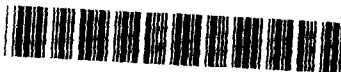


FORM PTO-1618A  
Expires 06/30/99  
OMB 0851-0027

05-07-2001

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



101679716

*Repeat*  
*10/24/2000*  
*4/27/01*

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

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Document ID # 101519412
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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

Execution Date  
Month Day Year  
08 11 78

Name Peter Brasseler, doing business as Gebr. Brasseler

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

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

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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

Address (line 1) Blank Rome Comisky & McCauley LLP

Address (line 2) 1900 17th Street, N.W.

Address (line 3) Suite 1000

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

**Correspondent Name and Address**

Area Code and Telephone Number (202) 530-7434

Name Lisa N. Kaufman

Address (line 1) Blank Rome Comisky & McCauley LLP

Address (line 2) 1900 17th Street, N.W.

Address (line 3) Suite 1000

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

**Pages**

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

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**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



Signature

10/23/2000

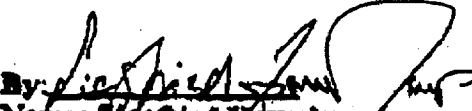
Date Signed

**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) 530-7436.

Gebr. Brüsseler GmbH & Co. KG

Dated: 2-10-00

By:   
Name: Margit Haverkamp  
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"**

Neuer Wall 44  
20354 HamburgPostfach 30 06 20  
20303 Hamburg

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

Tel. +49 (40) 3 68 03-0  
Fax +49 (40) 3 68 03-280hamburg@wessing.com  
www.wessing.com

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."**

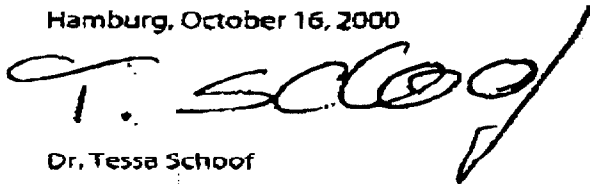
b. German courts have held that according to section 28 sub.-sec. 1 HGB all contractual relationships concluded by the sole proprietor in the ordinary course of business of the sole proprietorship are deemed to be transferred to the limited partnership as well (among others District Court Stuttgart,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

TRADEMARK

REEL: 002246 FRAME: 0090

Nr. der Eintragung	a) Firma b) Ort der Niederlassung c) Gegenstand des Unternehmens (beizuschreibende Person)	Geschäftsinhaber Persönlich haftende Gesellschafter Vorstand Abwickler	Prokura	Rechtsverhältnisse	a) Ungeschriebene von HRA 274 b) Erste Eintragung am 24.5.1952 c) (Kosiek) Justizobersekretär d) 30. September e) 4. Januar f) 11. August g) Berichtigen eingetragen August
1	a) Gebrüder Brasseler b) <del>Leipzig</del>	Kaufmann Peter Brasseler in Lemgo.	Einzelprokura: Kaufm. Agentenleiter Friedrich Bankmeier in Lemgo.	3	a) Ungeschriebene von HRA 274 17. August 19 (Kosiek) Justizobersekretär b) Erste Eintragung am 24.5.1952 c) (Kosiek) Justizobersekretär d) 30. September e) 4. Januar f) 11. August g) Berichtigen eingetragen August
2			Der Prokuraist Friedrich Bankmeier ist Kommanditist mit 20.000 DM Einlage. Die Gesellschaft hat am 6. September 1974 begonnen.		
3			Der Kommanditist Friedrich Bankmeier hat seine Kommanditeinlage in Höhe der Sonderrechtenschaft folge auf die DEWAL Brasseler Gesellschaft mit beschränkter Haftung in Lemgo übertragen.		
4			Einzelprokuraist: Walter Kracht in Lemgo		
5	a) Gebr. Brasseler Gebh & Co Kommanditgesellschaft	DEWAL Brasseler Gesellschaft mit beschränkter Haftung, Lemgo; Fabrikant Peter Brasseler in Lemgo.			a) 11. August b) Berichtigen eingetragen August
6			Die Einlage des Kommanditisten Peter Brasseler beträgt 6.000.000 DM. Lechner beträgt 6.000.000 DM.		

HR A 1156

PA Höter. Schmitz. Weg  
Tel: +49-89-64244711

19 Okt 00 15:54 Nr. 008 P. 07

Gefährlich am 24. Okt. 1997



Nr. der Eintragung	a) Firma b) Ort der Niederlassung (Sitz der Gesellschaft) c) Gegenstand des Unternehmens (bei juristischen Personen)	Geschäftsführer Persönlich haftende Gesellschafter Vertrauens Abwickler	Prokura	Rechtverhältnisse	a) Tag der Eintragung und Einreichung b) Befristungen
7	3		4	Der Fabrikant Peter Brasseler ist als persönlich haftender Gesellschafter ausgeschieden und ist nunmehr Kommanditist mit einer Einlage von 2.250.000,-- DM.	a) 11. Dezem 1982 Herrmann Justizsek.
8				Die Einlage des Kommanditisten Peter Brasseler ist um 150.000,-- DM auf 2.100.000,-- DM herabgesetzt. Der Kommanditist Peter Brasseler ist aus der Gesellschaft ausgeschieden. Seine Einlage von 2.100.000,-- DM ist auf den Rechtsanwalt Dr. Günther Felix, Mgl. der im Name der Kommanditgesellschaft als Kommanditist in die Gesellschaft eingetreten ist, übergegangen. Die Einlage der Kommanditistin Klara Niebuhr, Brasseler ist um 2.000.000,-- DM auf 3.750.000,-- DM erhöht.	a) 3. Februar 1982 Felix Justizsek.
9	Komst-Brasseler Gesellschaft mit beschränkter Haftung, Leno			Die Komst-Brasseler Gesellschaft mit beschränkter Haftung ist als weitere persönlich haftende Gesellschafterin eingetreten.	a) 10. März 1982 Felix Justizsek.
10			Einzelprokurist: Knut Busch, Detmold. Er ist gemeinsam mit einem der persönlich haftenden Gesellschafter vertretungsberechtigt.		a) 22. Januar 1982 Busch Justizobersek.
11				Die Einlage des Kommanditisten Dr. Günther Felix ist um 150.000,-- DM auf 2.250.000,-- DM erhöht worden.	a) 09. November 1982 Felix Justizobersek.
12			Die bisherige Einzelprokura des Prokuristen Knut Busch, Detmold, ist in eine Kommanditprokura umgewandelt. Güterprokurist: Alfred Havemann, Detmold. Seine Prokuristen sind persönlich vertretungsberechtigt.		a) 21. Januar 1982 Havemann Justizobersek.
13				Der Kommanditist Dr. Günther Felix ist aus der Gesellschaft ausgeschieden. Seine Einlage von 2.250.000 DM ist übergegangen in Höhe von: a) 750.000 DM auf Peter Brasseler (geb. 22.7.1961), Bielefeld;	a) 13. Januar 1982 Felix Justizobersek.

Amtsgericht

11111

HR A 156

Nr. der Eintragung	a) Firma b) Ort der Niederlassung (Sitz der Gesellschaft) c) Gegenstand des Unternehmens (bei juristischen Personen)	Geschäftsführer Personlich haftende Gesellschafter Vorstand Abwilder	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
	1				2

b) 750.000 DM auf Studentin Sabine Brasseler (geb. 1.9.1956), Rosenheim;  
c) 750.000 DM auf Karin Brasseler (geb. 30.10.1959), Hilton Head, South Carolina, USA;  
die in Wege der Sonderrechtsnachfolge mit den vorstehenden Kommanditeinlagen als Kommanditisten in die Gesellschaft eingetreten sind.

Die Prokuren von Friedrich Kantensier, Walter Jersch, Ernst Hasche und Siegfried Leberkamp sind erloschen.

Der Kaufmann Peter Brasseler sen., Lango 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 übergebenen in Wege der Sonderrechtsnachfolge a) in Höhe von 4.500.000,- DM auf die Kommanditistin Klara Bialkus, 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.

Die Einlage des Kommanditisten Peter Brasseler sen. ist um 4.350.000,- DM auf 1.650.000,- DM herabgesetzt. Dieser Teil der Einlage hat zur die J K Brasseler GmbH in Lango, die in Wege der Sonderrechtsnachfolge mit der Einlage von 4.350.000,- DM als Kommanditistin in die Gesellschaft eingetreten ist, übergegangen.

29. März 1988  
Becker  
Justizassistent

24. Okt 1997  
Becker  
Justizsekretär

24. Okt 1997

24. Okt 1997