

06-21-2002

FLH Ref. No.: 511169-8010

FORM PTO-1094
(Rev. 6-93)



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commiss

102130769

attached original documents or copy thereof.

1. Name of conveying party(ies)

Cardiogene Genterapeutische Systeme AG

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

6-14-02

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other

Execution Date: August 17, 2000

2. Name and address of receiving party(ies)

Name: Cardion AG

Street Address: Max-Planck-Strasse 15a
D-40699 Erkrath
GERMANY

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76/030,932 B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

William F. Lawrence
Frommer Lawrence & Haug LLP
745 Fifth Avenue
New York, New York 10151

6. Total number of applications and registrations involved 1

7. Total fee (37 CFR 3.41)..... \$40.00

- Enclosed
- Authorized to be charged to deposit account 05-0320.

8. Deposit account number: 50-0320
(Attach duplicate copy of this page if paying by deposit account).

6/21/2002 TDIAZ1 00000015 500320 76030932

1 FC:481 40.00 CH

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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.

William F. Lawrence

June 6, 2002

Name of Person Signing

Signature

Date

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FORM PTO-1594 (Rev. 6-93)

THEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies) Cardion AG</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: August 17, 2000</p>	<p>2. Name and address of receiving party(ies) Name: Cardion AG Street Address: Max-Planck-Strasse 15a D-40699 Erkrath GERMANY</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
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OFFICE OF PUBLIC RECORDS
2002 MAR 12 PM 2: 22
FINANCE SECTION

3.12.02

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/030,932 B. Trademark Registration No.(s)
Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed: William F. Lawrence Frommer Lawrence & Haug LLP 745 Fifth Avenue New York, New York 10151</p>	<p>6. Total number of applications and registrations involved 1 7. Total fee (37 CFR 3.41)..... \$40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 05-0320. 8. Deposit account number: 50-0320 (Attach duplicate copy of this page if paying by deposit account).</p>
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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.

Deena Levy Weinhouse
Name of Person Signing

Signature

March 7, 2002
Date

Total number of pages including cover sheet, attachments, and document: 9

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant(s) : Cardion AG
Serial No. : 76/030,932
Mark : CARDION AG
Filed : April 19, 2000
Examiner : Karen K. Bush
Law Office : 105

745 Fifth Avenue
New York, NY 10151

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: U.S. Patent and Trademark Office, Assignment Division, Box Assignments, CG-4, 1213 Jefferson Davis Highway, Suite 320 Washington, DC 20231, on March 7, 2002.

Deena Levy Weinhouse

Name of Applicant, Assignee or Registered Representative



Signature

March 7, 2002

Date of Signature

COMMUNICATION

U.S. Patent and Trademark Office
Assignment Division
Box Assignments, CG-4
1213 Jefferson Davis Highway, Suite 320
Washington, DC 20231

Re: Recordal of Translated German Commercial Register evidencing the name change from
Cardiogene Genterapeutische Systems AG to Cardion AG

Dear Sir:

Enclosed please find the following items for the purpose of recording the enclosed

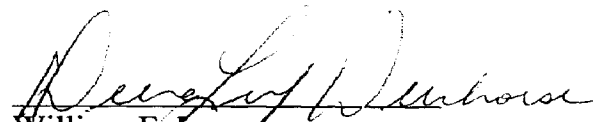
Change of Name:

1. Translated German Commercial Register evidencing the name change from
Cardiogene Genterapeutische Systems AG to Cardion AG;
2. Our check no. 020226 in the amount of \$40.00 to cover the required fee for
recording the Change of Name document; and
3. A Trademark Recordation Cover Sheet.

Please return the recorded documents to the undersigned.

Respectfully submitted,
FROMMER LAWRENCE & HAUG LLP

By:



William F. Lawrence
Reg. No. 28,029
Deena Levy Weinhouse
Tel.: (212) 588-0800
Fax: (212) 588-0500

Mettmann

1

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HRB 4 173

Blatt

Nr. der Eintragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	V.-stand Persönlich haftende Gesellschafter Geschäftsführer Abwickler	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
1	2	3	4	5	6	7
1	<p>a) CARBIOGENE GENTHE- RAPEDISCHE SYSTEME Gesellschaft mit beschränkter Haftung</p> <p>b) Erkrath</p> <p>c) die Forschung, Ent- wicklung, die Her- stellung und der Vertrieb von genthe- rapetischen Systemen, insbesondere Produkten, Verfahren und medizintechni- schen Geräten, ein- schließlich der Ver- gabe von Lizenzen sowie die Erbringung damit verbundener Dienstleistungen</p>	100.000,-	Prof. Dr. med. Jürgen Schradler, Düsseldorff		<p>Gesellschaft mit beschränkter Haftung. Gesellschaftsvertrag vom 15. März 1996. Die Gesellschaft hat einen oder mehrere Ge- schäftsführer. Ist ein Geschäftsführer be- stellt, vertritt er die Gesellschaft allein. Bei mehreren Geschäftsführern wird die Ge- sellschaft durch zwei Geschäftsführer ge- meinsam oder durch einen Geschäftsführer in Gemeinschaft mit einem Prokuristen ver- treten. Die Gesellschafterversammlung kann durch einen Gesellschafterbeschluss Einzel- vertretungsbezugnisse erteilen. Sie kann einen Geschäftsführer oder mehrere Geschäftsfüh- rer auch von den Beschränkungen des § 181 BGB befreien. Der Geschäftsführer Prof. Dr. Jürgen Schra- der ist befugt, die Gesellschaft bei der Vornahme von Rechtsgeschäften mit sich selbst - oder zugleich als Vertreter eines Dritten - uneingeschränkt zu vertreten. § 181 BGB.</p> <p>Durch Beschluss der Gesellschafterversam- lung vom 5. Februar 1997 ist das Stammkapl- tal von 50.000,- DM um 50.000,- DM auf 100.000,- DM erhöht und § 3 des Gesell- schaftsvertrages entsprechend geändert wor- den.</p> <p>Es wurde der Sitz der Gesellschaft von Düs- seldorf nach Erkrath verlegt und der Ge- sellschaftsvertrag in § 1 geändert.</p>	<p>a) 30. April 1997 b) Gesellschaftsvertrag Bl. 29 ff des vormals Amtsgericht Düsseldorff HRB 33293</p>
2		169.700,-			<p>Durch Gesellschaftsbeschluss vom 25. August 1997 ist das Stammkapital von DM 100.000,- um DM 69.700,- auf DM 169.700,- erhöht und § 3 des Gesellschaftsvertrages entspre- chend geändert worden.</p>	<p>a) 27. Oktober 1997</p>

Es wird darauf hingewiesen, dass
die unterstrichenen Teile der
Eintragung gänzlich sind.

No. of Entry	a) Company name b) Registered office c) Object of the enterprise	Nominal or share capital DM	Board General partners Managers Liquidators	Procure holders	Legal constitution	a) Date of entry and signature b) Notes
1	2	3	4	5	6	7
3	a) Cardlogene Gentherapeutische Systeme-Aktien- gesellschaft		Dr. Michael Ruhl, businessman, Dornagen		Public limited company. The legal form of the company has changed as a result of a resolution of 25 August 1997 to a public limited company by way of modifying conversion. If only one member of the Board of Management is appointed, he represents the company alone. If more than one board member is appointed, the company is represented by two board members together or by one board member jointly with a procura holder. The Supervisory Board may grant one, several or all of the board members the authority for sole representation. Dr. Michael Ruhl has been appointed as a member of the board. Prof. Dr. Jürgen Schrader and Dr. Michael Ruhl each represent the company alone, even if more than one board member is appointed. As a result of a resolution of the general meeting of 25 August 1997 the nominal amount of the shares has been reduced from DM 50.-- to DM 5.-- per share and Articles 4 (1), 5 (3) and 21 of the Articles of Association have been revised accordingly.	a) 16 March 1998 [signature] b) Agreement among shareholders pp. 105 et seq. of Separate Volume Merger resolution pp. 85 et seq. of Separate Volume
4		294.180.-			As a result of a resolution of the general meeting of 7 April 1999 the share capital has been increased from DM 169.700.-- by DM 124.480.-- to DM 294.180.-- and Article 4 of the Articles of Association has been amended accordingly. Furthermore, the Articles of Association have been completely revised; in particular the following regulations (new article numbers) have been amended: Article 5 (Preferential Shares), Article 7 (Board of Management), Article 10 (Supervisory Board) and Article 21 (Voting Right).	a) 2 July 1999 [signature] b) Agreement among shareholders pp. 355 et seq. of Separate Volume
5					An agreement to transfer part of the profits in accordance with Section 292 (1) No. 2 AktG (Stock Corporation Act) has been concluded with tby Technologie-Beteiligungs-Gesellschaft mbH of the Deutsche Ausgleichsbank in Bonn, as the company entitled to the transfer. As the minimum payment, an amount of 7.00% p.a. of EURO 1,000,000.00 is to be transferred, which shall fall due in arrears every six months. In addition, 10.00% of the net profit earned by the company is to be transferred, due in each case within two weeks of approval of the annual accounts. For the purpose of transferring part of the profits, the net profit for the year is calculated in accordance with Article 7, clause 3 of the agreement to transfer part of the profits.	a) 10 March 2000 [signature]

Continued on
page ...

No. of Entry	a) Company name b) Registered office c) Object of the enterprise	Nominal or share capital	Board Managers Liquidators	Procurators	Legal constitution	a) Date of entry and signature b) Notes
1	2	3	4	5	6	7
6	a) Cardion AG				<p>In addition, upon termination of the agreement to transfer part of the profits, by 31.12.2009 at the latest, a one-off payment of 35,00% of EURO 1,000,000.00 plus 7.00% of EURO 1,000,000.00 for each year after completion of the fifth full year of participation shall be made, the transfer of part of the net profit for the year being offset against this.</p> <p>As a result of a resolution of the general meeting of 17 August 2000 the company name and, accordingly, Article 1 of the Articles of Association have been changed.</p> <p>In addition, Articles 11 and 20 (3) of the Articles of Association have been amended.</p>	<p>a) 6 October 2000 (signature) b) Agreement among shareholders pp. 609 et seq. of Sep. Vol.</p>
7		DM 224,590.--			<p><u>Prof. Dr. Jürgen Schrader is no longer a member of the Board of Management.</u> The increase in the share capital to DM 294,180.-- has been completed.</p> <p>As a result of a resolution of the general meeting of 17 August 2000 the share capital has been increased from DM 294,180.--, with the shareholders' subscription rights being excluded, in return for contributions in kind, by DM 127,525.-- through the issue of 25,505 new registered series (D) preference shares with entitlement to a dividend as from 1 January 2000. The capital increase has been completed.</p> <p>As a result of a resolution of the general meeting of 17 August 2000 Article 5 of the Articles of Association (Preference Shares) has been amended with effect from the date of registration of completion of the capital increase.</p> <p>As a result of a resolution of the Supervisory Board Article 4 of the Articles of Association (Share Capital) has been amended in adaptation to the completion of the capital increase.</p> <p>As a result of a resolution of the general meeting of 17 August 2000 the share capital has further been increased from DM 421,705.--, with the shareholders' subscription rights being excluded, in return for cash contributions of up to DM 302,885.--, through the issue of up to 60,577 new registered series (E) preference shares. The capital increase has been completed.</p> <p><u>As a result of a resolution of the general meeting of 17 August 2000 Article 5 of the Articles of Association (Preference Shares) has been amended with effect from the date of registration of completion of the capital increase.</u> <u>As a result of a resolution of the Supervisory Board Article 4 of the Articles of Association (Share Capital) has been amended in adaptation to the completion of the capital increase.</u></p>	<p>a) 27 October 2000 (signature) b) Articles pp. 829 et seq. Sep. Vol. b) The text in red in column 4, 1st paragraph was made owing to an incorrect entry by the office.</p>

Continued on reverse

HRB 4173

Nr. der Eintragung	a) Firma oder b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital DM	Vorstand persönlich haftende Gesellschafter Geschäftsführer Adwöcker	Prokura	Rechtsverhältnisse	a) Tag der Eintragung und Unterschrift b) Bemerkungen
1	2	3	4	5	6	7
3	a) Cardlogene Genthera- Reitsche Systeme Aktiengesellschaft	294.180,-	Dr. Michael Ruhl, Kaufmann, Dormagen		<p>Aktiengesellschaft. Die Rechtsform der Gesellschaft hat sich im Wege formwechselnder Umwandlung durch Beschluss vom 20. August 1997 in eine Aktiengesellschaft geändert. Ist nur ein Vorstandsmitglied bestellt, tritt dieses die Gesellschaft allein. Sind mehrere Vorstandsmitglieder bestellt, so wird die Gesellschaft durch zwei Vorstandsmitglieder gemeinsam oder durch ein Vorstandsmitglied in Gemeinschaft mit einem Prokuristen vertreten. Der Aufsichtsrat kann einem, mehreren oder allen Vorstandsmitgliedern Einzelvertretungsbefugnis erteilen. Dr. Michael Ruhl wurde zum Vorstandsmitglied bestellt. Prof. Dr. Jürgen Schrader und Dr. Michael Ruhl vertreten jeder die Gesellschaft allein, auch wenn mehrere Vorstandsmitglieder bestellt sind. Durch Beschluss der Hauptversammlung vom 25. August 1997 wurde der Nennbetrag der Aktien von 50,-- DM auf 5,-- DM je Aktie herabgesetzt und die §§ 4 Abs. 1, 5 Abs. 3 und 21 der Satzung entsprechend neu gefasst.</p>	<p>a) 16. März 1998 b) Gesellschaftsvertrag Bl. 105 ff. des SB Umwandlungsbeschluss Bl. 85 ff. d. SB</p>
4	294.180,-				<p>Durch Beschluss der Hauptversammlung vom 7. April 1999 ist das Grundkapital von DM 169.700,-- um DM 124.480,-- auf DM 294.180,-- erhöht und § 4 der Satzung entsprechend geändert worden. Anderem wurde die Satzung vollständig neu gefasst; insbesondere wurden folgende Vorschriften (neue §§-Nrn.) geändert: § 5 (Vorzugsaktien), § 7 (Vorstand), § 10 (Aufsichtsrat) und § 21 (Stimmrecht).</p>	<p>a) 2. Juli 1999 b) Gesellschaftsvertrag Bl. 355 ff. des SB</p>
5					<p>Es besteht ein Teilgewinnabführungsvertrag nach § 292 Abs. 1 Nr. 2 AktG mit der tbg Technologie-Beteiligungs-Gesellschaft mbH der Deutschen Ausgleichsbank in Bonn als abführungsberechtigtem Unternehmen. Als Mindestvergütung ist ein Betrag von 7,00 & P.a. von EURO 1.000.000,00 abzuführen, der halbjährlich im nachhinein fällig ist. Darüber hinaus sind 10,00 & der erwirtschafteten Jahresüberschüsse der Gesellschaft abzuführen, fällig jeweils innerhalb von zwei Wochen nach Feststellung des Jahresabschlusses. Zum Zweck der Teilgewinnabführung erfolgt die Berechnung des Jahresüberschusses gemäß § 7 Ziffer 3. des Teilgewinnabführungsvertrags. Ferner ist bei Beendigung des Teilgewinnabführungsvertrags, spätestens zum 31.12.2009, eine einmalige</p>	<p>a) 10. März 2000</p>

HRB

4173

a) Tag der Eintragung und Unterschrift
b) Bemerkungen

Nr. der Eintragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital	Stand Persönlich haltende Gesellschafter Geschäftsführer Abwickler	Prokura	Rechtsverhältnisse	7
1	2	3	4	5	6	7
6	a) Cardion AG				<p>Vergütung von 35,00 € von EURO 1.000.000,00 zuzüglich 7,00 € von EURO 1.000.000,00 für jedes Jahr nach Ablauf des fünften vollen Beteiligungsjahres zu entrichten, wobei die Teilabführung des Jahresüberschusses anzurechnen ist.</p> <p>Durch Beschluss der Hauptversammlung vom 17. August 2000 wurde die Firma und dementsprechend § 1 der Satzung geändert.</p> <p>Ferner wurde die Satzung in den §§ 11 und 20 Abs. 3 geändert.</p>	<p>a) 6. Oktober 2000 b) Gesellschaftsvertrag Bl. 609 ff. dessB</p>
7		224.590,-- DM			<p>Prof. Dr. Jürgen Schrader ist nicht mehr Mitglied des Vorstandes.</p> <p>Die Erhöhung des Grundkapitals auf 294.180,-- DM ist durchgeführt.</p> <p>Durch Beschluss der Hauptversammlung vom 17. August 2000 ist das Grundkapital von 294.180,-- DM unter Ausschluss des Bezugsrechts der Aktionäre gegen Sacheinlagen um 127.525,-- DM durch Ausgabe von 25.505 Stück neuer auf den Namen lautender Vorzugsaktien Serie (D) mit Gewinnberechtigung ab dem 1. Januar 2000 erhöht worden. Die Kapitalerhöhung ist durchgeführt.</p> <p>Durch Beschluss der Hauptversammlung vom 17. August 2000 ist das Grundkapital ferner von 421.705,-- DM mit Ausschluss des Bezugsrechts der Aktionäre gegen Bareinlagen um bis zu 302.885,-- DM durch Ausgabe von bis zu 60.577 Stück neuer auf den Namen lautender Vorzugsaktien Serie (E) erhöht worden. Die Kapitalerhöhung ist durchgeführt.</p> <p>Durch Beschluss der Hauptversammlung vom 17. August 2000 ist mit Wirkung zum Zeitpunkt der Eintragung der Durchführung der Kapitalerhöhung § 5 der Satzung (Vorzugsaktien) geändert worden. Durch Beschluss des Aufsichtsrats wurde in Anpassung an die Durchführung der Kapitalerhöhung § 4 der Satzung (Grundkapital) geändert.</p>	<p>a) 27. Oktober 2000 b) Satzung Bl. 829 ff. SB</p>

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1	2	3	4	5	6	7
1	<p>a) <u>GARDIGENE GENTHERAPÄUTISCHE SYSTEME Gesellschaft mit beschränkter Haftung</u></p> <p>b) <u>Erkrath</u></p> <p>c) <u>the research into, development, manufacture and sale of gene therapeutic systems, in particular products, processes and apparatus of medical technology, including the granting of licences and the provision of associated services</u></p>	100.000,-	Prof. Dr. med. Jürgen Schrader, Düsseldorf		<p><u>Company with limited liability.</u> <u>Agreement among shareholders of 15 March 1996.</u> <u>The company has one or more managers. If one manager is appointed, he represents the company alone. If there is more than one manager, the company is represented by two managers together or by one manager jointly with a procurea holder. The shareholders' meeting may grant the authority for sole representation through a resolution of the shareholders. It may also exempt one or more managers from the restrictions of Section 181 BGB (German Civil Code).</u> <u>Manager Prof. Dr. Jürgen Schrader is authorized to represent the company without restriction when undertaking legal transactions with himself - or at the same time as the representative of a third party, Section 181 BGB.</u> <u>As a result of a resolution of the shareholders' meeting of 5 February 1997 the share capital has been increased from DM 50,000.-- to DM 100,000.-- and Article 3 of the agreement among shareholders has been amended accordingly.</u> <u>The company's registered office has been moved from Düsseldorf to Erkrath and Article 1 of the agreement among shareholders has been amended accordingly.</u></p>	<p>a) 30 April 1997 (signature)</p> <p>b) Agreement among shareholders p. 29 et seq. of former District Court of Düsseldorf HRB 31293</p>
2		169.700,-			<p><u>As a result of a resolution of the shareholders of 25 August 1997 the share capital has been increased from DM 100,000.-- to DM 69,700.-- to DM 169,700.-- and Article 3 of the agreement among shareholders has been amended accordingly.</u></p> <p>Attention is drawn to the fact that the underlined parts of the entry have been cancelled.</p>	<p>a) 27 October 1997 (signature)</p> <p>Continued on reverse</p>