

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/04/2002

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Asclepion-Meditec AG		07/04/2002	CORPORATION: GERMANY

**RECEIVING PARTY DATA**

Name:	Carl Zeiss Meditec AG
Street Address:	Goeschwitzer Strasse 51-52
City:	Jena
State/Country:	GERMANY
Postal Code:	07745
Entity Type:	CORPORATION: GERMANY

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2770583	ASCLEPION-MEDITEC

**CORRESPONDENCE DATA**

Fax Number: (212)798-6376  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212 326 0852  
 Email: jsilverman@pryorcashman.com  
 Correspondent Name: Jennifer D. Silverman  
 Address Line 1: 410 Park Avenue  
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 13934.00007

**DOMESTIC REPRESENTATIVE**

Name: Jennifer D. Silverman  
 Address Line 1: 410 Park Avenue

CH \$40.00 2770583

Address Line 2: 10th Floor  
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:	Jennifer D. Silverman
Signature:	/Jennifer D. Silverman/
Date:	12/19/2007

Total Attachments: 7  
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CARL ZEISS MEDITEC

Carl Zeiss Meditec AG 07740 Jena

To whom it may concern

Carl Zeiss Meditec AG  
Goeschwitzer Strasse 51-52  
07745 Jena  
Germany

Phone: +49 (0) 36 41/ 104

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e-mail: a.gottlieb@meditec.zeiss.com

Division/ Dept.: Legal

Your contact: Andreas H. Gottlieb

Your ref.:

Yours of:

Our ref.:

Date: September 10, 2002

Re: Merger of Carl Zeiss Ophthalmic Systems AG with Asclepion-Meditec AG;  
Change of Company Name and Address

We herewith confirm that the merger of Carl Zeiss Ophthalmic Systems AG with Asclepion-Meditec AG was officially concluded on July 4, 2002 and the name of the company was changed to

**Carl Zeiss Meditec AG.**

Carl Zeiss Meditec AG is registered in the Commercial Register at the Municipal Court of Gera, Germany under HRB 5623. All rights and obligations of your business relationship have been legally transferred to Carl Zeiss Meditec AG.

The company seat and address is

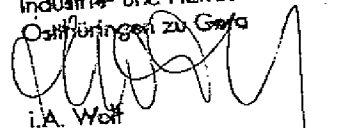
Goeschwitzer Strasse 51-52  
07745 Jena  
Germany  
Telephone +49 (0) 3641/ 220-0  
Telefax +49 (0) 3641/ 220-112

Carl Zeiss Meditec AG

  
Bernd Hirsch  
CFO

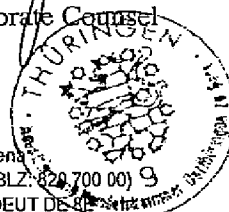
  
Andreas Gottlieb  
Corporate Counsel

Jena, 12.09.2002

Industrie- und Handelskammer  
Ostthüringen zu Gera  
  
I.A. Wolf

Board of Management:  
Ulrich Krauss (CEO)  
Dr. Walter-Gerhard Wrobel  
Bernd Hirsch  
Chairman of the Supervisory Board:  
Dr. Michael Kaeckle

Deutsche Bank AG Jena  
Account: 62 453 69 (BLZ: 820 700 00) 9  
S.W.I.F.T.-address: DEUT DE 3333 0330 0000 0000 0000 0000  
Commercial register:  
Gera, HRB 5623  
USt-IdNo. DE 811 922 737  
Fax-No. 84003/ 02707



Phone: +49 (0) 36 41/ 220-0  
Fax: +49 (0) 36 41/ 220-112  
Internet: www.meditec.zeiss.com

TRADEMARK

REEL: 003681 FRAME: 0512

Gera Local Court

EXCERPT FROM THE REGISTER OF COMPANIES - CERTIFIED TRANSLATION FROM GERMAN

HR B 5623 Page 1

No. of entry	a) Company name b) Registered office c) Objects of the company	Registered capital DM	Executive board Personally liable partners Directors Liquidators	Full commercial power of representation (authorized signatories)	Legal status	a) Date of entry and signature b) Remarks
1	2	3	4	5	6	7
1	a) ABSQU LAP - MEDITEC GMBH b) Jena c) Development, manufacture and sale of instruments and components for diagnosis and therapy in the field of laser medicine	100,000.-	Dr. Claus Nischelfelder, business jurist, of Wurmlingen Alfred Schopf, business economist, of Vaihingen/Enz	Authorized to sign jointly with a director: Erwin Handel, of Bretten	Private limited company. Articles of Partnership concluded on 4 October 1995. If one director has been appointed, he represents the company alone. If several directors have been appointed, the company is represented jointly by two directors, or by one director jointly with one authorized signatory.	a) 30 Nov 1995 [sd.] Patzner b) Articles of Partnership pp. 6 ff. SoB
2			Dr. Bernhard Seitz, graduated chemist, of Wiesbaden		Alfred Schopf is not a director any more. Dr. Bernhard Seitz has been appointed director.	a) 18 Mar 1996 [sd.] Blaschke
3		3,800,000.- EUR			The General Meeting of the partners on 10 November 1999 resolved that the registered capital be converted to 51,129.19 EUR and that, at the same time the registered capital be increased by 3,748,870.81 EUR out of partnership funds to a total 3,800,000.- EUR. § 4 of the Articles of Partnership (registered capital) has been amended.	a) 23 Dec 1999 [sd.] Blaschke b) Resolution pp. 59, 59 rev. SoB
4	a) ASCLEPION-MEDITEC AG		Dr. Bernhard Seitz, born on 10 Aug 1957, of Jena-Wogau	Authorized to sign jointly with a director: Erwin Handel, born on 5 August 1957, of Bretten. André Foedisch, born on 25 Oct 1942, of Jena.	According to a resolution by the General Meeting of the partners on 10 November 1999, the company has been converted into a public joint-stock company. On the same day, the meeting adopted new Articles of Association. If one director has been appointed, he represents the company alone. If several directors have been appointed, the company is represented jointly by two directors, or by one director jointly with one authorized signatory. Dr. Bernhard Seitz was appointed director. He is authorized to represent the company without restriction in legal transactions with himself, whether acting on his own behalf or as representative of a third party.	a) 27 Dec 1999 [sd.] Blaschke b) Resolution pp. 59 rev., 60 SoB; Articles pp. 61 ff. SoB

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5			Dr. Michael Dettelbacher, born on 15 December 1958, of Darmstadt		Pursuant to the Articles adopted on 10 November 1999, the board of directors is authorized to increase the registered capital by up to 1,900,000.- EUR by 1 Oct 2004. Dr. Bernhard Seitz is authorized to represent the company without restriction when acting as a representative of a third party.	a) 21 Feb 2000 [sd.] Blaschke
6		4,000,000.- EUR			The General Meeting of shareholders on 4 February 2000 resolved that the registered capital be increased by subscriptions of 200,000.- EUR to 4,000,000.- EUR. The increase in registered capital has been effected. § 4 (registered capital) and § 19 (payment of compensation to the Supervisory Board) of the Articles of Association have been amended.	a) 25 Feb 2000 [sd.] Blaschke b) Resolution pp. 8, 9 SoB II
7		6,000,000.- EUR			The General Meeting of shareholders on 10 March 2000 resolved that the registered capital be increased by subscriptions of 2,000,000.- EUR to 6,000,000.- EUR. The increase in registered capital has been effected. The meeting further resolved a conditional increase in registered capital by an amount of up to 400,000.- EUR. § 4 (registered capital) of the Articles of Association has been amended.	a) 14 Mar 2000 [sd.] Blaschke b) Resolution pp. 119, 119 rev. SoB
8		6,200,000.- EUR			By virtue of the authorization given in the Articles of Association, the registered capital has been increased by 200,000.- EUR to 6,200,000.- EUR.	a) 27 Apr 2000 [sd.] Patzer
9					By virtue of the authorization given in § 27 of the Articles of Association, the Supervisory Board resolved on 17 May 2000 to amend § 4 (registered capital) of the Articles of Association.	a) 14 Jul 2000 [sd.] Blaschke b) Resolution p. 6 SoB III

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10					By virtue of the authorization given in § 27 of the Articles of Association, the Supervisory Board resolved on 29 November 2000 to amend § 4 (registered capital) of the Articles of Association. The Board of Directors is now authorized to increase the registered capital by up to 1,700,000 EUR by 1 October 2004.	a) 21 Feb 2001 [sd.] Otto b) Resolution pp. 20, 21 SOB
11				Power of representation revoked for: Erwin Handel		a) 30 Apr 2001 [sd.] Blaschke
12					The General Meeting of shareholders on 7 March 2001 resolved that § 19 (payment of compensation to the supervisory board) be amended.	a) 20 Jul 2001 [sd.] Otto b) Resolution p. 50 rev. SOB
13		25,833,300,- EUR			The General Meeting of shareholders on 28 May 2002 resolved that the registered capital be increased by 19,633,300 EUR to 25,833,300 EUR in the context of a merger with Carl Zeiss Ophthalmic Systems AG domiciled in Jena, company register HRB 9234 at the Gera Local Court, and that § 4 (registered capital) of the Articles of Association be amended. The increase in registered capital has been effected.	a) 3 Jul 2002 [sd.] Otto b) Resolution pp. 240 ff. SOB
14					The assets of Carl Zeiss Ophthalmic Systems AG domiciled in Jena, company register HRB 9234 at the Gera Local Court, have been transferred to the company by way of a merger pursuant to the Amalgamation Agreement of 15 April 2002, the resolution passed by the General Meeting on 28 May 2002, and the resolution passed by the General Meeting of Carl Zeiss Ophthalmic Systems AG on 21 May 2002.	a) 4 Jul 2002 [sd.] Otto b) Resolution pp. 240 and 216 ff. SOB; Agreement pp. 105 ff. SOB; Reference is made to HRB 9234 of the Gera Local Court

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15	a) Carl Zeiss Meditec AG c) Development, manufacture and sale of products and systems, as well as rendering of services, for diagnosis and therapy in the field of medical engineering, especially of ophthalmology				The General Meeting of shareholders on 28 May 2002 resolved that § 1 (name of company), § 2 (objects of company), § 4 (registered capital), § 11 (composition of the supervisory board), § 12 (chairman and deputy chairmen of supervisory board), § 17 (resolutions) and § 19 (payment of compensation to the supervisory board) of the Articles of Association be amended. Thereby, the board of directors is authorized, for a period of 5 years from the date of this entry, to increase the registered capital from up to 12,916,650 EUR.	a) 4 Jul 2002 [sd.] Oto b) Resolution pp. 240 ff. SoB
16					Thereby, the board of directors is authorized, for a period of 5 years from the date of this entry, to increase the registered capital by up to 12,916,650 EUR.	a) 31 Jul 2002 [sd.] Oto b) Corrected ex officio
17			Bernd Hirsch, born on 24 July 1970, of Ellwangen (Jagst) Ulrich Krauss, born on 17 Jan 1964, of Essingen Dr. Walter Wrobel, born on 17 Oct 1952, of Jena		Dr. Bernhard Seitz has retired from the Board of Directors. Bernd Hirsch, Ulrich Krauss and Dr. Walter Wrobel have been appointed directors.	a) 18 Sep 2002 [sd.] Blaschke

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REEL: 003681 FRAME: 0516

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1	2	3	4	5	6	7
18					<u>Dr. Michael Dettelbacher has retired from the Board of Directors.</u>	a) 6 Dec 2002 [sd.] Blaschke
19					The General Meeting on 12 March 2003 resolved that § 3 (announcements) of the Articles of Association be amended.	a) 12 Jun 2003 [sd.] Blaschke b) Resolution pp. 336 ff. SoB
20		28,416,629.- EUR			Authorized by the resolution of the General Meeting on 28 May 2002, the Board of Directors resolved on 1 August 2003 that the registered capital be increased by 2,583,329.- EUR to 28,416,629.-EUR. The Supervisory Board has agreed to the capital increase by resolutions on 4 August 2003 and 17 September 2003, and resolved that § 4 (registered capital) of the Articles of Association be amended. The capital increase has been effected. The remaining amount of authorized capital increase is 10,333,321.- EUR.	a) 25 Sep 2003 [sd.] Otto b) Resolution pp. 355 ff. SoB, pp. 359 ff. SoB
21					The General Meeting on 19 March 2004 has resolved that § 4 (registered capital), § 17 and § 21 be amended.	a) 16 Jul 2004 [sd.] Otto b) Resolution pp. 400 ff. SoB

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22				<p>[Stamp:] THURINGIA 12 Gera Local Court</p>	<p>This photocopy is certified to be a true duplicate of the original document. Gera, this 6th October 2004 Local Court [sd.] Clerk of the Court</p> <p>Underscorings appearing black are cancellations [i.e. red on the original].</p>	<p>a) 30 Sep 2004 [sd.] Otto b) p. 423 SoB</p>

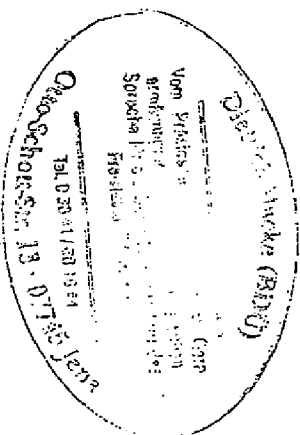
[END OF TRANSLATION]

Hereby I certify that the foregoing excerpt from a commercial register (six pages) is a faithful and complete translation of an original German document consisting of the same number of pages, which was put before me today.  
Words or paragraphs written in brackets [ ] are not part of the document text but translator's notes describing or explaining document features.

Jena, this 24 November 2004

*D. Hucke*  
Dietrich Hucke (Member of BDÜ)  
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D-07745 Jena / Germany

Appointed by the President of the Gera Regional Court as Authorized Translator of English for the Courts and Notaries of Thuringia



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