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

1. Name of conveying party(ies):

Fendt France S.A.

6 24102

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - State: France

Additional name(s) attached? No

2. Name and address of receiving party(ies)

AGCO S.A.
41 Avenue Blaise Pascal
B.P. 60307
60026 Beauvais
Cedex France

- Individual(s) citizenship:
- Association
- General Partnership
- Limited Partnership
- Corporation - State: France

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

Additional name(s) and address(es) attached? No

3. Nature of Conveyance: Assignment Security Agreement Change of Name Merger
 Other (specify):

Execution Date: January 30, 1998

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

The document relates to Trademark Application No.(s):
«Application Number»

The document relates to Registration No.(s):
1775125 "DYNASHIFT"

Additional numbers attached Yes No

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

Richard S. MacMillan
MacMillan, Sobanski & Todd, LLC
One Maritime Plaza, Fourth Floor
720 Water Street
Toledo, Ohio 43604

Docket: 1-21832

6. Total number of applications and registrations involved: 1

7. Total Fee (37 CFR 3.14)

Recordal Fee: \$40.00

Please charge the recordal fee to MacMillan, Sobanski & Todd, I.L.C, Deposit Account No. 13-0005

8. 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.

Richard S. MacMillan
Name of Person Signing

Signature

6/18/02

Date

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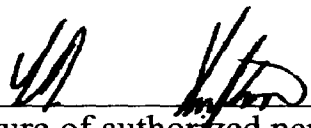
1775125

DESIGNATION OF DOMESTIC REPRESENTATIVE BY ASSIGNEE

The undersigned assignee hereby designates Richard S. MacMillan, attorney at law, whose address is MacMillan, Sobanski & Todd, LLC, One Maritime Plaza, Fourth Floor, 720 Water Street, Toledo, Ohio 43604, telephone number 419-255-5900 as domestic representative on whom process or notice of proceedings affecting the patents and trademark may be served.

AGCO SA

Date: 10 June 2002

By: 
(Signature of authorized person)

Name: Charles Stephen D Lupton

Title: Senior Vice President & General
Counsel

FENDT FRANCE S.A.
A Public Limited Company with a capital of 10,000,000 francs
Registered Offices: 41 avenue Blaise Pascal
60000 Beauvais
R.C.S. (Commercial and Companies Register No.) Beauvais B 317 358 380

**MINUTES OF THE
EXTRAORDINARY GENERAL MEETING
HELD ON 30 JANUARY 1998**

In the year 1998 on 30 January at 4 pm, the shareholders of FENDT FRANCE S.A. assembled in Extraordinary General Meeting at the offices of the Herbert Smith practice, 20 rue Quentin Bauchart, 75008 Paris.

The members of the Meeting signed the attendance list on entering the Meeting, either in their own name or as a proxy or delegate.

Mr. Didier de Villepin was appointed Chairman of the meeting in the absence of Mr. C. S. D. Lupton, Chairman of the Board of Directors.

Messrs. Jeremy Parkin and Ian Gosling, representing both in their official capacity and as proxies the greatest number of votes, were called upon to act as Scrutineers and accepted.

Miss Fabienne Faille acted as Secretary.

The COFFRA Company and BARBIER FRINAULT & Associates, the Auditors of the Company, did not attend and were excused.

Mr. Bruno Le Tarnec and Mrs. Christiane Wlostowicer, the Divestment Administrators, did not attend and were excused.

The attendance list was closed and certified correct by the Committee thus appointed, which established that the shareholders present or represented [each] held 2,000 shares. Consequently, since this combined figure represented more than one-third of the Company's capital, the Meeting had been properly convened and its deliberations would be valid.

The Chairman made available to the shareholders:

- A copy of the letter convening the meeting sent to every shareholder.
- A copy of the letter convening the meeting from the Auditors and the Divestment Administrators, together with an acknowledgement of receipt.
- The attendance list and the proxies granted by the shareholders represented [at the meeting].
- The certificate attesting that the projected partial transfer of assets had been registered with the record office of the Beauvais Commercial Court.

- A copy of the official publication for legal notices, "La Gazette de Picardie", dated 23 December 1997 containing notification of the projected partial transfer of assets.
- A copy of the Articles of Association of the Company.

He likewise lodged the following documents, which were to be submitted to the meeting:

- The report of the Board of Directors.
- The text of the draft resolutions
- A copy of the draft Agreement for the partial transfer of assets.
- The report of Mr. Bruno Le Tarnec and Mrs. Christiane Wlostowicer, the Divestment Administrators appointed by order of the President of Beauvais Commercial Court, dated 6 November 1997.
- The accounts of AGCO S.A. as at 31 December 1997.
- A draft resolution lodged by the Chairman of the Meeting.

The Chairman stated that the present Meeting had been convened in accordance with the provisions of Clauses 123 and ff. of the Commercial Companies Decree of 23 March 1967, and declared that the documents and information referred to in Clauses 133 and 135 of the said Decree had been sent to shareholders or been made available to them at the Registered Offices since the calling of the meeting, as had a list of shareholders.

The Chairman then stated:

that, at least one month before the date of the present Extraordinary General Meeting, he had sent or made available to shareholders at the Registered Offices, the following documents, in accordance with Clause 258 of the Decree of 23 March 1967,:

- A draft Agreement concluded with AGCO S.A. for a partial transfer of assets,
- The report of the Board of Directors with regard to the projected partial transfer of assets,
- The passed annual accounts and management reports of the previous three financial years ended 31 December 1994, 1995 and 1996,
- A balance sheet of the Company drawn up on 30 September 1997, that is to say, less than three months before the date of the projected transfer of assets.

He stated in addition:

- That the report of Mr. Bruno Le Tarnec and Mrs. Christiane Wlostowicer, the Divestment Administrators appointed by order of the President of Beauvais Commercial Court on 6 November 1997, had been lodged at the Registered Offices and made available to shareholders.
- That, following publication of the plan for the partial transfer of assets on 28 November 1997, no one had got in touch with FENDT FRANCE S.A. or AGCO S.A.

The Meeting formally acknowledged this statement.

The Chairman then recalled that the present Meeting had been called to consider the following agenda:

- Approval of an Agreement for the partial transfer of assets envisaging the transfer to FENDT FRANCE S.A. by AGCO S.A. of a complete independent division engaged in the manufacture and marketing of agricultural machinery.

- Approval of the transfer, the valuation put on it, the payment for it and the consequent increase in the capital of the Company.
- The corresponding amendment of Article 6 (Injection of Assets) and Article 7 (Capital of the Company) of the Articles of Association.
- Amendment of the aims and objects of the Company and corresponding modification of Article 2 (Aims and Objects of the Company) of the Articles of Association.
- Changing the name of the Company and the corresponding amendment of Article 3 of the Articles of Association.
- Powers to deal with these formalities.

He then read out the report of the Board of Directors and the draft Agreement for the partial transfer of assets.

The report of the Divestment Administrators was then read out.

The Chairman then made the following statements:

- The Chairman of the Meeting reminds the Meeting that, in the draft Agreement for the Partial Transfer of Assets dated 28 November 1997, the assets and liabilities of AGCO S.A. to be transferred to the Company were evaluated on the basis of the valuation put on the different items in the balance sheet as at 31 December 1997.
- Also, it was envisaged that, in the event of the net assets transferred differing from the net assets of AGCO S.A. valued as at 31 December 1997, an adjustment would be made by way of an increase or a reduction in the assets to be transferred by AGCO S.A. The AGCO S.A. accounts as at 31 December 1997 showed net assets to be transferred of 1,291,914,306 French francs, that is to say, a transfer excess of 19,485,306 French francs.
- Consequently, the Chairman proposes that the Meeting accept by means of a new resolution which he will put to the vote, that AGCO S.A. should reduce the "Other Moneys Owing" item to be transferred by the amount of 19,485,306 French francs, that is to say an "Other Moneys Owing" transfer of 680,922,112.
- Finally, he confirms that the provisional accounts of the Company as at 31 December 1997 show an amount of 31,108,001 French francs as own capital after payment of Corporation Tax, that is to say, a value of 15,554 French francs per share. This, on the basis of the net assets transferred by AGCO S.A., should result in the creation of 81,807 shares instead of 87,780 shares, as indicated in the report of the Divestment Administrators. He nevertheless proposes to the Meeting that the envisaged increase in capital should not be amended.
- He also states, in addition, that an Extraordinary General meeting of AGCO S.A. has approved the transfer, and that no right of pre-emption or other right restricting the transfer of real estate has been exercised by any public, semi-public or other authority. Consequently, all the suspensive conditions contained in the Transfer Agreement have been met.

The matter was then thrown open to discussion.

Since nobody asked for the floor, the Chairman put the following resolutions featured in the agenda to the vote, it being understood that, if the first resolution, proposed by the Chairman of the Meeting, were adopted, it would supersede the first resolution originally proposed by the Board of Directors.

FIRST RESOLUTION

The General Meeting,

- having heard the reading of the reports of the Board of Directors and the Divestment Administrators appointed by the President of the Beauvais Commercial Court, as well as the statements of the Chairman of the Meeting,
- having taken cognisance of the draft Partial Transfer of Assets Agreement and its appendices signed with AGCO S.A., a public limited company with a capital of 940,000,000 French francs and registered offices at 41 avenue Blaise Pascal, 60000 Beauvais, entered in the Beauvais Commercial and Companies Register under No. B 562 104 539; under the terms of which the said Company is making the transfer by way of a partial divestment of assets placed under the judicial supervision of the Divestment Administration, entailing an overall transfer of property back-dated to 1 January 1998 to FENDT FRANCE S.A., the property in question being a division of AGCO S.A. engaged in the manufacture and marketing of agricultural machinery, as well as all related and accessory operations existing on 1 January 1998, in return for:
 - The Company taking responsibility for the liabilities existing as at 1 January 1998 listed in the Transfer Agreement, without prejudice to the effects of the overall transfer of property,
 - The allocation to AGCO S.A. of 87,780 fully paid-up shares with a nominal value of 5,000 French francs per share, with a right to dividends as from 1 January 1998, the said shares to be created by the Company by way of an increase in its capital,
 - Entering in the Company's books an amount of 833,529,000 French francs for a "Transfer Premium Account", this amount being equal to the difference between the net value of the AGCO S.A. transfer as agreed for determining the increase in capital, and the amount by which the capital of the Company is to be increased,

taking cognisance of fulfilment of the suspensive conditions stipulated in the Transfer Agreement, in particular, approval of the Transfer Agreement by the Extraordinary General Meeting of the Shareholders of AGCO S.A.,

hereby approves the Agreement in all its arrangements and, in particular, the issue of 87,780 shares for the benefit of AGCO S.A. and, in consequence, approves the partial transfer of assets to be granted to the Company on the terms stipulated.

It also approves the assets and liabilities to be transferred to FENDT FRANCE S.A. as they appear in the accounts of AGCO S.A. as at 31 December 1997 (except for the interest in GIMA and the Company):

A. Assets

1. Intangible assets	19,545,648	French francs
2. Tangible assets	176,522,228	French francs
3. Financial assets	57,619,301	French francs
4. Stock and goods in transit	568,599,793	French francs
5. Debts	1,927,156,284	French francs
- Customer debts	1,244,917,783 French francs	French francs
- Other debts	680,922,112 French francs	French francs
- Liquid assets.....	1,316,389 French francs	French francs
6. Equalisation accounts	1,476,362	French francs
7. Charges to be allocated to several financial years	356,642	French francs
8. Conversion discrepancies due	9,009,487	French francs
Total assets (1)	2,760,285,745	French francs

B. Liabilities

1. Other own funds	2,093,817	French francs
2. Risk provisions and charges	125,647,734	French francs
3. Financial debts	23,427,360	French francs
4. Operating debts	1,128,857,467	French francs
5. Various debts	158,533,011	French francs
6. Equalisation accounts	34,590,323	French francs
7. Conversion discrepancies payable	14,707,033	French francs
Total liabilities (2)	1,487,856,745	French francs
Assets divested (1) – (2) =	1,272,429,000	French francs

approves the evaluation of the partial transfer of assets and the consideration for it, as defined above,

and, finally, specifies that all bank accounts opened in the name of AGCO S.A. shall be automatically transferred to the Company as of right.

It gives the Chairman of the Meeting, as well as Mr. Didier de Villepin, full powers to proceed with the final accomplishment of the transfer operations by themselves or through an authorised agent designated by them and, as a consequence,

- to rectify all typographical and/or numerical errors appearing in the Partial Transfer of Assets Agreement of 28 November 1997, to make any additions with a view to making more precise or clarifying the wording, and to complete the appendices as necessary,
- to reiterate under all procedures, if necessary, the transfers made to the Company, to draw up all confirmatory, complementary and/or correcting documents which may be necessary, and to complete all the formalities required to facilitate the handover of the items transferred to the Company by AGCO S.A.,
- to complete all formalities and make all declarations to Finance Directors, as well as all notifications and notices to whomever they have to be made,
- to sign all papers, deeds and documents, elect domicile, substitute and delegate within the limits of the present powers and do everything necessary to the above ends.

Finally, the Meeting gives special power to Mr. Didier de Villepin to sign the Declaration of Legality and Conformity stipulated in Clause 374 of the Commercial Companies Law of 24 July 1966.

This resolution was passed by 2,000 votes.

SECOND RESOLUTION

The General Meeting,

- states that, following approval of the preceding resolution, the capital of the Company is increased by 438,900,000 French francs by the creation of 87,780 fully paid-up new shares with a nominal value of 5,000 French francs per share, so as to bring it up to 448,900,000 French francs. These 87,780 new shares will have the right to dividends as from 1 January 1998 and, contingent on their dividend date, will be completely absorbed into the other shares making up the capital of the Company, especially as concerns the levying of all financial charges or the benefit of all tax remissions.
- decides that the difference between the net value of the transferred assets, that is to say, 1,272,429,000 French francs, and the nominal value of the shares created as consideration, that is to say, 438,900,000 French francs, shall be credited to a "Transfer Premium" account amounting to 833,529,000 French francs, over which old and new shareholders shall have rights.

This resolution was passed by 2,000 votes.

THIRD RESOLUTION

The General Meeting, consequent on the adoption of the preceding resolutions makes the following amendments to Articles 6 and 7 of the Articles of Association:

Article 6 - Transfers - Capital Formation

The Article is supplemented by the following paragraph:

"6. The Extraordinary General Meeting of 30 January 1998 decided to increase the capital by 438,900,000 francs, following a partial transfer of assets in the form of a complete and independent division received from AGCO S.A., 41 avenue Blaise Pascal, 60000 Beauvais."

Article 7 - Capital

The Article is supplemented by the following paragraph:

"The nominal capital is fixed at four hundred and forty eight million nine hundred thousand francs (448,900,000 francs), divided into eighty-nine thousand seven hundred and eighty (89,780) shares at 5,000 francs per share, fully paid up and all of the same type."

This resolution was passed by 2,000 votes.

FOURTH RESOLUTION

The General Meeting, having heard the reading of the report of the Board of Directors, hereby decides to amend Article 2 of the Articles of Association of the Company relative to the aims and objects of the Company, which shall henceforward read as follows:

Article 2 - Aims and Objects of the Company

The aims and objects of the Company are:

- The manufacture, repair, trading in and acting as agent for all agricultural, industrial and leisure equipment, machinery and implements, and all similar French and/or foreign products,
- The hiring out and servicing of tractors and agricultural equipment.

In addition, the Company is empowered to carry out all trade and business, and make all the arrangements appearing necessary to attain these aims and objects, such as, in particular:

- a) The creation and operation of agencies and branches,
- b) The take-over of commercial agencies pursuing the same aims and objectives,
- c) The acquisition or leasing of other undertakings and companies, as well as acquiring an interest in them and taking over the management and representation of such undertakings and companies,
- d) The formation of new companies, French or foreign, the transfer, hiving off of, and/or merger with, all companies,
- e) The granting of occasional loans, advances or guarantees within the framework of its activities.

And, generally, all financial, commercial, industrial, real estate and personal estate operations capable of being connected directly or indirectly with the aims and objects above and with all similar or connected aims and objects likely to favour its expansion and/or development.”

This resolution was adopted by 2,000 votes.

FIFTH RESOLUTION

The General Meeting, having heard the reading of the report of the Board of Directors, hereby decides to amend the name of the Company, which shall become AGCO S.A. as of today and, in consequence, to amend Article 3 of the Articles of Association, which shall henceforward read as follows:

Article 3 – Name

“The name of the Company is AGCO S.A.”

The rest remains unchanged.

This resolution was adopted by 2,000 votes.

NINTH RESOLUTION

The General Meeting hereby confers full powers on the bearer of the original, copy or extract of the present minutes with the aim of completing all registration, publicity and other formalities which it may be part of his function to deal with.

The Meeting hereby confers full powers on Mr. Didier de Villepin in order to certify as true every copy of the minutes or extracts from the minutes of the deliberations of the General Meetings of the Company.

This resolution was adopted by 2,000 votes.

The agenda having been dealt with and nobody asking for the floor, the meeting terminated at 5 pm.

The present minutes prepared with regard to everything above were read and signed by the members of the Committee.

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.....

Chairman

(Signature illegible)

.....

Scrutineer

(Signature illegible)

.....

Scrutineer

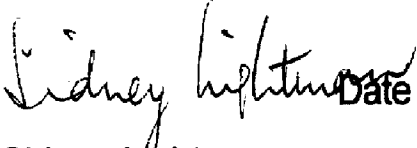
(Signature illegible)

.....

Secretary

Rubber stamp: **CERTIFIED TRUE COPY**

I the undersigned, being a Fellow of the Institute of Linguists, London, and a translator from the French language into English of many years' experience, hereby certify that the accompanying document is a true and accurate translation of the minutes of the Extraordinary General Meeting of Fendt France S.A. shareholders held on 30 January 1998 and the Extraordinary General Meeting of Massey Ferguson S.A. shareholders held on 21 April 1997.

Signed  Date 6 July 2000 Place London, England
Sidney Lightman