

11-16-1999



101200473

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

11/8/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

- New
- Resubmission (Non Recordation)  
Document ID#
- Correction of PTO Error  
Reel # [ ] Frame #
- Corrective Document  
Reel # [ ] Frame #

**Conveyance Type**

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year  
3/30/98
- Merger
- Change of Name
- Other

**Conveying Party**

Mark if additional names of conveying parties attached

Name ESPE Dental-Medizin GmbH & Co. KG

Execution Date  
Month Day Year

Formerly [ ]

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other

Citizenship/State of Incorporation/Organization Germany

**Receiving Party**

Mark if additional names of receiving parties attached

Name ESPE Dental AG

DBA/AKA/TA [ ]

Composed of [ ]

Address (line 1) ESPE Platz

Address (line 2) [ ]

Address (line 3) Seefeld Germany D-82229  
City State/County Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Germany

11/12/1999 DC0ATES 00000190 1056414

01 FC:481  
02 FC:482

40.00 OP  
525.00 OP

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

**TRADEMARK**  
**REEL: 001988 FRAME: 0622**

**Domestic Representative Name and Address** **Enter for the first Receiving Party only.**

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address** **Area Code and Telephone Number**

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** **Enter the total number of pages of the attached conveyance document including any attachments.**

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached

*Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).*

**Trademark Application Number(s)**

**Registration Number(s)**

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

See Schedule A attached hereto	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** **Enter the total number of properties involved.** #22

**Fee Amount** **Fee Amount for Properties Listed (37 CFR 3.41):** \$565.00<sup>E</sup>

**Method of Payment:** Enclosed  Deposit Account

**Deposit Account**  
(enter for payment by deposit account or if additional fees can be charged to the account.)

**Deposit Account Number:** #23-1925

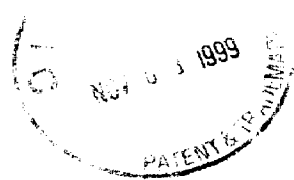
**Authorization to charge additional fees:** Yes  No

**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. Charges to deposition account are authorized, as indicated herein.*

Nanette M. Norton  
Name of Person Signing

  
Signature

11/5/95  
Date Signed



AGREEMENT

... by which ESPE Dental-Medizin GmbH & Co. KG is to achieve the legal form of an "Aktiengesellschaft" [company limited by shares].

Translation of Part of Enclosure A

§ 1

- (1) THERA-Patent Verwaltungs GmbH withdraws from the company effective from the end of March 30, 1998 (24.00 o'clock).
- (2) SIH Stiftung & Co. Industrie-Holding KG takes over with effect from the date mentioned under (1), the enterprise of the company including all assets and liabilities without liquidation by way of accrual.

§ 2

Liability for material defects and liability arising from warranty of title

§ 3

Lump Sum Settlement

§ 4

Subsequent liability of the general partner who is withdrawing

§ 5

Consents





This assignment renders all and any agreements, in particular research and development as well as licence agreements, which have existed between SIH as the universal successor of THERA-Patent GmbH & Co. KG Gesellschaft für industrielle Schutzrechte and ESPE, irrelevant.

3. Participations

4. Real Estate

5. Other Items of Property

6. Items of Property which are excluded from the assignment

§ 2

Contribution

§ 3

Assignment and date of Transfer of Rights

§ 4

Warranty

§ 5

Consents

§ 6

Further Provisions

§ 7

Costs and Copies

Continuation of Part of Enclosure F

Agreement between

SIH Stiftung & Co. Industrie-Holding KG

and

ESPE Dental AG

regarding the sale and the cession of a limited partner's capital contribution as well as the investment of the purchase price

### Initial Remarks

The subject matter of the following agreement is the sale and the assignment of SIH's capital contribution in ESPE Dental-Medizin GmbH & Co. KH, registered on the Commercial Register of the Munich District Court, under Division A, No. 63342, with its headquarters located in Seefeld (hereinafter briefly referred to as "company"), to ESPE Dental AG being a wholly-owned subsidiary of SIH.

The company has by notarized agreement of March 30, 1998, acquired extensive real estate. This acquisition of property has not yet been entered on the land register.

Moreover, for increasing the equity of ESPE Dental AG SIH shall invest part of the purchase price in the reserve fund of ESPE Dental AG.

Anticipating this, the parties conclude the following agreement:

### § 1

#### Shares

ESPE Dental-Medizin Verwaltungs-Gesellschaft mbH as a sole general partner without a capital contribution as well as SIH Stiftung & Co. Industrie Holding KG (after having acquired by way of accrual the 1% limited partner's capital contribution from THERA-Patent GmbH & Co. KG Gesellschaft für industrielle Schutzrechte as per March 30, 1998, 24.00 o'clock) as a sole limited partner with a capital contribution (liable contribution) in the amount of DM 6,000,000.00 (equal to 100%) participate in ESPE Dental-Medizin GmbH & Co. KG with its headquarters located in Seefeld, registered in the Commercial Register of the Munich Registry Court, in Division A, under number 63342.

According to the seller's information, the capital contribution has been invested to the full amount and no return of contributions has taken place.

## Sale, Assignment

1. SIH sells and assigns effective from March 31, 1998 (23.00 o'clock) its above-mentioned limited partner's capital contribution (liable contribution) of DM 6,000,000.00 booked on the capital account (account for time deposits) to ESPE Dental AG.

The purchaser accepts the purchase and assignment hereunder.

2. The sale and assignment covers all (balanced) claims raised by the seller on the basis of the limited partners' accounts kept by the company.
3. The share in the company's profit earned, or loss incurred in the financial year 1997/1998 (financial year's end on March 31, 1998) and which are attributable to the assigned capital contribution, are owed to the seller.

§ 3

### Consents

§ 4

### Purchase Price and Contribution

§ 5

### Warranty Rendered by the Seller

§ 6

### Costs

§ 7

### Final Provisions

(Agreement between ESPE Dental AG and ESPE Dental-Medizin Verwaltungsgesellschaft mbH regarding the taking over of the enterprise)

Initial Remarks:

ESPE Dental-Medizin Verwaltungs-Gesellschaft mbH with its headquarters located in Seefeld (registered in the Commercial Register of the Munich District Court, in Division B, under number 76584) as the sole general partner participates without a capital contribution in ESPE Dental-Medizin GmbH & Co. KG. The sole limited partner of the company with a limited partner's capital contribution (liable contribution) of DM 6,000,000.00 will be effective from March 31, 1998 (23.00 o'clock) ESPE Dental AG with its headquarters located in Augsburg (registered in the Commercial Register of the Augsburg District Court in division B, under number 94), which has acquired this limited partner's capital contribution from SIH Stiftung & Co. Industrie-Holding KG with its headquarters located in Seefeld (registered in the Commercial Register of the Munich District Court, in Division A, under number 62860), as per a sales contract and contract of assignment concluded today.

Anticipating this, the parties conclude the following Agreement:

§ 1

Withdrawal of the General Partner,  
Accrual of the jointly owned assets

1. ESPE Dental-Medizin Verwaltungs-Gesellschaft mbH withdraws from the company as per March 31, 1998 (24.00 o'clock).
2. ESPE Dental AG takes over on March 31, 1998 (24.00 o'clock) the enterprise of the company, including all assets and liabilities, without liquidation by way of accrual.

§ 2





Liability for material defects and liability arising from  
warranty of title

§ 3

Lump Sum Settlement

§ 4

Subsequent liability of the general partner who is withdrawing

§ 5

Consents

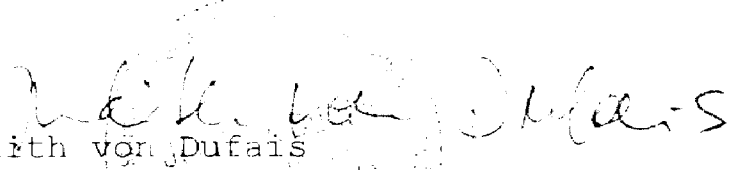
§ 6

Costs and Taxes



As a translator for the English language, publicly appointed  
and duly sworn by the President of the Munich Regional Court I,  
I confirm that the foregoing is a complete and correct trans-  
lation of a certificate submitted to me in the German language.

WITNESS MY HAND AND SEAL!



Judith von Dufais

Munich, this 1st day of September 1999

NOTARIAL CERTIFICATION

I, Dr. Helmut Gäbhard, Notary Public in Starnberg, Hauptstrasse 5b, in my capacity as Notary Public who executed the documents required for the reorganization of the ESPE Group, confirm the following:

1. According to the document of March 30, 1998, document No. 831/G, Enclosure A, the company of SIH Stiftung & Co. Industrie-Holding KG has by way of accrual taken over all assets, total equity and liabilities of the company of THERA Patent GmbH & Co. KG Gesellschaft für Industrielle Schutzrechte after THERA Patent-Verwaltungs-GmbH having withdrawn from said company. No liquidation proceedings have been initiated.

2. In accordance with the agreement regarding the assignment of various assets as per the document of March 30, 1998, with document No. 822/1998, the company of SIH Stiftung & Co. Industrie-Holding KG has assigned all patents and patent applications as well as trademarks, including the entire manufacturing know-how having by way of accrual and in accordance with the foregoing agreement of March 30, 1998 been acquired from the company of THERA Patent GmbH & Co, KG Gesellschaft für industrielle Schutzrechte to the company of of ESPE Dental-Medizin GmbH & Co. KG. In accordance with the provisions of Section 3 of the agreement regarding the assignment of assets, the parties to the agreement have agreed that the assignment of all rights and claims shall become valid as of March 31, 1998, 8.00 a.m.

3. According to Enclosure F of the above-mentioned document No. 831/G/98 of March 30, 1998, the company of SIH Stiftung & Co. Industrie-Holding KG has effective as of March 31, 1998, 11.00 p.m. sold and assigned its capital contribution of the limited partnership of ESPE Dental-Medizin GmbH & Co. KG to the company of ESPE Dental AG.

4. According to Enclosure 4 of the above-mentioned document No. 831/G/98 of March 30, 1998, the company of ESPE Dental-Medizin Verwaltungsgesellschaft mbH has withdrawn from the company of ESPE Dental-Medizin GmbH & Co. KG as of March 31, 1998, midnight. At the same time, the company of ESPE Dental AG has by way of accrual taken over all assets, total equity and liabilities of the company of ESPE Dental-Medizin GmbH & Co. KG. No liquidation proceedings have been initiated.

5. I, Dr. Helmut Gäbhard, in my capacity as Notary Public, confirm that I have notarized the agreements mentioned under points 1 and 4 and that these agreements resulted in the acquisition of all patents and trademarks mentioned hereinbefore through the company of ESPE Dental AG.

Starnberg, this 3rd day of November 1998

Signed by Dr. Gäbhard, Notary Public

As a translator for the English language, publicly appointed and duly sworn by the President of the Munich Regional Court I, I confirm that the foregoing is a complete and correct translation of a certificate submitted to me in the German language.

WITNESS MY HAND AND SEAL!

  
Judith von Dufais

Munich, this 17<sup>th</sup> day of August 1999

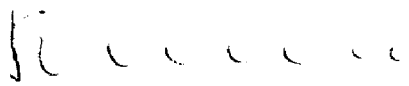
## Notarielle Bestätigung

Ich, Dr. Helmut Gäßhard, Notar in Starnberg, Hauptstraße 5 b, bestätige in meiner Eigenschaft als Notar, der die zur Firmenumstrukturierung der ESPE-Gruppe erforderlichen Urkunden errichtet hat, was folgt:

1. Gemäß Urkunde vom 30. März 1998, URNr. 831/G, Anlage A, hat die Firma SIH Stiftung & Co. Industrie-Holding KG nach dem Ausscheiden der Firma THERA Patent-Verwaltungs-GmbH aus der THERA Patent GmbH & Co. KG Gesellschaft für industrielle Schutzrechte das Unternehmen dieser Gesellschaft mit allen Aktiven und Passiven ohne Liquidation im Wege der Anwachsung übernommen.
2. Durch Einlagevertrag gemäß Urkunde vom 30. März 1998, URNr. 822/G, hat die Firma SIH Stiftung & Co. Industrie-Holding KG alle gemäß dem vorgenannten Vertrag vom 30. März 1998 im Wege der Anwachsung von der Firma THERA Patent GmbH & Co. KG Gesellschaft für industrielle Schutzrechte erworbenen Patente und Patentanmeldungen sowie Marken einschließlich des gesamten Produktions-Know-Hows an die Firma ESPE Dental-Medizin GmbH & Co. KG übertragen. Gemäß § 3 des Einlagevertrages waren die Vertragsteile über den Übergang sämtlicher Rechte und Ansprüche mit Wirkung zum 31. März 1998, 8.00 Uhr, einig.
3. Gemäß Anlage F der vorgenannten Urkunde Nr. 831/G vom 30. März 1998 hat die Firma SIH Stiftung & Co. Industrie-Holding KG mit Wirkung zum 31. März 1998, 23.00 Uhr, ihre Kommanditbeteiligung an der ESPE Dental-Medizin GmbH & Co. KG an die Firma ESPE Dental AG verkauft und übertragen.
4. Gemäß Anlage H der vorgenannten Urkunde Nr. 831/G vom 30. März 1998 ist die ESPE Dental-Medizin Verwaltungsgesellschaft mbH mit Ablauf des 31. März 1998, 24.00 Uhr, aus der ESPE Dental-Medizin GmbH & Co. KG ausgeschieden. Zum gleichen Zeitpunkt hat die ESPE Dental AG das Unternehmen der ESPE Dental-Medizin GmbH & Co. KG mit allen Aktiven und Passiven ohne Liquidation im Wege der Anwachsung übernommen.

5. Ich, Dr. Helmut Gähhard, bestätige als Notar,  
daß ich die unter Punkt 1. bis 4. genannten Ver-  
träge beurkundet habe und daß diese Verträge zum  
Übergang der genannten Patente und Marken auf  
die ESPE Dental AG führen.

Starnberg, 3. November 1998

  
- Dr. Gähhard, Notar -

NOV 6 9 1999

**SCHEDULE A**

<b><u>MARK</u></b>	<b><u>REG. NO.</u></b>
PERMAGUM	1,056,414
ESPE and Design	1,199,264
VISIO	1,150,189
KETAC	1,154,459
REPROGUM	1,156,935
PERMADYNE	1,156,948
ESPE	1,158,767
VISIO	1,159,845
ELIPAR	1,179,965
PROTEMP	1,255,072
VISIO-GEM	1,313,056
CHELON	1,639,503
Leaf Design	1,370,841
APLICAP	1,539,193
CAPMIX	1,562,042
ALKALINER	1,567,890
ROCACTOR	1,607,374
MAXICAP	1,659,381
PERTAC	1,732,406
PENTAMIX	1,837,793
APLITIP	1,950,046
CHELON	1,314,262