

MRD
11-16-98

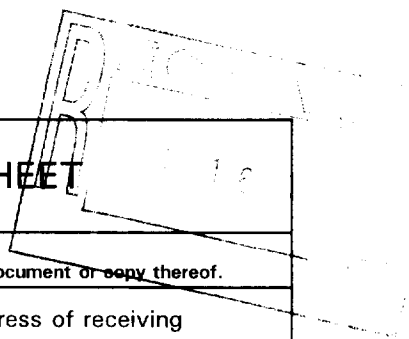
11-27-1998



100906707

TRAD

COVER SHEET



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

| | |
|---|--|
| <p>1. Name of conveying party(ies):</p> <p>J.M. Voith GmbH Sankt Poltener Strasse 43 D-89522 Heidenheim FED. REP. GERMANY</p> <p>Corporation-State</p> <p>Additional names(s) of conveying party(ies) attached? Yes</p> | <p>2. Name and Address of receiving party(ies):</p> <p>J.M. VOITH GmbH & Co. BETEILIGUNGEN Sankt Poltener Strasse 43 D-89522 Heidenheim, FED. REP. GERMANY</p> <p>Corporation-State</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) & address(es) attached? NO</p> |
| <p>3. Nature of conveyance:</p> <p>Merger</p> <p>Execution Date: April 27, 1997</p> | <p>4. B. Trademark Registration No.(s)</p> <p>See Attached Schedule A</p> <p>Additional numbers attached? NO</p> |
| <p>4. A. Trademark Application No.(s)</p> <p>N/A</p> | <p>6. Total number of documents involved: 4</p> <p>7. Total fee (37 CFR 3.41): \$ 190.00</p> <p>Enclosed as part of Check No.</p> <p>In the event the actual fee is greater than the payment submitted or is inadvertently not enclosed or if any additional fee due is not paid, the Patent and Trademark Office is authorized to charge the underpayment to Deposit Account No. 15-0700.</p> |

11/27/1998 JSHABAZZ 00000091 73491269

01 FC:481
02 FC:482

40.00 OP
150.00 OP

DO NOT USE THIS SPACE

190E

8. 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.

Robert C. Faber
Name of Person Signing

[Signature]
Signature

November 12, 1998
Date

Total number of pages including cover sheet, attachments, and document: 5

SCHEDULE A

| TRADEMARK | APPLICATION NO. | APPL. DATE | REG. DATE | REG. NO. |
|----------------------|-----------------|------------|-----------|-----------|
| CERTOMATIC | 73/491,269 | 7/23/84 | 2/4/86 | 1,381,237 |
| HYLOC | 73/635,948 | 12/18/86 | 12/1/87 | 1,466,973 |
| MISCELLANEOUS DESIGN | 73/613,675 | 8/6/86 | 7/5/88 | 1,494,813 |
| VOITH | 73/231,263 | 9/10/79 | 12/7/82 | 1,219,400 |
| VOITH | 73/248,830 | 2/4/80 | 7/9/85 | 1,347,212 |
| TRANSMIT | 73/175,855 | 6/23/78 | 5/20/80 | 1,135,515 |
| VOITH & DESIGN | 71/651,876 | 8/4/53 | 4/24/56 | 625,785 |


**POWER OF ATTORNEY
AND APPOINTMENT OF DOMESTIC REPRESENTATIVE**

The undersigned hereby appoints customer no. 2352, OSTROLENK, FABER, GERB & SOFFEN, LLP and the members of the firm: Samuel H. Weiner, Jerome M. Berliner, Robert C. Faber, Edward A. Meilman, Stanley H. Lieberstein, Steven I. Weisburd, Max Moskowitz, Stephen A. Soffen, James A. Finder, William O. Gray, III, Louis C. Dujmich, Charles P. LaPolla, Douglas A. Miro and Harold Einhorn, all members of the Bar of the State of New York, with offices at 1180 Avenue of the Americas, New York, New York 10036-8403, (212) 382-0700, its attorneys to prosecute this application with full power of substitution and revocation and to transact all business in the Patent and Trademark Office in connection therewith. Said attorneys are hereby designated its agent upon whom notices or process may be served in proceedings affecting the above-entitled mark.

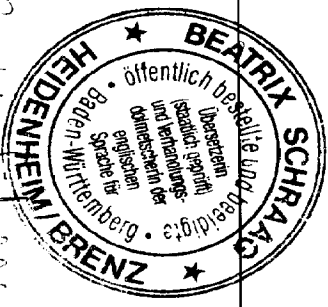
Robert C. Faber, Esq.
OSTROLENK, FABER, GERB & SOFFEN, LLP
1180 Avenue of the Americas
New York, New York 10036-8403
Customer No. 2352

J.M. Voith GmbH & Co. Beteiligungen KG

Heidenheim, September 28, 1998

By 
Name: Schad Besserer
Title: Authorized Representatives

| Number of entry | a) Company Name b) Place of business (Corporate Seat) c) Purpose of the company | share capital or nominal capital | Board of Management General Partner Managing Director Liquidator | full power of attorney („Prokura“) | Legal Relations | a) Day of Entry and Signature b) Remarks |
|-----------------|---|----------------------------------|---|------------------------------------|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
| 15 | | - | - | - | <p>J. M. Voith Gesellschaft mit beschränkter Haftung (private limited company), Heidenheim (transferring company) has merged by absorption with J. M. Voith GmbH & Co. Beteiligungen KG, Heidenheim (company taking over) on the basis of the merger agreement of April 28th, 1997 and the partner resolutions of April 28th, 1997. The merger will only be effective upon registration in the Register of the absorbing legal entity (Heidenheim Local Court, HRA 1052).</p> | <p>a) April 28th, 1997 Schalk b) Merger Agreement, page 75/86, special file XII resolution page 86/91, special file XII</p> |
| 16 | | - | - | - | <p>The merger has been recorded at J. M. Voith GmbH & Co. Beteiligungen KG, Heidenheim in the Register of the absorbing legal entity (Local Court of Heidenheim, HRA 1052). The company has ceased to exist according to section 20 of the Law Regulating Transformation of Companies (Umwandlungsgesetz).</p> | <p>a) April 28th, 1997 Schalk b) see Heidenheim Local Court HRA 1052</p> |
| | | | <p>Note: The underlined passages of the entry have been deleted.</p> | | <p>This is to certify that the aforementioned photocopy is a true and correct copy of the original entry in the Register. Heidenheim/Brenz, October 15th, 1998. Registrar of the Local Court Court clerk</p> | <p>The calculation of costs will be made separately.</p> |



The photocopy overleaf is an extract from the certified copy available to me from the Commercial Register of the Heidenheim Local Court No. HRB 1091 concerning the J.M. Voith Gesellschaft mit beschränkter Haftung (private limited company) in Heidenheim dated October 15, 1998. This photocopy is in accordance with this certified copy available to me and is

c e r t i f i e d .

The photocopy contains under items 15 and 16 the entries regarding the merger of the J.M. Voith Gesellschaft mit beschränkter Haftung with the J.M. Voith GmbH & Co. Beteiligungen KG in Heidenheim; it is testified, that no further entries concerning this merger are included in the Commercial Register.

Heidenheim, October 15, 1998

HEIDENHEIM NOTARY'S OFFICE III

Notary

Gaiser

III Document's Roll No. 936/1998



Beatrix Schrang

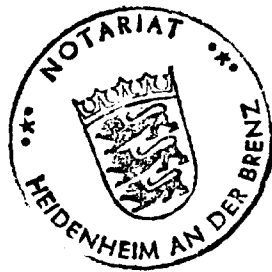
Umstehende Fotokopie ist ein Auszug der mir vorliegenden beglaubigten Abschrift aus dem Handelsregister des Amtsgerichts Heidenheim Nr. HRB 1091 betreffend die Firma J. M. Voith Gesellschaft mit beschränkter Haftung in Heidenheim vom 15.10.1998. Diese Fotokopie stimmt mit dieser mir vorliegenden beglaubigten Abschrift überein und wird

b e g l a u b i g t .

Die Fotokopie enthält unter Ziffer 15 und 16 die Eintragungen betreffend die Verschmelzung der Firma J. M. Voith Gesellschaft mit beschränkter Haftung mit der Firma J. M. Voith GmbH & Co. Beteiligungen KG in Heidenheim; es wird bezeugt, daß in Handelsregister über diese Verschmelzung keine weiteren Eintragungen enthalten sind.

Heidenheim, den 15.10.1998

NOTARIAT HEIDENHEIM III



Notar

A handwritten signature in black ink, appearing to be 'Gaiser', written over the printed name.

Gaiser

III UR Nr. 936 /1998