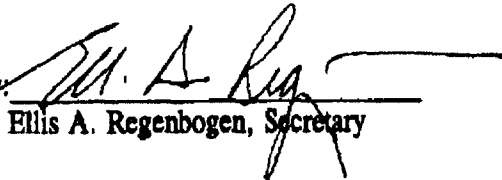
**SEVENTH:** The authorized capital of Osteo Genics Corporation is 300,000 shares of Common Stock, no par value.

IN WITNESS WHEREOF, this instrument has been executed for and on behalf and in the name of the undersigned corporation by its officers thereunto duly authorized on December 16, 1994.

OSTEOGENICS INC.,  
a Delaware corporation.

By:   
Wesley E. Johnson, Jr.  
Vice President

Attest:

By:   
Ellis A. Regenbogen, Secretary