



06-28-2000



ET

Attorney Docket No. 032920-026 (EDW)

To the Honorable Commissioner of Pat

101391138

original documents or copy thereof.

1. Name of conveying party(ies):
ABB Daimler-Benz Transportation GmbH

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

Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Execution Date: _____

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

Name: DaimlerChrysler Rail Systems GmbH

Address: Saatwinkler Damm 43, 13627 Berlin, Germany

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

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

(Designation 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)
See list attached

B. Trademark Registration No.(s)
See list attached

Additional numbers attached? Yes No

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

Name: Adrienne L. White, Esquire

Address: Burns, Doane, Swecker & Mathis

Post Office Box 1404

Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41): \$ 215.00

Enclosed

Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

(Attach duplicate copy of this page if paying by deposit account)

06/28/2000 DCBATES 00000006 75446317

01 FC1481
02 FC1482

40.00 OP
175.00 OP

DO NOT USE THIS SPACE

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.

Adrienne L. White
Name of Person Signing

Adrienne L. White
Signature

6/6/00
Date

Total number of pages including cover sheet, attachments, and document: 16

<u>Mark</u>	<u>Application Serial No./Reg. No.</u>
ADTRANZ-WE SPEAK RAILWAYS	75/446,837
MOVIA	75/524,964
INNOVIA	75/524,968
INCENTRO	75/524,969
ADTRANZ	2,204,742
CRUSARIS	2,308,758
OCTEON	2,313,468
ITINO	2,315,793

Please note: The parts of the entries underlined in red will appear black in the photocopy. These parts of the entry have been deleted

No. of entry	a) Company Registered Office b) Object of the Enterprise	Capital stock or nominal capital DM	Board of Management Personally Liable Partners General Managers Liquidators	Power of attorney (<i>Prokura</i>)	Legal Relationships	a) Date of Entry and Signature b) Comments
1	2 a) <u>ABB Daimler-Benz Transportation GmbH</u> Berlin b) Berlin c) <u>Development, manufacture and distribution of vehicles, plants and equipment for railways and other rail and traffic systems.</u>	3 <u>DM 2.000.000</u>	4 Christer Badholm, civil engineer, Kallered/Sweden - <u>Heinz Cronimund, graduated engineer HTL, Wallisellen/Switzerland</u> Joachim Gaißert, graduated economics engineer, Ludwigsburg <u>Ruben Ornstein, controller, Zollikerberg/Switzerland</u> Chris Sheppard, engineer, Prestbury, <u>Macclesfield/England</u> Kaare Vagner, navy engineer, <u>Erlenbach/Switzerland</u> Rudolf Bernhard Eckrodt, graduated merchant, Berlin	5 Power of procuration with one Managing Director or one other holder of general power of attorney (<i>Prokurist</i>) and authority to conclude legal transactions with themselves or with representatives of third parties: 1. <u>Lars Afzelius, Berlin</u> 2. <u>Eberhard Beyer, Berlin</u> 3. <u>Ursula Gruss, Stuttgart</u> 4. <u>Ian Butler, Berlin</u> 5. <u>Dr. Dieter Klumpp, Munnheim</u> 6. <u>Prof. Dr. Klaus Miltz, Berlin</u> 7. <u>Frank Reuther, Berlin</u> 8. <u>Fredrik Trägardh, Berlin</u> 9. <u>Udo Klaus Sommerfeld, Meerbusch</u>	6 Limited liability company (GmbH). The Company Agreement was concluded on September 26, 1995 and amended thereafter. By virtue of a resolution adopted by the Shareholders' Meeting on May 26, 1997, the registered office of the Company was transferred from Mannheim to Berlin and § 1 (Registered Office) of the Company Agreement was amended. If one Managing Director has been appointed, he shall represent the Company alone. If several Managing Directors have been appointed, the Company shall be represented jointly by two Managing Directors or by one Managing Director in conjunction with one holder of general power of attorney (<i>Prokurist</i>). Sole power of representation may be granted. The Managing Directors Christer Badholm, Heinz Cronimund, Joachim Gaißert, Ruben Ornstein, Chris Sheppard, Kaare Vagner and Rudolf Bernhard Eckrodt are authorized to conclude legal transactions with themselves or with themselves as representatives of third parties.	7 a) November 24, 1997 [SIGNED] Werner b) Company Agreement Pg. 10 et seq. Resolution pg. 34 Previously: Mannheim Local Court (<i>Amtsgericht</i>) HRB 6858 a) December 18, 1997 SIGNED Bartel b) Resolution Pg. 86 et seq.

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No. of entry	a) Company b) Registered Office c) Object of the Enterprise	Capital stock or nominal capital DM	Board of Management Personally Liable Partners General Managers Liquidators	Power of attorney (Prokura)	Legal Relationships	a) Date of Entry and Signature b) Comments
1	2	3	4	5	6	7
	<p>a) DaimlerChrysler Rail Systems GmbH</p> <p>c) Development, manufacture and distribution of vehicles, plants and equipment for railways and other rail and traffic systems and other services associated therewith.</p>		<p><u>Kevin Hyde, merchant, London/ Great Britain</u></p>	<p>Power of procurator (<i>Prokura</i>) jointly with one of the Managing Directors or one other holder of general power of attorney (<i>Prokurist</i>) and authority to conclude legal transactions with themselves or with themselves as representatives of third parties:</p> <p>10. Hans-Peter Albexon, Berlin</p> <p>11. Michael Louis Mendison, Berlin</p> <p>12. Dietrich Raeppe, Mörlenbach</p> <p><u>Cancellation of procurator for:</u> <u>Lars Afzelius (no. 1)</u> <u>Ursula Gruss (no. 3) and Frank Reuther (no. 7)</u></p> <p><u>Cancellation of procurator for:</u> <u>Eberhard Beyer (no. 2) and Dr. Dieter Klumpp (no. 5)</u></p>	<p><u>Kevin Hyde has been appointed Managing Director.</u></p> <p>By virtue of a resolution adopted by the Shareholders' Meeting of April 20, 1999, the Company Agreement has been revised, particularly § 1 (Name of the Company), with respect to the purpose – which has now become § 2, and with respect to representation – now § 6.</p> <p>The Company has at least two Managing Directors. The Company shall be represented by two Managing Directors jointly or by one Managing Director in conjunction with holder of general power of attorney (<i>Prokurist</i>). Sole power of representation may be granted.</p> <p><u>Heinz Cronimund, Ruben Ornstein, Chris Sheppard, Kaare Vagner and Kevin Hyde are no longer Managing Directors.</u></p> <p>Ake Wennberg, Rainer Schmückle, Jürgen Lochmann and Berend Koos van Dijk have been appointed Managing Directors.</p>	<p>a) May 7, 1999 [SIGNED] Hrymon</p> <p>b) Resolution Pg. 10, Company Agreement Pg. 18 et seq. vol. 2</p> <p>a) July 29, 1999 [SIGNED] Bartel</p> <p>b) Pg. 70, 89, 93</p>

Local Court (*Amtsgericht*) Charlottenburg

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1	2	3	4	5	6	7
				<p>Power of procuration (<i>Prokura</i>) with one Managing Director or one other holder of general power of attorney (<i>Prokurist</i>):</p> <p>13. Dr. Klaus Baur, born April 9, 1947, Weinheim</p> <p>14. Dr. Lutz Bertling, born July 9, 1962, Berlin</p> <p>15. Michael Daum, born February 24, 1957, Berlin</p> <p>16. Gerhard Hirschenberger, born March 6, 1958, Stuttgart</p> <p>17. Dr. Bernd Hoppe, born May 14, 1961, Lehnitz</p> <p>18. Peter-Jürgen Horak, born August 6, 1940, Berlin</p> <p>19. Dr. Jörg Kutzim, born April 13, 1957, Bornheim</p> <p>20. Manfred Reich, born July 3, 1946, Berlin</p> <p>21. Dr. Ulrich Rudolph, born January 31, 1962, Berlin</p> <p>22. Dr. Volker Strönisch, born October 10, 1956, Berlin</p> <p>23. Klaus-Hermann Vögtle, born November 1, 1948, Berlin</p> <p>24. Horst Fath, born April 21, 1944, Weinheim</p>		<p>a) November 4, 1999 [SIGNED] Schonk</p> <p>b) Pg. 217 - 266</p>

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1	2	3	4	5	6	7
				25. Hartmut Benz, born October 15, 1944, Siegen 26. Dr. Jürgen Fleischer, born January 7, 1961, Wilnsdorf 27. Günter Martens, born December 19, 1954, Bobenheim-Roxheim 28. Anders Larsson, born June 24, 1944, Nuremberg 29. Henrik Kaj Mortensen, born December 31, 1961, Burghann 30. Norbert Wudde, born August 14, 1948, Obergiesbach 31. Johannes Scheffer, born January 17, 1941, Fulda 32. Walter Wittenborn, born August 12, 1958, Nuremberg 33. Wolfram Kreckeler, born February 20, 1964, Berlin 34. Wolfram Lehmann, born April 27, 1953, Töplitz 35. Andreas Kabisch, born February 6, 1963, Berlin 36. Dr. Bernd Schmitz, born December 10, 1950, Berlin 37. Jürgen Bossert, born August 28, 1957, Großziethen 38. Detlef Hahn		

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1	2	3	4	5	6	7
				<p>born October 25, 1949, Berlin</p> <p>39. Stefan Schönholz, born May 17, 1960, Guxhagen</p> <p>40. Rainer Strauß, born March 2, 1949, Fürth</p> <p>41. Dr. Dirk Ehlers, born January 17, 1951, Berlin</p> <p>42. Gerhard Heyner, born September 26, 1935, Frankfurt</p> <p>43. Dettel Blum, born June 20, 1948, Berlin</p> <p>44. Dr. Michael Schemmer, born February 18, 1952, Dreieich</p> <p>45. Gregorius Peters, born February 13, 1965, Nuremberg</p> <p>46. Roland Müller, born February 6, 1958, Ludwigshafen</p> <p>47. Gerhard Eberts, born December 24, 1936, Heuchelheim</p> <p>48. Wolfgang Postler, born October 12, 1962, Wiesbaden</p> <p>49. Dr. Peter Appun, born January 18, 1942, Weinheim</p>		

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1	2	3	4	5	6	7
				<p>Stamp: The above photocopy is a true and accurate copy of the entries in the Commercial Register. Berlin 19, November 9, 1999</p> <p>Clerk of the court [SIGNED]</p>	<p>On the basis of the Amalgamation Agreement of August 25, 1999 and the resolutions adopted by the Shareholders' Meetings of the same date, DaimlerChrysler Rail Systems (Deutschland) GmbH, with registered office in Hennigsdorf (Local Court of Neuruppin HRB 730) has been merged by transferring its assets in their entirety to the company by way of dissolution without winding up.</p> <p>Round seal: Local Court of Charlottenburg (<i>Amtsgericht</i>) Coat of Arms Berlin</p>	<p>a) November 8, 1999 [SIGNED] Hrymon</p> <p>b) Amalgamation Agreement Pg. 138 Resolutions Pg. 158 et seq. Vol. 2</p>

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I certify that the above photocopy is identical with the certified photocopy presented to me.

Berlin, November 9, 1999

Christian Steinke

[SIGNED]

Notary

[Notary's seal]

I hereby certify that the above translation of the extracts from the entry of DaimlerChrysler Rail Systems GmbH in the Commercial Register of t
Charlottenburg Local Court (*Amtsgericht*) is a correct translation into English.

Stuttgart, March 8, 2000

B. Mobley
Barbara Mobley
- Certified Translator -

