

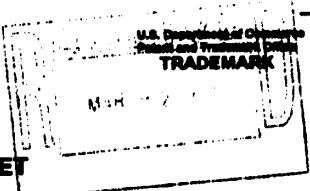
MAN 3/2/00

FORM PTO-1618A  
Expires 08/2000  
OMB 0891-0027

04-05-2000



101305580



RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

<b>Submission Type</b> <input checked="" type="checkbox"/> New <input type="checkbox"/> Resubmission (Non-Recordation) Document ID # _____ <input type="checkbox"/> Correction of PTO Error Reel # _____ Frame # _____ <input type="checkbox"/> Corrective Document Reel # _____ Frame # _____	<b>Conveyance Type</b> <input type="checkbox"/> Assignment <input type="checkbox"/> License <input type="checkbox"/> Security Agreement <input type="checkbox"/> Nunc Pro Tunc Assignment Effective Date Month Day Year <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <input type="checkbox"/> Transfer of Assets by Corporate Resolution
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**Conveying Party**  Mark if additional names of conveying parties attached

Name  Execution Date  
 Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**  Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
 City State/Country Zip Code

Individual  General Partnership  Limited Partnership  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.)

Corporation  Association

Other

Citizenship/State of Incorporation/Organization

04/05/2000 INVENY 0000000175618122

FOR OFFICE USE ONLY

01 FS:481 40.00 DP  
02 FS:482 175.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (8201-0207), Washington, D.C. 20503. See OMB Information Collection Budget Postage 8201-0207, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002044 FRAME: 0057

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

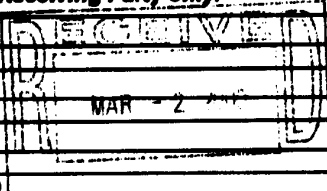
Name

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" value="75618122"/>	<input type="text" value="75618123"/>	<input type="text"/>	<input type="text" value="1250742"/>	<input type="text" value="1605955"/>	<input type="text" value="1965067"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2013173"/>	<input type="text" value="2036591"/>	<input type="text" value="2041614"/>
<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.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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:

#

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 deposit account are authorized, as indicated herein.

Gary A. Hecht

*Gary A. Hecht*

3/2/00

Name of Person Signing

Signature

Date Signed

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

**DESIGNATION OF DOMESTIC REPRESENTATIVE**

**Carglass Luxembourg S.a.r.l.-Zug branch**, hereby designates Synnestvedt & Lechner LLP,  
2600 Aramark Tower, 1101 Market Street, Philadelphia, PA 19107-2950, Telephone Number:  
(215) 923-4466, as Domestic Representative upon whom notice or process may be served in  
proceedings affecting the following registrations:

<u>Registration/Application No.</u>	<u>Registration Date</u>
Registration No. 1,250,742	September 13, 1983
Registration No. 1,605,955	July 10, 1990
Registration No. 1,965,067	April 2, 1996
Registration No. 2,013,173	November 5, 1996
Registration No. 2,038,591	February 18, 1997
Registration No. 2,041,614	March 4, 1997
Application No. 75/618123	
Application No. 75/618122	
Application No. 75/618123	

Carglass Luxembourg S.a.r.l.-Zug branch

Dated: 25 February 2000

By: *Peter Krawinkel*  
Name: PETER KRAWINKEL  
Title: GENERAL MANAGER

**TRADEMARK  
REEL: 002044 FRAME: 0059**

**CARGLASS LUXEMBOURG S.à r.l.**  
Société à responsabilité limitée

16, route de Longwy  
L-8080 Bertrange  
R.C. Luxembourg B 24.733

**Minutes of the resolutions taken by the shareholders  
on March 25, 1999**



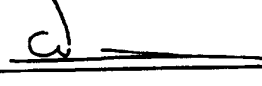
The undersigned:

- Belron International Luxembourg S.à r.l.;
- Carglass N.V.;
- Solfam B.V.;

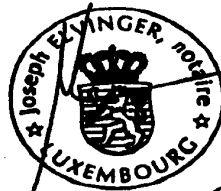
all three here represented by Mr. Olivier FERRES, consultant, residing at 10, rue des Prés, L-8392 Noespelt, by virtue of three powers established on March 24, 1999, which remain attached to the present minutes

being the sole shareholders of Carglass Luxembourg S.à r.l. unanimously decide to allocate all assets listed on attachment 1 to its Swiss branch with effect as of today.

There being no further item on the agenda, the meeting was then adjourned.

SHAREHOLDERS	SIGNATURE
Belron International Luxembourg S.à r.l.	
Carglass N.V.	
Solfam B.V.	

POUR COPIE  
conforme à l'original.  
Luxembourg, le 11.03.99  
(s) Joseph Elvinger

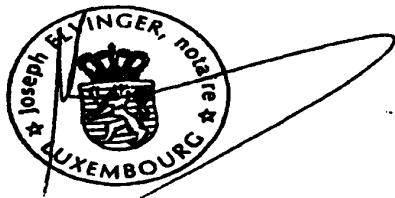


TRADEMARK  
REEL: 002044 FRAME: 0060

Attachment 1

			<u>EURO</u>
Loans contributed by CAHEBV to Belron International Luxembourg Sàrl			
Belron AG	USD	(2.785.302)	(2.535.257)
Belron International NV	NLG	(1.029.557)	(874.233)
Belron Canada BV	USD	5.383.255	4.881.887
Belron Group International NV	USD	873	877
Belron Group International BV	NLG	(12.839)	(5.828)
Belron International Consultants BV	NLG	(94.270)	(42.778)
Soflam BV	NLG	(18.997)	(7.719)
Carglass Autoglass BV	USD	2.500.000	2.275.995
Carglass Autoglass BV	NLG	30.550.502	13.863.213
Belron International Participacoes	USD	725.077	659.992
Belron International Limited	GBP	9.048.865	13.428.812
Belron International BV	NLG	145.679.214	66.108.945
Belron International Holdings NV	USD	2.751.281	2.504.319
Belron International Canada BV	NLG	2.005.279	908.858
Belron Australia Pty Ltd	AUD	11.142.883	6.408.112
Interwil IE	USD	(3.149.766)	(2.920.969)
Autoglass Limited	GBP	(1.584.339)	(2.321.133)
Leddaw Limited	GBP	(156.500)	(232.360)
Carglass Limited	PUT	(24.000)	(30.415)
Carglass New Zealand Limited	NZD	4.000.000	1.934.073
Vidros para Viaturas LtdA	EUR	788.570	788.870
SL Autoglass AG	EUR	308.792	306.792
Carglass SA	EUR	20.637.298	20.637.298
Auto Parebrise Sàrl	EUR	503.151	503.151
Parebrise Assistance	EUR	304.940	304.940
Assurepoes Reseaux Sàrl	EUR	198.211	198.211
Carglass GmbH	EUR	11.119.155	11.119.155
Origlass SpA	EUR	7.893.393	<u>7.893.393</u>
			145.749.777
Other Assets contributed by CAHEBV to Luxco			
Trademarks	USD	184.630.000	168.057.183
Cash	EUR	87.782	87.782
Canadian Usufruct	EUR	22.566.922	22.566.922
			190.711.897
Receivable on Carglass Autoglass B.V. (from the Irish company)	USD	68' 643'859	<u>82.477.345</u>
			<u>398.939.019</u>
		<b>Total</b>	

POUR COPIE  
conforme à l'original.  
Luxembourg, le 11.02.00  
(s) Joseph Elvinger



TRADEMARK  
REEL: 002044 FRAME: 0061

**POWER**

The undersigned Belcan International Luxembourg S.A. s.l. with registered office at 4, rue José Marnet, L-2180 Luxembourg, does hereby appoint with full power of substitution Mr. Olivier FERRER, consultant, residing at 24, rue des Frères, L-2002 Neopelt, its agent to act for it and in its name to represent us to the extraordinary shareholders' meeting of CAROLASS LUXEMBOURG SA s.l., Mutual Mobility company with registered office at 16 route de Longwy, L-2000 Neumunz, transcribed in the Luxembourg Company Register, section B, under number B 24.723 to be held in March 1999 in Luxembourg with power to:

1. Allocation of all assets listed on attachment 1 to its Swiss branch with effect as of today
2. Miscellaneous.

to sign all acts and do everything necessary to the exercise of the power herein specified.

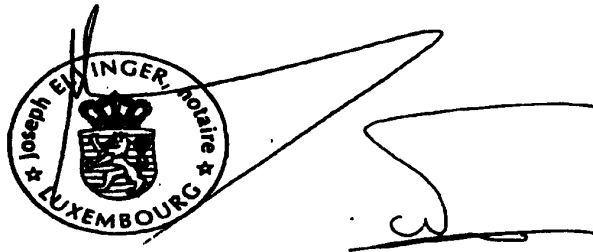
Given in \_\_\_\_\_ on March \_\_, 1999

*Georges Jorović*

(\*) Belcan International Luxembourg S.A. s.l.  
by *Georges Jorović*

(\*) Please have your signature preceded by the handwritten mention "good for proxy"

POUR COPIE  
conforme à l'original.  
Luxembourg, le M. 21. 00  
(s) Joseph Elvinger



**TRADEMARK**  
**REEL: 002044 FRAME: 0062**

**POWER**


The undersigned Carglass N.V., with registered office at Triebenwalddreeg 11, B-3800 Hasselt, does hereby appoint with full power of substitution Mr. Olivier FERRIS, consultant, residing at 18, rue des Fois, L-8882 Neopelt, its agent to act for it and in its name to represent it to the ordinary shareholders' meeting of CARGLASS LUXEMBOURG S.A. S.I., limited liability company with registered office at 16 avenue de Languey, L-9000 Bertrange, inscribed in the Luxembourg Company Register, section B, under number B 24-739 to be held in March 1999 in Luxembourg with power to:

- 1. Allocation of all assets listed on attachment 1 to its Swiss branch
- 2. Miscellaneous.

to sign all acts and do everything necessary to the exercise of the power herein specified.

Given in Hasselt on March 24, 1999

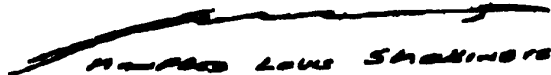
*good for proxy*

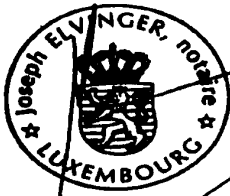
  
 Carglass N.V.  
 Mr. Hugo Loret  
 By proxy given by Mr. Hugo Loret  
 (copy attached)

(\*) Please have your signature preceded by the hand-written word "good for proxy"

POUR COPIE conforme à l'original.  
Luxembourg, le 11.01.00  
(s) Joseph Elvinger

*good for proxy.*

  
 JOSEPH ELVINGER



  
 JOSEPH ELVINGER

24/03 '99 19:18 OF 24/03 00213 0006

**POWER**

The undersigned **Edison S.V.**, with registered office at **Lettichbade 98, 1017 PP Amsterdam**, does hereby appoint with full powers of substitution **M. Gilbert LOOS**, domiciled at **10, rue des Palmes, L-1024 Luxembourg**, its agent to act for it and in its name to represent us to the extraordinary shareholders' meeting of **CHATELAIN'S LABORATOIRES S.A. S.A.**, limited liability company with registered office at **21 Avenue de la Gare, L-1019 Luxembourg**, inscribed in the Luxembourg Company Register, section B, under number **5 24 780** to be held in March 1999 in Luxembourg with power to:

1. Attention of all assets listed on attachment 1 to its Dutch branch with effectives of today
2. Miscellaneous.

to sign all acts and do everything necessary to the extent of the power herein specified.

Given at \_\_\_\_\_ on March 24, 1999

*[Handwritten signature]* \_\_\_\_\_  
 By: **GILBERT LOOS**

*[Handwritten signature]* \_\_\_\_\_  
 By: **M. V. S. ...**

(\*) Please have your signature provided by the bank/competent body for your

POUR COPIE  
conforme à l'original.  
Luxembourg, le 11.01.2000  
(s) Joseph Elvinger



*[Handwritten signature]*



Company No. CH-170.9.000.647-3	Legal Nature Branch Office	Entry 08.08.1999	Cancellation	Transferred from:	Transferred to:	Page 1
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## ALL ENTRIES

En	Ca	Company Name	En	Domicile
1		Carglass Luxembourg S.A.r.l., Bertrange, Zug branch	1	Zug
1		(Carglass Luxembourg S.A.r.l., Bertrange, Zug branch)		

En	Ca	Address of Domicile	Holder of Domicile	Zip Code	Domicile
1		Appelstrasse 33		8300	Zug

## Details regarding the Head Office

En	Ca	Company Name of Head Office
1		Carglass Luxembourg S.A.r.l.

En	Domicile of Head Office	Domicile abroad	En	Legal Nature	Date of Entry
1	Luxemburg	Bertrange	1	Limited Liability Company	28.08.1988

En	Currency	Capital of Head Office	Liberation	Number	Nature	Nominal Value
1	EUR	428741878.00	428741878.00	17088887	Shares	25.00

En	Ca	Nature	Remarks regarding the Head Office

En	Ca	Object of Head Office
1		Financing of enterprises and companies; participation in all kinds of financial transactions; counselling and services for groups of companies; foundation, acquisition, holding, administration and selling of companies and businesses; all kinds of management activities, commercial activities of all kinds; development, acquisition, exploitation and selling of intellectual property rights, as well as exercising of all kinds of industrial, financial, commercial and further similar activities.

## Further details regarding the Branch Office

En	Ca	Nature	Special regulations for the Branch Office
1		Short Object	Activities in the field of license and finances within the Belron Group
1		Branch Office	
1		Object of Branch Office	Activities in the field of license and finances within the Belron Group, in particular the Group Cash Management and supervision of the Cash Flow, optimizing the group's financial structure by means of internal and external loans, observation of changes in the international tax legislation, observation of developments regarding relations between company and outside capital and capitalization in different countries, management in connection with licensees, guarantee of timely payment of license fees, as well as coordination and protection of rights.

En	Date of articles of association	En	Date of articles of association	En	Date of articles of association	En	Date of articles of association

En	Diary No.	Diary Date	Off. Gaz.	Off. Gaz. Date	Page	En	Diary No.	Diary Date	Off. Gaz.	Off. Gaz. Date	Page
1	4437	08.08.1999	112	14.08.1999	3974						

## Authorized representatives of the Branch Office

En	Re	Re with	Ca	Personal Data	Capacity	Form of signature
1				Loos, Gijbert, H: The Netherlands, in Baam (NL)	GF	oZB
1				Marles, Guy, H: Luxembourg, in Luxembourg (LU)	GF	oZB
1				Reed, Michael Winston Stratford, H: South Africa, in Johannesburg, (ZA)	GF	oZB
1				Jones, Adrian F., H: United Kingdom, in Richmond (UK)	GF	oZB
1				Kaplanek, Peter Paul, H: United Kingdom, in Ascot (UK)	Let. ZN	EU
1				Wanner, Bruno, H: Beggingen, in Jonen	Let. ZN	EU

Zug, 07.10.1999 07:35:29

Continued on page 2

TRADEMARK  
REEL: 002044 FRAME: 0065

Company No. CH-170.8.000.647-3	Company Carpiass Luxembourg S.A.r.l., Bertrange, Zug branch	Domicile Zug	Page 2
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## ALL ENTRIES

## Legend

D	Capacities of the statutory executive agents	EP	Single Procuration
DeP	Director	EU	Single Signature
DEP	Delegate	GD	Director General
ESP	Extended Single Procuration under Art. 469 II of the law of obligations	GF	Managing Director
ESP2	Extended Joint Procuration under Art. 469 II of the law of obligations	GS	Share Holder
K	Cashier	KP2	Joint Procuration
KL2	Joint Signature with other signatory	Liq	Liquidator
M	Member	MD	Member of Management
MGL	Member of Executive Management	oZB	No authorization to sign
P	President	Prok	Managing Officer
Sek	Secretary	SekNM	Nonmember Secretary
sdD	Deputy Director	Sup	Substitute
VD	Vice-Director	VoD	Chairman of Management
VoGL	Chairman of Executive Management	VP	Vice-President
ZB	Authorization to sign	inh	Owner
AK	Clerk	Leit. ZN	Head of Branch Office
BS	Civil Servant as Member	PF	Keeper of the minutes
HdGds	Head of Community of Property	RF	Accounting Officer

Zug 07.10.1999 07:38:29 / HRAE /  
Company identification: 133422

Copy certified on:  
Zug, October 7, 1999  
Deputy Register Officer

TRADE REGISTER OF THE CANTON OF ZUG

This extract from the cantonal Trade Register is not valid without the accompanying original certification. It contains all presently valid entries for this company as well as all valid and deleted entries as of today, since keeping of the main register by means of EDP.  
On special request, an extract may be established containing only all presently valid entries.

TRADEMARK  
REEL: 002044 FRAME: 0066

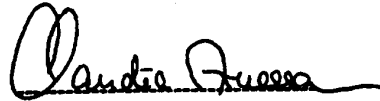
Zurich ) in the matter of an assignment  
Switzerland ) of a TM Registration in Switzerland

I, Arnesson Claudia, do hereby certify:

That I have a competent knowledge of the German and English languages;

AND THAT the attached document is a true and correct translation of  
the extract from the Trade Register of the Canton of Zug

Signed by Arnesson Claudia  
Zurich, January 5, 2000



RECORDED: 03/02/2000

TRADEMARK  
REEL: 002044 FRAME: 0067