

1170  
8/23

TRA

09-15-2000

CORDATION

Atty. Docket: 1565.100

To the Honorable Commissioner of P



e attached original documents or copy thereof.

1. Name of conveying party(ies): 101457004

is and addresses of receiving party(ies):

VARTA BATTERIE AKTIENGESELLSCHAFT  
Postfach 21 05 40  
Am Leineufer 51  
Hannover 30405, GERMANY

VARTA AKTIENGESELLSCHAFT  
Postfach 21 05 40  
Am Leineufer 51  
Hannover 30405, GERMANY

- Individual(s)
- General Partnership
- Corporation
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

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



3. Nature of conveyance:

ENGLISH TRANSLATION OF CERTIFIED EXTRACT FROM THE COMMERCIAL REGISTER HRB 55132 DATED NOVEMBER 3, 1999 OF MERGER AND NAME CHANGE FROM VARTA BATTERIE AKTIENGESELLSCHAFT (GERMAN CORPORATION) TO VARTA AKTIENGESELLSCHAFT (GERMAN CORPORATION)

Execution Date: May 15, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

VARTA	(595,459)
VARTA	(1,148,740)
VARTA CHRON	(1,135,579)

Additional numbers attached?  Yes  No

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

Name: Fitzpatrick, Cella, Harper & Scinto  
30 Rockefeller Plaza, 38<sup>th</sup> Floor  
New York, NY 10112-3801

Telephone No.: (212) 218-2100  
Facsimile No.: (212) 218-2200

6. Number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number for any deficiency: 06-1205  
(Attach duplicate copy of this page if paying by deposit account):

14/2000 JJALLAHE 00000137 595459

FC:481  
FC:482

40.00 OP  
50.00 OP

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.

Warren E. Olsen (Reg. No. 27,290)  
Name of Person Signing

[Signature]  
Signature

August 23, 2000  
Date

August 23, 2000

Total number of pages including cover sheet, attachments, and documents: 8

## VERIFICATION

I, Dr. STEFAN MÜLLER-BECKER, Dipl.-Chemiker, technical translator of  
the firm of

VON KREISLER et al., Patent Attorneys,  
Deichmannhaus am Dom, D-50667 Cologne,

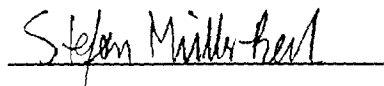
do hereby solemnly and sincerely declare:

THAT I am fully familiar with the German and English languages,

THAT I am a competent translator thereof,

THAT to the best of my knowledge and belief the following is a true and  
correct translation made by me of the document in the German language  
attached hereto and identified as the Extract from the Commercial Register HRB  
55132 and relating to the company VARTA Aktiengesellschaft.

Signed this third day of November 1999



Stefan Müller-Becker

- 1 -  
T r a n s l a t i o n

SMB  
HRB 55132

a) Firm name b) Place of Business Headquarters c) Purpose of Enterprise	Share Capital/ Nominal Stock Capital, DM	Executive Board Active Partners Business Managers Liquidators	Procurator	Legal Situation	a) Date of Entry and Signature b) Remarks
<p>2 a) VARTA AKTIENGESELL- SCHAFT b) Hannover c) <u>Manufacture and distribution of chemical, electrochemical and electrotechnical products of all kinds, especially those in the field of current generation and/or storage, in particular VARTA batteries; further manufacture and distribution of products in the fields of machine-building and apparatus construction as well as car accessories, and the production, installation, on, managing or utilization of plants and factories, and the trade with foreign products in the above fields. The company has the right to perform any measure and business which is appropriate to promote the purpose of the enterprise. This also includes the establishment of other enterprises and the participation therein at home and abroad.</u></p>	<p>3 DM 98,940,000.-</p>	<p>4 Diplom-Kaufmann Dr. rer. pol. Eckhard Schipporeit, Hannover - chairman of the executive board; Diplom-Kaufmann Rolf Fehndrich, Hannover; Diplom-Physiker Dr. phil. nat. Reinhard Gereth, Bad Neustadt/ Saale; Diplom-Kaufmann Dr. rer. pol. Georg Kelling- husen, Gütersloh; Industriekaufmann Wout van der Kooij, Wedemark</p>	<p>5 Joint procurator: Eberhard von Belom, Burgwedel; Helmuth Berger, Hannover; Günther Kebernik, Hildesheim; Hinrich Kose, Hannover; Dr. Eike Steinhäuser, Wedemark; Walther Wever, Barsinghausen. Each one is representative together with a member of the executive board or a proxy.</p>	<p>6 Limited Company. The company came into being when the Allgemeine Gesellschaft für Industriebeteiligungen mit beschränkter Haftung of Stuttgart was converted to a limited company according to Sections 376 ff. of the German Law on Public Limited Companies. The statutes and articles have been established on September 28, 1972, and amended several times. By a decision of the general meeting on June 17, 1992, Section 4 (share capital) of the statutes and paragraph 4a) (authorized capital) of the statutes and board is authorized to increase the share capital by up to DM 45,000,000.-- by one or more issues of bearer shares of nominal value of DM 50.-- each against cash subscriptions until September 30, 1997, inclusive (authorized capital). The executive board is further authorized to exclude any peak amounts from the shareholders' subscription right and also to exclude the subscription right to the extent as required to grant the owners of options from optional bonds still to be issued a subscription right to new shares to the extent as would have been granted upon execution of the optional bond. The issue of the new shares, the contents of the stock laws and the conditions of the issue of shares will be decided by the executive board with permission of the board of directors. The general meeting of May 17, 1995, decided to remove the business headquarters from Bad Homburg vor der Höhe to Hannover and to amend the statutes and articles accordingly in Section 1 Paragraph 2 (place of business headquarters). The executive board consists of at least two persons. The company will be legally represented by two members of the executive board or by one member of the executive board together with one proxy. Representative members of the executive board may also be summoned. When representing the company (external relationships), they are of equal standing as the ordinary members of the executive board.</p>	<p>7 a) 03.08.1995 (signature) b) Statutes and articles, sheet 76/85, special volume formerly Ag Bad Homburg v.d.H. HRB 1660</p>

[Stamp: The underlined parts mean red highlighting in the register.]

a) Firm name b) Place of Business Headquarters c) Purpose of Enterprise	Share Capital/ Nominal Stock Capital, DM	Executive Board Active Partners Business Managers Liquidators	Procurator	Legal Situation	a) Date of Entry and Signature b) Remarks
2	3	4	5	6	7
			<p>The procurator of Eberhard v. Below has ceased.</p> <p>Joint procurator: Andreas Brandtner, Gehrden.</p> <p>He is representative together with a member of the executive board or another proxy.</p> <p>Joint procurator: Fritz Dürkop, Hannover; Dr. Christian Reimer, Hannover; Peter Sieger, Garbsen.</p> <p>Each one is representative together with a member of the executive board or another proxy.</p>	<p>Rolf Fehndrich and Dr. phil. nat. Reinhard Gereth are no longer members of the executive board.</p>	<p>a) 21.12.1995 (signature)</p>
		<p>Diplom-Ingenieur Dr. Georg Prilhofer, Vienna</p>	<p>Joint procurator: Fritz Dürkop, Hannover; Dr. Christian Reimer, Hannover; Peter Sieger, Garbsen.</p> <p>Each one is representative together with a member of the executive board or another proxy.</p>	<p>Dr. Georg Kellinghusen is no longer a member of the executive board. Dr. Georg Prilhofer has been summoned member of the executive board.</p>	<p>a) 22.08.1996 (signature)</p>
				<p>Dr. Erhard Schipporeit is no longer a member of the executive board.</p>	<p>a) 13.11.1997 (signature)</p>

continued on 2nd sheet

HRB 55132

a) Firm name b) Place of Business c) Purpose of Enterprise	Share Capital/ Nominal Stock Capital, DM	Executive Board Active Partners Business Managers Liquidators	Procurator	Legal Situation	a) Date of Entry and Signature b) Remarks
2	3	4	5	6	7
<p>a) Manufacture and distribution of chemical, electrical and metallurgical products of all kinds, especially those in the field of current generation and/or storage, in particular VARTA batteries; further, manufacture and distribution of products in the fields of machine-building and apparatus construction as well as car accessories, and the production, installation, on, managing or utilization of plants and factories, and the trade with foreign products in</p>	50,657,280 Euro		<p>Joint procurator: Dr. jur. Uwe F.H. Ganzer, Gehrden.  He is representative together with a member of the executive board or another proxy.</p>	<p>The general meeting of May 15, 1997, has decided to amend Section 4 Paragraph 4a) (authorized capital) of the statutes and articles. The executive board is authorized to increase the share capital by up to DM 45,000,000.- by one or more issues of new shares against cash subscriptions until September 30, 2002.</p> <p>According to the fusion treaty of May 15, 1998, the company, as the transferee company, has been fused with the VARTA BATTERIE AKTIENGESSELLSCHAFT of Hannover (transferor company) (fusion by integration according to Section 2 No. 1, Sections 4 ff. of the German Conversion Act)</p> <p>The general meeting of May 19, 1999, has decided to convert the share capital from DM 98,940,000.-- to Euro 50,587,218.73, to convert the division of the capital by Euro 70,061.27 to Euro 50,657,280.00 from corporate funds, to revise the purpose of enterprise, and to revise the whole statutes and articles. The executive board is authorized to increase the share capital, upon agreement by the board of directors, by up to Euro 23,008,134.65 by one or more issues of new shares against cash subscriptions by September 30, 2002 (authorized capital).</p>	<p>a) 12.02.1998 (signature) b) Statutes and articles sheet special volume</p> <p>a) 31.08.1998 (signature) b) transferor company: HRB 7211</p> <p>a) 09.08.1999 (signature) b) Statutes and articles sheets 5-16 special volume 3</p>

a) Firm name b) Place of Business Headquarters c) Purpose of Enterprise	Share Capital/ Nominal Stock Capital, DM	Executive Board Active Partners Business Managers Liquidators	Procuration	Legal Situation	a) Date of Entry and Signature b) Remarks
<p>2</p> <p>c) the above fields. The company has the right to any measure and business which appear necessary and useful for achieving the purpose of the enterprise. For this purpose, it may, in particular, establish branches and found, acquire or participate in enterprises of the same or related kinds, disincorporate parts of its commercial pursuits to associated enterprises including joint ventures with third parties, enter into corporate contracts or confine itself to the administration of holdings.</p>	<p>3</p>	<p>4</p>	<p>5</p>	<p>6</p>	<p>7</p>
<p>[Stamp: The underlined parts mean red highlighting in the register.]</p>			<p>The procurations of Andreas Brandtner and Dr. Christian Reimer have ceased.</p> <p>Joint procuration: Eckart Buder, born on March 29, 1941, Weustadt; Dr. Wolfgang Fricke, born on April 28, 1957, Mumstorf; Ralf-Dieter Kaiser, born on March 4, 1939, Bad Soden/Taurus; Andreas Krauthoff, born on September 29, 1957, Wedemark; Bernd Wegener, born on November 20, 1954, Hannover</p> <p>Each one is representative together with a member of the executive board or another proxy.</p> <p>[Stamp of the District Court Hannover]</p>	<p>It is herewith certified that this copy is a complete representation of the entries in the register of commerce. Hannover, August 20, 1999 (signature) Court registrar</p>	<p>a) 12.08.1999 (signature)</p>

- 1 -  
The above copy is a complete copy of the original and is herewith certified.  
Hannover, September 1, 1999

(signature)  
(K. Kowala)  
Notary public

{Stamp of Hannover District Court:}

91 a E 1 - 405/99

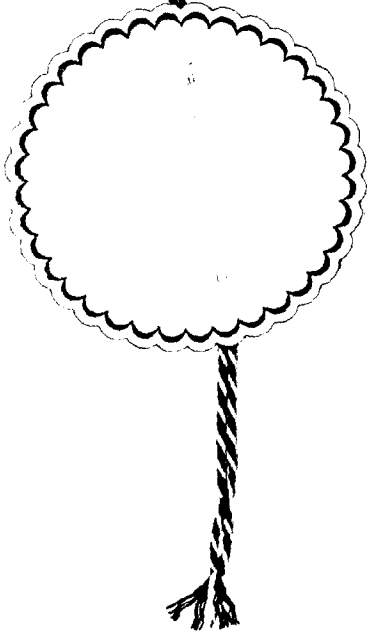
The authenticity of the above signature of the notary public Karsten Kowala of Hannover and the authenticity of the official seal applied are herewith certified. At the same time, it is certified that the above mentioned notary public was authorized to perform this official action.

Hannover, October 20, 1999  
The President of the District Court  
per pro  
(signature)  
(Mehrens)  
Vice President of the District Court

UR.Nr. 1898 für 1999 W

Die auf der vorgehefteten Seite 1 befindliche Unterschrift des mir bekannten Herrn Diplom-Kaufmann Dr. rer. nat. Stefan Michael Müller-Becker geborener Müller, geboren am 17.12.1962, Fachübersetzer, geschäftsansässig Bahnhofsvorplatz (Deichmannhaus am Dom), 50667 Köln, beglaubige ich aufgrund vor mir erfolgter Anerkennung.

Köln, den 4. November 1999



*[Handwritten signature]*  
Notar

	Notarhonorierung	
Wert:	20.000,-	DM
Gebühren §§ Kost O		
43	25,-	DM
58		DM
150		DM
§§ 135		DM
MwSt. 16%	4,-	DM
	<u>zusammen</u>	<u>29,-DM</u>

*[Handwritten signature]*