

FORM PTO-1618A
Expires 06/30/99
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05-01-2001

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



101673273

Revised 10/24/2000
4/27/01

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New

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Document ID # 101519412

Correction of PTO Error
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Conveyance Type

Assignment License
By Operation of Law

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date
Month Day Year
08 11 78

Conveying Party

Mark if additional names of conveying parties attached

Name Peter Brasseler, doing business as Gebr. Brasseler

Execution Date
Month Day Year
08 11 78

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 Gebr. Brasseler GmbH & Co. KG

DBA/AKA/TA

Composed of

Address (line 1) Trophagener Weg 25

Address (line 2) D-32675

Address (line 3) Lemgo Germany

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Germany

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.)

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FORM PTO-1618B
Expires 09/30/99
OMB 0651-0027

Page 2

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

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Lisa N. Kaufman

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Address (line 4) Washington, D.C. 20006

Correspondent Name and Address

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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)

706,436

Number of Properties

Enter the total number of properties involved:

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

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:

23-2185

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.

Lisa N. Kaufman

Name of Person Signing

Lisa N. Kaufman

Signature

10/23/2000


Date Signed

DESIGNATION OF DOMESTIC REPRESENTATIVE

Applicant hereby appoints Lisa N. Kaufman, of BLANK ROME COMISKY & McCAULEY LLP, 900 17th Street, N.W., Suite 1000, Washington, D.C. 20006, as its domestic representative on whom may be served notices or process in proceedings affecting the subject mark. Please direct all correspondence to Lisa N. Kaufman at (202) 530-7434.

Gebr. Bräsecker GmbH & Co. KG

Dated: 2-10-01

By: 
Name: Siegfried Heverkamp
Title: Managing Director

Legal Opinion

Office Hamburg



Rechtsanwälte
Wirtschaftsprüfer
Steuerberater

Date October 16, 2000
From Dr. Tessa Schoof
To To whom it may concern

Legal Opinion concerning the ownership of the US trademark 706436 "Brasseler"

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20354 Hamburg

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Gebr. Brasseler GmbH & Co. KG asked us to render a legal opinion addressing issues of German law in the above referenced trademark matter.

By way of background, we are a firm of over 200 attorneys in various major German cities as well as in Brussels and in Shanghai. We advise clients on all aspects of German Civil and Commercial Law as well as public law. We further offer our clients a full range of services, including representation in proceedings in national and local courts. The undersigned is a member of the Hamburg Bar since 1998 and is specialized in Commercial Law.

Berlin
Düsseldorf/Neuss
Frankfurt a. M.
Hamburg
Leipzig
München
Alicante
Brüssel
Shanghai

1. On October 25, 1960 the trademark "Brasseler" was registered for Peter Brasseler doing business as Gebrüder Brasseler, a sole proprietorship run by Peter Brasseler - who deceased in 1978 - under the firm "Gebrüder Brasseler". This company was first registered in the commercial register at the local court (in German: "Amtsgericht") on May 24, 1952. Thus, the trademark was not registered for Peter Brasseler as a private person.
2. In 1974 Friedrich Hankemeier entered the company "Gebrüder Brasseler" as a limited partner and Peter Brasseler took the position of a general partner. Since then the company traded as a limited partnership (in German:

Mitglied in the Conference of European Lawyers (EWIV)
Zusammen mit Liedekerke Walters Waelbroeck Kirkpatrick & Cerfontaine, Brüssel
Simçon & Associés, Paris und Houthoff Buruma, Amsterdam

"Kommanditgesellschaft"). Legally, however, this did not affect the company as a legal entity which was continued under the firm "Gebrüder Brasseler" ever since. In 1978 the company's name was changed into "Gebr. Brasseler GmbH & Co. KG" ("Gebr." is the short form of "Gebrüder"). The change of the company's name did not have any impact on the legal identity of the company either. It only showed that the position of the general partner was now filled by a German limited liability company (in German: "GmbH") The company has been continuously registered as the same entity in the competent commercial register.

3. By transformation of Gebrüder Brasseler from a sole proprietorship into a limited partnership all contractual relationships, liabilities and rights – including the trademark "Brasseler" described above – have been transferred to "Gebrüder Brasseler" as a limited partnership. In more detail:

a. If a person enters a sole proprietorship as a limited partner a limited partnership is established. In such a case section 28 sub.-sec. 1 HGB (German Commercial Code) provides for a transfer of all liabilities incurred in the ordinary course of business of a sole proprietorship to the limited partnership. Section 28 sub.-sec. 1 HGB has the following wording:

"If a person enters the business of a sole proprietorship as a partner with personal liability or as a limited partner, the partnership, even though it does not continue the former firm name, is liable for all the obligations of the former proprietor of the business which have been incurred in the ordinary course of business. Claims arising out of the course of the business are deemed, as against the debtors, to have passed to the partnership."

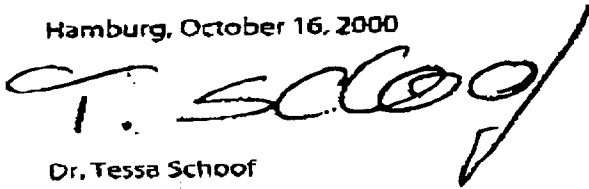
b. German courts have held that according to section 28 sub.-sec. 1 HGB all contractual relationships concluded by the sole proprietor in the ordinary course of business of the sole proprietorship are deemed to be transferred to the limited partnership as well (among others District Court Stuttgart, NJW-RR 1996, 1378, 1379, Karsten Schmidt, Handelsrecht ("Commercial Law"), 5th edition 1999, page 231).

- c. Moreover, as the sole proprietor contributes his entire business as a contribution in kind to the limited partnership, it is undisputed that by doing so all company assets are also transferred into the limited partnership by the sole proprietor (Münchener Kommentar, HGB, 1st edition 1996, section 28 note 1; Karsten Schmidt, Handelsrecht, 5th edition 1999, page 225 ff.). German law does not require the execution of a formal deed of transfer or a similar kind. The transfer of assets can be executed by implied agreement (Karsten Schmidt, Handelsrecht, 5th edition 1999, page 229) which is often done in Germany.

From this it follows that in 1974 Peter Brasseler transferred all assets belonging to the business of the sole proprietorship "Gebrüder Brasseler" at the time into the limited partnership "Gebrüder Brasseler" in order for Peter Brasseler to fulfill his for such contribution in kind. Consequently, Peter Brasseler has transferred all company assets, including rights such as trademarks, to the limited partnership by implied agreement.

4. Consequently, Peter Brasseler has transferred the US trademark "Brasseler" as part of the assets of its sole proprietorship to the limited partnership "Gebrüder Brasseler" in 1974 which is presently named "Gebr. Brasseler GmbH & Co. KG".

Hamburg, October 16, 2000



Dr. Tessa Schoof

Amtsgericht Lemgo

Unbeglaubigte Ablichtung

aus dem

Handelsregister

6 HRA 1156

Es wird ausdrücklich darauf hingewiesen, daß die unterstrichenen Teile der Eintragung in der nachstehenden Ablichtung gelöscht sind.

PA Höfer, Schmitz, Weg

Tel: +49-89-64244711

19 Okt 00

15:54

Nr. 008 P. 07

HR A 1156

1100

Amtsgericht

Nr. der Eintragung	a) Firma b) Ort der Niederlassung (Stm der Gesellschaft) c) Gegend des Unternehmens (berufstätigen Personen)	Persönlich haftende Gesellschafter Vorstand Abwickler	Prokura	Rechtsverhältnisse	offen der Eintragung und Unterchrift b) Bemerkungen
1	a) Gebroder Brasseler b) LEMGO	Kaufmann Peter Brasseler in Lemgo.	Einzelprokura Kaufm. Angehöriger Friedrich Hankewier in Lemgo.	a) Ungeschrieben von HRA 274 17. Okt. 1974 (Kosiek) Justizobersekretär b) Erste Eintragung am 24. 5. 1952	
2		Der Prokurist Friedrich Hankewier ist zur Veräußerung und Belastung von Grundstücken berechtigt.	Kommanditgesellschaft. Der Prokurist Friedrich Hankewier ist Kommanditist mit 20.000 DM Einlage. Die Gesellschaft hat am 6. September 1974 begonnen.	a) 16. September Kater Justizobersekretär	Tel: +49-89-64244711
3			Der Kommanditist Friedrich Hankewier hat seine Kommanditeinlage in Höhe der Sonderrechtsnachfolge auf die DEMWIL Brasseler Gesellschaft mit beschränkter Haftung in Lemgo übertragen.	a) 30. Oktober Kater Justizobersekretär	
4		Einzelprokura Walter Kracht in Lemgo		a) 4. Januar Kater Justizassistenten	
5	a) Gebr. Brasseler Gmbh & Co Kommanditgesellschaft	DEWIL Brasseler Gesellschaft mit beschränkter Haftung, Lemgo; Fabrikant Peter Brasseler in Lemgo.	Der Komplementär Peter Brasseler ist durch Tod ausgeschieden. Der Fabrikant Peter Brasseler Jun. und die DEMWIL Brasseler Gesellschaft mit beschränkter Haftung sind als Komplementäre eingetretten. Beide Komplementäre sind ausschließlich zur Vertretung der Gesellschaft berechtigt. Die DEMWIL Brasseler Gesellschaft mit beschränkter Haftung ist als Kommanditistin ausgeschieden. Alle Kommanditisten sind eingetretten. Kaufmann Peter Brasseler geb. Lechner, Lemgo, mit einer Einlage von 500.000 DM; Kaufmann Peter Brasseler geb. Brasseler, Hannover, mit einer Einlage von 1.250.000 DM. Die Firma ist relociert.	a) 11. August Kater Justizassistenten	
6			Die Einlage der Kommanditistin Peter Brasseler geb. Lechner beträgt 6.000.000 DM.	a) Berichtigen eingetragenen 17. August Kater Justizassistenten	

24. Okt. 1997

Gefertigt am

Amtsgericht Lening

Kvadrat von Blatt

1 MK A

1130

PA Höfer, Schmitz, Weber Tel: +49-89-64244711

1 Nr. der Eintragung	2 a) Firma b) Ort der Niederlegung (Sitz der Gesellschaft) c) Gegenstand des Unternehmens (bei juristischen Personen)	3 Gesellschafter Persönlich haftende Gesellschafter Vorstand Abwickler	4 Prokura	5 Rechtsverhältnisse	6 a) Tag der Eintragung und Einverleibung b) Beschlüsse
7		3		Der Fabrikant Peter Brüsseler ist als persönlich haftender Gesellschafter ausgeschlossen und ist zum Mehr Kommanditist mit einer Einlage von 2.250.000, -- DM.	a) 11. Dezem 1992 Justizsek. Heermann
8				Die Einlage des Kommanditisten Peter Brüsseler ist im 190.000, -- DM auf 2.100.000, -- DM herabgesetzt. Der Kommanditist Peter Brüsseler ist aus der Gesellschaft ausgeschlossen. Seine Einlage von 2.100.000, -- DM ist auf den Rechtsanwalt Dr. Günther Felix, Köln, der im Namen der Sonderrechtsnachfolge als Kommanditist in die Gesellschaft eingetreten ist, übergegangen. Die Einlage des Kommanditisten Felix Pleban, Köln, Brüsseler ist im 2.000.000, -- DM auf 2.750.000, -- DM erhöht.	a) 3. Februar 1992 Justizsek. Heermann
9	Komet-Brüsseler Gesellschaft mit beschränkter Haftung, Leungo			Die Komet-Brüsseler Gesellschaft mit beschränkter Haftung ist als weitere persönlich haftende Gesellschafterin eingetreten.	a) 22. März 1992 Justizsek. Heermann
10			Einsalprokurat: Komet-Brüsseler, Detmold. Es ist gemeinsam mit einem der persönlich haftenden Gesellschaftler Vertretungsabwechslung.		a) 22. Januar 1992 Justizobersek. Heermann
11				Die Einlage des Kommanditisten Dr. Günther Felix ist im 150.000, -- DM auf 2.250.000, -- DM erhöht worden.	a) 05. November 1992 Justizobersek. Heermann
12			Die bisherige Einzelprokura des Prokuristen Ernst Hagebe, Detmold, ist in eine Gesamprokura umgewandelt. Gesamtprokurat: Alfred Hagebe, Detmold. Diese Prokuristen sind gemeinsam rechtlich vertretungsberechtigt.		a) 21. Januar 1992 Justizobersek. Heermann
13				Der Kommanditist Dr. Günther Felix ist aus der Gesellschaft ausgeschlossen, seine Einlage von 2.250.000 DM ist übergegangen in Höhe von: a) 750.000 DM auf Peter Brüsseler (geb. 22.7.1961), Bielefeld;	13. Januar 1992 Justizobersek. Heermann

Amtsgericht

31114

HR A 156

Nr. der Eintragung	a) Firma b) Ort der Niederlassung c) (Sitz der Gesellschaft) d) Geschäftsort des Unternehmens (bei juristischen Personen)	Personlich haftende Gesellschafter Vorstand Abwärtler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
1	7	3	4	b) 750.000 DM auf Studentin Sabine Brasseler (geb. 1.9.1956), Bosenheide; c) 750.000 DM auf Karin Brasseler (geb. 30.10.1959), Hilton Road, South Carolina, USA; die in Wege der Sonderrechtsnachfolge mit den vorstehenden Kommanditeinlagen als Kommanditisten in die Gesellschaft eingetreten sind.	6
14			Die Prokuren von Friedrich Hantensar, Volker Kersch, Ernst Hasche und Giesfried Heverkamp sind erloschen.	Der Kaufmann Peter Brasseler sen., Lemgo ist mit einer Einlage von 4.500.000,- DM als Kommanditist eingetreten. Die Kommanditistin Meta Brasseler ist aus der Gesellschaft ausgeschieden. Ihre Einlage von 6.000.000,- DM ist übergegangen in Wege der Sonderrechtsnachfolge: e) in Höhe von 4.500.000,- DM auf die Kommanditistin Klara Biehler, deren Einlage nunmehr 8.250.000,- DM beträgt; b) in Höhe von 1.500.000,- DM auf den Kommanditisten Peter Brasseler sen., dessen Einlage nunmehr 6.000.000,- DM beträgt.	24. März 1998 Becker Justizassistent
15				Die Einlage des Kommanditisten Peter Brasseler sen. ist um 4.350.000,- DM auf 1.650.000,- DM herabgesetzt. Dieser Teil der Einlage ist auf die Kommanditistin Gabli in Lemgo, die in Wege der Sonderrechtsnachfolge mit der Einlage von 4.350.000,- DM als Kommanditistin in die Gesellschaft eingetreten ist, übergegangen.	e) 02. Juli 1997 Becker Notarbeskreter

Gestern

24. Okt

Beitrag am 24. Okt 1997



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

JANUARY 17, 2001

PTAS

BLANK ROME COMISKY & MCCAULEY LLP
LISA N. KAUFMAN
1900 17TH STREET, N.W.
SUITE 1000
WASHINGTON, DC 20006



101519412A

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DOCUMENT ID NO.: 101519412

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