

09-13-2000

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



08-02-2000

U.S. Patent &amp; TMO/TM Mail Rpt Dt. #64

101455382

## RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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**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
- ☒ Merger  
Effective Date  
Month Day Year  
06 29 00
- ☐ Change of Name
- ☐ Other

**Conveying Party**☐ Mark if additional names of conveying parties attached

Name ORSEM

Execution Date  
Month Day Year  
05 25 00

Formerly 

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☒ Other French Societe Anonyme☒ Citizenship/State of Incorporation/Organization FRANCE**Receiving Party**☐ Mark if additional names of receiving parties attached

Name BIOFARMA

DBA/AKA/TA Composed of 

Address (line 1) 22, rue Garnier

Address (line 2) 

Address (line 3) Neuilly-sur-Seine

FRANCE

92200

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☒ Other French Societe Anonyme☒ Citizenship/State of Incorporation/Organization FRANCE

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.)

FOR OFFICE USE ONLY

09/13/2000 MTHAI1 00000195 75939792

FC:481  
FC:48240.00 DP  
325.00 DP

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TRADEMARK  
REEL: 002133 FRAME: 0180

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name THE FIRM OF GORDON W. HUESCHEN

Address (line 1) 715 THE "H" BUILDING

Address (line 2) 310 EAST MICHIGAN AVENUE

Address (line 3) KALAMAZOO, MICHIGAN 49007

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number (616) 382-0030

Name THE FIRM OF GORDON W. HUESCHEN

Address (line 1) 715 THE "H" BUILDING

Address (line 2) 310 EAST MICHIGAN AVENUE

Address (line 3) KALAMAZOO, MICHIGAN 49007

Address (line 4)

**Pages**

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

# 12

**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)**

75/939792 75/255651

2004124 1996819 1917573  
2083313 1930944 1986821  
2170971 1945653 1935086

**Number of Properties**

Enter the total number of properties involved.

# 14

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 365.00

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:

# 08.3220

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.

G. PATRICK SAGE

Name of Person Signing

G. PATRICK SAGE

Signature

August 2, 2000

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

Conveying Party

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional 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

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

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 the Assignment.)

Trademark Application Number(s) or Registration Number(s)

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

☐ Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)


2004178	2042162	2367323

# BIOFARMA

Société Anonyme au capital de 4.874.625 FRF  
Siège Social : 22, rue Garnier, 92200 NEUILLY-SUR-SEINE  
RCS NANTERRE B 542 072 459

## E X T R A I T

### **PROCES-VERBAL DES DELIBERATIONS DE L'ASSEMBLEE GENERALE EXTRAORDINAIRE DU 29 JUIN 2000**

L'an deux mille,

Le 29 Juin,

A 16 heures,

Les actionnaires de la société BIOFARMA, Société Anonyme au capital de 4.874.625 FRF, divisé en 38.997 actions de 125 FRF chacune, dont le siège social est 22, rue Garnier, 92200 NEUILLY-SUR-SEINE, sont réunis en Assemblée Générale Extraordinaire au siège social sur convocation faite par le Conseil d'Administration selon lettre simple adressée à chaque actionnaire.

Il a été établi une feuille de présence, qui a été émargée par chaque actionnaire présent, au moment de son entrée en séance, tant à titre personnel que comme mandataire.

L'Assemblée est présidée par Madame Jacqueline AUBIN, en sa qualité de Président du Conseil d'Administration.

La société ORSEM représentée par Monsieur Ange DIAZ et la société NORMAX représentée par Monsieur MOUGEOTTE, les deux actionnaires représentant tant par eux-mêmes que comme mandataires le plus grand nombre de voix et acceptant cette fonction, sont appelés comme scrutateurs.

Madame Eliane CHABANOL est désigné comme secrétaire.

Monsieur Stéphane DUVERNOIS, Commissaire aux comptes titulaire, régulièrement convoqué par lettre recommandée avec demande d'avis de réception en date du 14 juin 2000, est excusé.

La feuille de présence, certifiée exacte par les membres du bureau, permet de constater que les actionnaires présents, représentés ou ayant voté par correspondance possèdent 38.997 actions sur les 38.997 actions ayant le droit de vote.

.....

## DEUXIEME RESOLUTION

Consécutivement à la décision de fusion du 29 juin 2000, la société ORSEM, Société à Responsabilité Limitée au capital de 72.000 FRF, ayant son siège social à NEUILLY SUR SEINE (92200) 22, rue Garnier, immatriculée au registre du commerce et des sociétés de Nanterre sous le n° B 319 416 665, a fait apport à la société BIOFARMA, de l'intégralité de son patrimoine dans les termes du contrat de fusion signé le 25 mai 2000 par les deux sociétés.

La société BIOFARMA reprend en conséquence, à compter du 29 juin 2000, l'ensemble des droits et obligations de la société ORSEM, comportant notamment :

- les marques de fabrique ou de services figurant en annexe du contrat de fusion signé le 25 mai 2000 ;
- les deux marques suivantes ne figurant pas en annexe du contrat de fusion signé le 25 mai 2000 :
  - la marque HYPERIUM, déposée en Guyane le 10 décembre 1999 en classe 5 sous le n° 17849 ;
  - la marque HYPERIUM, déposée en Tunisie le 9 juin 2000 en classe 5 sous le n° EE001144.
- toute autre marque dont le dépôt a été demandé par ORSEM au plus tard le 29 juin 2000, date de la réalisation de la fusion.


Il est précisé que la société BIOFARMA se substituera à la société ORSEM dans toutes les procédures pendantes devant les offices de marques ou toute juridiction compétente.

Cette résolution est adoptée à l'unanimité.

.....

L'ordre du jour étant épuisé et personne ne demandant plus la parole, le Président déclare la séance levée.

De tout ce que dessus, il a été dressé le présent procès-verbal qui, après lecture, a été signé par les membres du bureau.



A handwritten signature in black ink, appearing to be 'Paul', followed by a horizontal line.

## BIOFARMA

Limited Company with a share capital of 4,874,625 FRF  
Registered Office: 22, rue Garnier, 92200 NEUILLY-SUR-SEINE  
RCS NANTERRE B 542 072 459

### EXTRACT

#### MINUTES OF THE DELIBERATIONS OF THE EXTRAORDINARY GENERAL MEETING OF 29<sup>TH</sup> JUNE 2000

The year 2000,

29<sup>th</sup> June.

4 p.m.,

The shareholders of BIOFARMA, a Limited Company with a share capital of 4,874,625 FRF, divided into 38,997 shares of 125 FRF each, whose headquarters are at 22, rue Garnier, 92200 NEUILLY-SUR-SEINE, met at the Extraordinary General Meeting at the headquarters convened by the Board of Directors according to a ordinary letter sent to each shareholder.

An attendance sheet has been drawn up and it has been initialled by each shareholder present, on entering the meeting, both those acting in a personal capacity and as proxies.

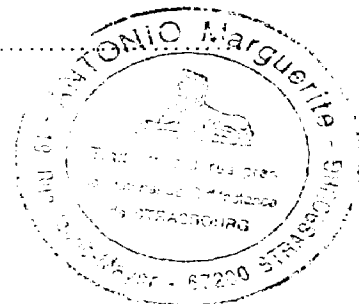
The meeting was chaired by Mrs Jacqueline AUBIN, in her capacity as Chairwoman of the Board.

The company ORSEM represented by Mr Ange DIAZ and the company NORMAX represented by Mr MOUGEOTTE, the two shareholders who represent, both on their own and as proxies, the largest number of votes and agreeing to this capacity, were asked to be tellers and agree to it.

Mrs Eliane CHABANOL was appointed as secretary.

Mr Stéphane DUVERNOIS, the appointed auditor, regularly convened by recorded delivery letter dated 14<sup>th</sup> June 2000, was excused.

The attendance sheet, certified as correct by the members of the board, allows us to note that the shareholders who were present, represented or with a right to vote by correspondence possess 38,997 shares out of the 38.997 shares with voting rights.



## SECOND RESOLUTION

After the merger decision taken on 29<sup>th</sup> June 2000, the company ORSEM, a Private Company with a capital of 72,000 FRF, with its headquarters at NEUILLY SUR SEINE (92200) 22, rue Garnier, recorded on the Commercial and Companies Register of Nanterre with the number B 319 416 665, made a contribution to the company BIOFARMA of the whole of its assets under the terms of the merger contract signed on 25<sup>th</sup> May 2000 by the two companies.

BIOFARMA therefore takes over, from 29<sup>th</sup> June 2000, all of the rights and obligations of the company ORSEM, which in particular include the following:

- the manufacturing or service trademarks appearing in appendix to the merger contract signed on 25<sup>th</sup> May 2000;
- the two following trademarks which do not appear in appendix to the merger contract signed on 25<sup>th</sup> May 2000
- the HYPERIUM trademark, registered in Guyana on 10<sup>th</sup> December 1999 in class 5 with the number 17849,
- the HYPERIUM trademark, registered in Tunisia on 9<sup>th</sup> June 2000 in class 5 with the number EE001144,
- any other trademark the registration of which may have been requested by ORSEM by 29<sup>th</sup> June 2000 at the latest, this being the date of the implementation of the merger.

It is hereby specified that BIOFARMA will take the place of ORSEM in all procedures in relation to trademark offices or any competent jurisdiction.

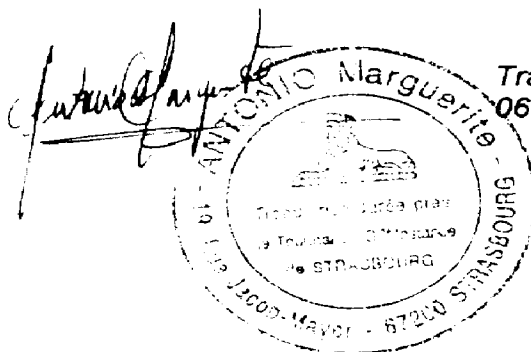
This resolution was adopted unanimously.

.....

Having reached the end of the agenda and with nobody wishing to speak, the Chair declared the meeting closed.

From all of the above, these minutes were drawn up and, after having been read, they were signed by the members of the board.

Certified translation  
Strasbourg, July 6, 2000.



Translation registration No:  
060700/003780'FA.

# PROJET de FUSION

## E X T R A I T

L'an deux mille  
Le 25 mai

*LES SOUSSIGNES :*

1/ Madame Jacqueline AUBIN

Agissant au nom et pour le compte de la société anonyme dénommée BIOFARMA, au capital de 4.874.625 Francs divisé en 38 997 actions d'un nominal de 125 Francs, dont le siège social est à NEUILLY-SUR-SEINE (92200) - 22, rue Garnier, immatriculée au Registre du Commerce et des Sociétés de NANTERRE sous le numéro B 542 072 459.

Spécialement habilitée à l'effet des présentes par délibération du Conseil d'Administration en date du 16 mai 2000,

Dénommée ci-après au cours du présent acte :  
« la Société Absorbante »

D'UNE PART

2/ Monsieur Ange DIAZ

Agissant au nom et pour le compte de la société à responsabilité limitée dénommée ORSEM, au capital de 72 000 Francs divisé en 288 parts d'un nominal de 250 Francs, dont le siège social est à NEUILLY-SUR-SEINE (92200) - 22, rue Garnier, immatriculée au Registre du Commerce et des Sociétés de NANTERRE sous le numéro B 319 416 665.

Spécialement habilitée à l'effet des présentes par délibération de la collectivité des associés en date du 16 mai 2000,

Dénommée ci-après au cours du présent acte :  
« la Société Absorbée »

D'AUTRE PART

.....

CECI EXPOSE, LES PARTIES ONT ETABLI DE LA MANIERE SUIVANTE LE PROJET DE FUSION QUI A ETE ARRETE PAR LE CONSEIL D'ADMINISTRATION DE LA SOCIETE BIOFARMA EN DATE DU 16 MAI 2000 ET PAR LE GERANT DE LA SOCIETE ORSEM EN DATE DU 16 MAI 2000

.....

## **CHAPITRE I**

### **DESIGNATION ET EVALUATION DE L'ACTIF APORTE PAR LA SOCIETE ABSORBEE**

L'actif de la Société absorbée dont la transmission est prévue au profit de la Société Absorbante comprenait au 30 septembre 1999, date de l'arrêté des comptes utilisé pour la présente opération, les biens, droits et valeurs ci-après désignés.



## SECTION I – Immobilisations incorporelles

- §1 **Concessions, marques, graphisme et logos, brevets et droits similaires**  
pour une valeur de ...  
Dont la liste figure en annexe
- §2 **Autres immobilisations incorporelles**  
pour une valeur de ...
- §3 **Divers :**  
Le nom commercial et le sigle ORSEM

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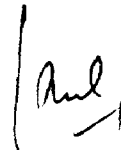
## **CHAPITRE V**

### PROPRIETE – JOUISSANCE ...

La Société Absorbante sera propriétaire de l'universalité du patrimoine de la Société Absorbée à compter du jour de la réalisation définitive de la fusion.

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Fait à NEUILLY-SUR-SEINE  
Le 25 mai 2000  
En 8 originaux



**DRAFT MERGER**

**EXTRACT**

The year two thousand  
25<sup>th</sup> May

**THE UNDERSIGNED**

Mrs Jacqueline AUBIN

Acting in the name of and on behalf of the limited company BIOFARMA, with a share capital of 4,874,625 Francs divided into 38,997 shares with a nominal value of 125 francs each, whose corporate headquarters are at 22, rue Garnier NEUILLY-SUR-SEINE (92200), recorded on the Commercial and Companies Register of NANTERRE, with the number B 542 072 459.

Especially empowered for the purposes of these documents by deliberation of the Board of Directors on 16th May 2000,

Hereinafter referred to in this document  
as 'the Absorbing Company'

ON THE ONE  
HAND

2/ Mr Ange DIAZ

Acting in the name of and on behalf of the private company known as ORSEM, with a share capital of 72,000 Francs divided into 288 shares with a nominal value of 250 Francs each, whose corporate headquarters are at 22, rue Garnier NEUILLY-SUR-SEINE (92200), recorded on the Commercial and Companies Register of NANTERRE, with the number B 319 416 665,

Especially empowered for the purposes of these documents by deliberation of the Board of Directors on 16th May 2000,

Hereinafter referred to in this document  
as 'the Absorbed Company'

ON THE OTHER  
HAND

.....  
THIS HAVING BEEN STATED, THE PARTIES HAVE DRAWN UP THE DRAFT MERGER  
AS FOLLOWS, DECREED UPON BY THE BOARD OF DIRECTORS OF BIOFARMA ON  
16<sup>TH</sup> MAY 2000 AND BY THE MANAGER OF ORSEM ON 16<sup>TH</sup> MAY 2000.



## CHAPTER I

### DESIGNATION AND EVALUATION OF THE ASSETS OF THE ABSORBED COMPANY

The assets of the absorbed Company whose transmission is planned in favour of the Absorbing Company, as on 30<sup>th</sup> September 1999, the date on which the accounts used for this operation were drawn up, comprised the assets, rights and securities shown below.

#### SECTION 1 – Intangible assets

- §1 **Concessions, trademarks, graphics and logos, patents and similar rights**  
for a value of ...  
A list of which appears in appendix
  - §2 **Other intangible assets**  
For a value of ...
  - §3 **Miscellaneous**  
The ORSEM commercial name and acronym
- .....

## CHAPTER V OWNERSHIP - ENJOYMENT ...

The Absorbing Company shall be the owner of all of the assets of the Absorbed Company from the day on which the merger is finally completed.

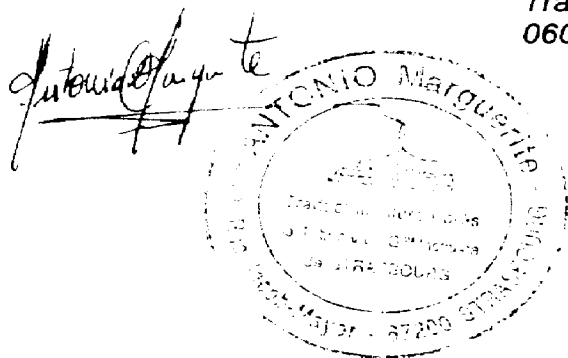
.....

.....

Signed at NEUILLY-SUR-SEINE  
25<sup>th</sup> May 2000  
In 8 original copies

*Certified translation*  
*Strasbourg, July 6, 2000.*

*Translation registration No:*  
*060700/003780FA.*



ETATS	ANCIEN	STATUT	DATE DE PPT	N° DE PPT	DATE D'INSCRIPTION	N° D'INSCRIPTION	ECHÉANCE	CLASSES
Estonie	PRESTARIUM	REG	13/07/93	9306137	30/03/94	09720	17/08/01	5
Estonie	PREXANIL	PEN	06/07/98	01558				5
Estonie	PREXANIL	PEN	06/07/98	01557				5
<del>Estonie</del>	<del>TEMAXUM</del>	<del>REG</del>	<del>13/07/93</del>	<del>9306138</del>		<del>651</del>	<del>17/07/04</del>	<del>5</del>
Etats-Unis	AERODIOL	REG	20/06/95	74691036	01/10/96	2004124	01/10/06	5
Etats-Unis	BIPREL	REG	27/07/95	74706908	27/08/96	1996819	27/08/06	5
Etats-Unis	COVERSYL	REG	13/06/94	74537108	12/09/95	1917573	12/09/05	5
Etats-Unis	DECTOR	REG	04/03/96	75066627	29/07/97	2083313	29/07/07	5
Etats-Unis	HYPERIUM	REG	23/05/94	74528376	31/10/95	1930944	31/10/05	5
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Etats-Unis	MUSTOPHORAN	REG	26/08/94	74566182	14/11/95	1935086	14/11/05	5
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Finlande	ADIFAX	REG	06/10/92	4831192	20/09/93	128249	20/09/03	5
Finlande	AERODIOL	REG	03/05/95	269495	20/02/96	142677	20/02/06	5
Finlande	COVEREX	REG	04/12/92	575092	05/07/94	132647	05/07/04	5
Finlande	COVERSYL	REG	13/12/89	629789	20/02/92	116607	20/02/02	5
Finlande	DIOPLEX	REG	13/12/95	716695	15/10/96	202405	15/10/06	5
Finlande	DIPONDAL	REG	08/12/92	573792	22/11/93	129269	22/11/03	5
Finlande	DOVINTIL	REG	29/04/92	213392	07/06/93	126658	07/06/03	5
Finlande	HYPERIUM	REG	23/08/83	438083	20/08/85	93433	20/08/05	5
Finlande	ISOMERIDE	REG	24/02/84	134384	20/12/85	94365	20/12/05	5