

11-05-2002



SHEET
NLY

Docket No.:
MERZ AGENDUM 127

Tab settings → → → ▼
To the Honorable Commissioner of

102272041

and the attached original documents or copy thereof.

1. Name of conveying party(ies):
MERZ + CO. GMBH & CO.

10-31-02

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: December 12, 2001

2. Name and address of receiving party(ies):

Name: Merz Pharma GmbH & Co KGaA

Internal Address: _____

Street Address: Eckenheimer Landstr. 100

City: Frankfurt, Germany State: _____ ZIP: 60318

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other GMBH & CO. KGaA

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

See Attached

B. Trademark Registration No.(s)

See Attached

Additional numbers Yes No

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

Name: G. PATRICK SAGE

Internal Address: HUESCHEN AND SAGE

500 COLUMBIA PLAZA

Street Address: 350 EAST MICHIGAN AVENUE

City: KALAMAZOO State: MI ZIP: 49007

6. Total number of applications and registrations involved:.....

18

7. Total fee (37 CFR 3.41):.....

\$465.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08,3220

DO NOT USE THIS SPACE

11/01/2002 6TOM11 00000118 73141598

01 FC:8521 40.00 00
02 FC:8522 425.00 00

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.

G. PATRICK SAGE

Name of Person Signing

Signature

OCTOBER 25, 2002

Date

Total number of pages including cover sheet, attachments, and

6

SERIAL NO REG NO MARK

73/141,598	1,111,173	MERZ
74/267,765	1,777,619	MERZ & DESIGN (HEPTAGON)
74/591,521	2,034,780	LOGOMED
75/021,019	2,050,441	MERZ SPEZIAL CREAM
75/182,227	2,115,872	LIPO-MERZ
75/373,108		MEGADYN
75/367,223	2,221,421	MERZ (& HEPTAGON)
75/450,527	2,253,278	PLANTUBEX
75/761,442	2,468,918	SEVILAN
75/752,127		MEMANTIL
75/920,646	2,596,746	AKATINOL
76/034,038		BALNOSOME
76/074,497	2,606,618	EBIXA
76/064,155	2,514,592	ALKADIL
76/134,971		ARTEGRAL
76/134,970		SIGNIFICANT
76/202,975		SENSODERM
75/489,996		AXURA

HR B 54072

Nr. der Eintragung	a) Firma b) Sitz c) Gegenstand des Unternehmens	Grund- oder Stammkapital	Vorstand Persönlich haftende Gesellschafter Geschäftsführer Abwickler	Prokura Beglaubigte Abschrift	Rechtsverhältnisse
		3	4	5	6
1	<p>a) Merz Pharma GmbH & Co. KGaA b) Frankfurt am Main c) Die Entwicklung, die Herstellung, der Handel und der Vertrieb chemischer, pharmazeutischer, kosmetischer und anderer Erzeugnisse, die Beteiligung an anderen Unternehmen, insbesondere an solchen, die oder deren unmittelbare oder mittelbare Tochtergesellschaften sich mit der Entwicklung, der Herstellung, dem Handel oder dem Vertrieb chemischer, pharmazeutischer oder kosmetischer Erzeugnisse oder mit dem Erwerb und der Verwaltung von Liegenschaften oder sonstigen Vermögensgegenständen befassen, die Erbringung von Serviceleistungen für andere Unternehmen, insbesondere für solche, die mit der Gesellschaft im Sinne des § 15 AktG verbunden sind, sowie die Verwaltung eigenen Vermögens.</p>	<p>20.000.000 EUR.</p>	<p>Friedrich Merz GmbH Sitz: Frankfurt am Main</p>	<p>Prokura gemeinsam mit einem anderen Prokuristen: 1.) Dr. Jochen Hückmann, geb. 20.09.1942, Frankfurt am Main; 2.) Dr. Gerd Meyer, geb. 09.03.1936, Reinheim; 3.) Günter Sauerbrey, geb. 03.02.1948, Frankfurt am Main; 4.) Prof. Dr. med. Hans Erbler, geb. 09.01.1941, Wuppertal; 5.) Hartmut Erlinghagen, geb. 18.05.1954, Schmittgen; 6.) Prof. Dr. Johannes Fox, geb. 06.10.1938, Köln; 7.) Friedhelm Klingenburg, geb. 23.07.1965, Bad Homburg v. d. H.; 8.) Dr. Peter Mauritz, geb. 22.01.1963, Hattersheim; 9.) Dr. Bernd Dölle, geb. 14.03.1951, Alzenau; 10.) Dr. Christian Pertschy, geb. 15.08.1961, Frankfurt am Main; Die bisher im Handelsregister des Amtsgerichts Frankfurt am Main unter HRA 14124 eingetragenen Prokuren Leo Stark, Herbert W. Glaab, Dr. Rolf Dieter Beutler, Hans-Jürgen Stendal, Dr. med. Karsten Schlemm, Dr. Hansjörg Möbius, Dr. Karl-Heinz Winter und Michael Nick sind erloschen.</p>	<p>Kommanditgesellschaft auf Aktien. Die Gesellschaft ist dadurch entstanden, dass sich die im Handelsregister des Amtsgerichts Frankfurt am Main unter HRA 14124 eingetragene Merz + Co. GmbH & Co. durch Beschluss der Gesellschafterversammlung vom 12. Dezember 2001 gemäß §§ 190 ff. 214 ff. UmwG in eine Kommanditgesellschaft auf Aktien umgewandelt hat. Die Satzung ist am 12. Dezember 2001 festgesetzt. Die persönlich haftende Gesellschafterin Friedrich Merz GmbH, Amtsgericht Frankfurt am Main, HRB 6461, hat Alleinvertretungsrecht. Sie ist berechtigt, mit sich im eigenen Namen oder als Vertreter eines Dritten Rechtsgeschäfte mit der Gesellschaft abzuschließen (§ 181 BGB). Bisher Amtsgericht Frankfurt am Main HRA 14124 Persönlich haftende Gesellschafterin Amtsgericht Frankfurt am Main HRB 6461</p>

Es wird ausdrücklich darauf hingewiesen, daß die unersicherten Teile der Eintragung in der nachstehenden Fotokopie in Verbindung mit den Verändereungs- und Lösungsvermerken insgesamt nicht

Die Übereinstimmung mit den Eintragungen im Handelsregister wird beglaubigt.

Frankfurt am Main, den 10. JULI 2002

M. Nick



Der Ummisbeauftragter der Geschäftsstelle

<p>a) Company name b) Registered office c) Nature of the business</p>	Nominal capital	Board General partners Managers Liquidators	Procura	Legal constitution	a) Date of entry and signature b) Notes
<p>2</p>	3	4	5	6	7
<p>a) Merz Pharma GmbH & Co. KGaA b) Frankfurt am Main c) The development, manufacture and sale of and trade in chemical, pharmaceutical, cosmetic and other products, participation in other companies, in particular with such companies as deal with, or whose direct or indirect subsidiaries deal with, the development, manufacture and sale of or trade in chemical, pharmaceutical or cosmetic products or with the acquisition and administration of real estate or other assets, the provision of services for other companies, in particular for such companies as are associated with the company within the meaning of Section 25 AktG (German Stock Corporation Act), and the administration of the company's own assets.</p>	20 000 000 EUR	Friedrich Merz GmbH Registered office: Frankfurt am Main	<p>Procura together with another procura holder: 1.) Dr. Jochen Hückmann, born on 09.20.1942, Frankfurt am Main; 2.) Dr. Gerd Meyer, born on 03.09.1936, Reinheim; 3.) Günter Sauerbey, born on 02.03.1948, Frankfurt am Main 4.) Prof. Dr. med. Hans Ertler, born on 01.09.1941, Wuppertal; 5.) Hartmut Erlinghagen, born on 05.18.1954, Schmitzen; 6.) Prof. Dr. Johannes Fox, born on 10.06.1938, Cologne; 7.) Friedrich Klingenburg, born on 07.23.1965, Bad Homburg von der Höhe; 8.) Dr. Peter Mauritz, born on 01.22.1963, Metersheim; 9.) Dr. Bernd Dölle, born on 03.14.1951, Alzenau; 10.) Dr. Christian Pertschy, born on 08.15.1961, Frankfurt am Main. The procuras, previously entered in the Commercial Register of Frankfurt am Main District Court under HRA 14124, of Leo Stark, Herbert W. Glab, Dr. Rolf Dieter Beutler, Hans-Jürgen Stendal, Dr. med. Karsten Schlemm, Dr. Hansjörg Möblius, Dr. Karl-Heinz Winter and</p>	<p>Partnership limited by shares. The company came into being as a result of Merz + Co. GmbH & Co., entered in under HRA 14124, being transformed by a resolution of the shareholders' meeting of December 12, 2001, in accordance with sections 190 ff. 214 ff. UmwG [German Company Conversion Act], into a partnership limited by shares (Kommanditgesellschaft auf Aktien). The articles of association were fixed on December 12, 2001.</p>	<p>a) 2.6.2002 [Signature] (Schiemann) b) Art. of Assoc. Sheet 15 ff. Special vol. Previously Frankfurt am Main District Court HRA 14124 General partner Frankfurt am Main District Court HRB 6461</p>

Frankfurt am Main District Court

HR B 54072

a) Company name b) Registered office c) Nature of the business	Nominal capital	Board General, partners, Managers, Liquidators	Procura	Legal constitution	a) Date of entry and signature b) Notes
2	3	4	5	6	7
			Michael Nick have been deleted.	Code)).	
[Stamp: [illegible] and [illegible] entries have been deleted.]			Correspondence with the entries in the Commercial Register is hereby certified. Frankfurt am Main, FEB 20, 2002 [Signature] as Registrar at the Court administrative office	[Stamp of Frankfurt am Main District Court]	

Continued on the reverse

LAWYERS' AND MERCHANTS' TRANSLATION BUREAU, INC.

Legal, Financial, Scientific, Technical and Patent Translations

11 BROADWAY

NEW YORK, NY 10004



Certificate of Accuracy

TRANSLATION

From **German into English**

STATE OF NEW YORK } s.s.:
COUNTY OF NEW YORK

On this day personally appeared before me
who, after being duly sworn, deposes and states: Elisabeth A. Lucas

That he is a translator of the **German** and English languages by profession and
as such connected with the **LAWYERS' & MERCHANTS' TRANSLATION**
BUREAU;

That he is thoroughly conversant with these languages;

That he has carefully made the attached translation from the original document
written in the **German** language; and

That the attached translation is a true and correct English version of such original,
to the best of his knowledge and belief.

SUBSCRIBED AND SWORN TO BEFORE ME
THIS

JUN 25 2002

Susan Tapley
Susan Tapley
Notary Public, State of New York
No. 01TA4999804
Qualified in Queens County
Certificate filed in New York County
and Kings County
Commission Expires July 27, 2002

Elisabeth A. Lucas