

07-12-2001



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7.3.01

**RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
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Conveyance Type

- Assignment License
 - Security Agreement Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

Conveying Party

- Mark if additional names of conveying parties attached
- Name Month Day Year
- Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

- Mark if additional names of receiving parties attached
- Name
- DBA/AKA/TA
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

07/11/2001 DBYRNE 00000054 1150378

FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:482 125.00 OP

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Enter for the first Receiving Party only.

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Pages

Enter the total number of pages of the attached conveyance document including any attachments.

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Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Judith L. Church

Name of Person Signing

Signature

July 3, 2001

Date Signed


117.551 5.2

DESIGNATION OF DOMESTIC REPRESENTATIVE

The undersigned hereby designates Judith L. Church, Debevoise & Plimpton, 875 Third Avenue, New York, New York 10022, phone: (212) 909-6000, fax: (212) 909-6836, as its representative to receive all correspondence, including all notices or process in proceedings, relating to or affecting the following trademark registrations:

Reg. No. 1,150,378
Reg. No. 1,922, 889
Reg. No. 1,954,407
Reg. No. 1,967,793
Reg. No. 1,967,828
Reg. No. 1,979,205

FABER-CASTELL AG


Count Anton W. von Faber-Castell
Managing Director

Date: 04.04.01, 2001

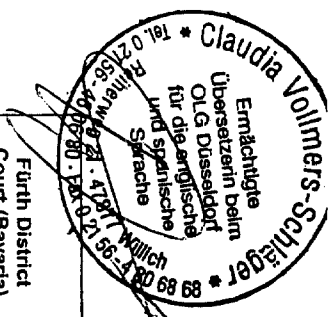
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Date of Deposit July 3, 2001

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5.3.01

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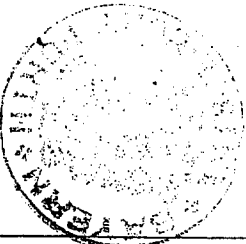
Sheet 1
HRB 8213

TRADEMARK

REEL: 002327 FRAME: 0052

| Entry No. | Company Registered office Object of the enterprise | Share capital or registered capital Euro | Board Personally liable shareholders Directors Liquidators | Prokura [= authorised signatories] | Legal status | Furth District Court (Bavaria) | |
|-----------|---|---|---|--|---|--------------------------------|---|
| | | | | | | Date of entry and signature | Notes |
| 1 | a) Faber-Castell Aktiengesellschaft b) Stein c) The object of the company is to produce and distribute products for writing, drawing, painting and creative activities together with accessories and also products belonging to the cosmetics sector. Also providing services connected with the production and distribution of the products referred to. | 20,000,000.— | Graf von Faber-Castell Anton Wolfgang, d.o.b. 07.06.1941, Wendelstein Chairman of the Board Müller Roland, d.o.b. 08.12.1940, Cadolzburg | Joint power of representation: Stechle Hermann, d.o.b. 14.03.1953, Gersthofen Teuber Bernhard J., d.o.b. 02.08.1941, Nürnberg Stünzendorfer Werner, d.o.b. 20.04.1949, Rosstal Stieglwald Claus, d.o.b. 29.01.1949, Oberasbach | Each of them represents the company with a member of the board or another Prokurst. | 20 December 2000 | Articles of Association see Sheet 21 ff. SoB Nürnbergger Strasse 2 |
| | R 103: File sheet Commercial Registry Dept. B (3:50) Straubing | | | | This certifies that this photocopy is in accordance with the Commercial Register. Underlining in red will appear as black on the photocopy, but may be unclear for photographic reasons. 22 JAN 2001 Furth, Bavaria - Register Court [official stamp - unclear] Clerk of the Court's Office Azar, Jang | | Continuation on reverse |

| Nr. der Eintragung | a) Firma b) Sitz c) Gegenstand des Unternehmens | Grund- oder Stammkapital in Euro | Vorstand Persönlich haltende Gesellschafter Aufwickler | Prokura | Rechtsverhältnisse | a) Tag der Eintragung und Unterschrift b) Bemerkungen |
|--------------------|---|--|--|---|---|---|
| 1 | a) Faber-Castell Aktiengesellschaft b) Steln c) Gegenstand des Unternehmens ist die Herstellung und der Vertrieb von Produkten für das Schreiben, Zeichnen, Malen und kreative Gestalten nebst Zubehör sowie von Produkten der Kosmetikbranche. Desweiteren die Erbringung von Dienstleistungen, die im Zusammenhang mit der Produktion und dem Vertrieb der genannten Produkte stehen. | 20.000.000,- | Graf von Faber-Castell Anton Wolfgang, geb. 07.06.1941, Wendelstein (Vorsitzender des Vorstandes) Müller Roland, geb. 08.12.1940, Cadolzburg | Gesamtprokuren: Stechele Hermann, geb. 14.03.1953, Gersthofer Teuber Bernhard J., geb. 02.08.1941, Nürnberg Stünzendorfer Werner, geb. 20.04.1949, Rottal Steigerwald Claus, geb. 29.01.1949, Oberasbach Jeder von Ihnen vertritt die Gesellschaft zusammen mit einem Vorstandsmitglied oder einem weiteren Prokuristen. | Aktiengesellschaft, entstanden durch Formwechsel der A.W. Faber-Castell GmbH & Co. mit dem Sitz in Steln gemäß Umwandlungsbeschluß vom 07. November 2000. Der Vorstand der Gesellschaft besteht aus mindestens zwei Personen. Der Aufsichtsrat bestimmt die Zahl der Vorstandsmitglieder. Die Gesellschaft wird durch zwei Mitglieder des Vorstandes gemeinschaftlich oder durch ein Mitglied des Vorstandes in Gemeinschaft mit einem Prokuristen vertreten. Der Aufsichtsrat kann einzelnen Mitgliedern des Vorstandes Einzelvertretungsbefugnis und/oder Befreiung vom Mehrvertretungsverbot des § 181 BGB erteilen. Das Vorstandsmitglied Graf von Faber-Castell Anton Wolfgang vertritt die Gesellschaft stets allein. Er und das Vorstandsmitglied Müller Roland sind befugt, die Gesellschaft bei der Vornahme von Rechtsgeschäften mit sich als Vertreter eines Dritten uneingeschränkt zu vertreten. | a) 20. Dezember 2000 b) Satzung 9. Bl 21 ff. So Nürnberger Strebe 2 |



Die Übereinstimmung dieser Fotokopie mit dem Handelsregister wird bezeugt. Fotokopie schwarz, aus fototechnischen Gründen oft aber nur undeutlich.
 Fürth/Bay., 22. JAN. 2001
 Amtsgericht Fürth - Registergericht
 als Urk.-Beamt. d. Geschäftsstelle
 AZZK JANTG