



RECORDED

101945722

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

1. Name of conveying party(ies):

Vereinigte Dentalwerke Antacos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG

1.8.02

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

Additional name(s) of conveying party(ies) attached? ___ yes X no

3. Nature of Conveyance:

- Assignment (Nunc Pro Tunc)
- Security Agreement
- Other Dissolution of Vereinigte Dentalwerke Antacos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG and assumption of assets by VDW GmbH
- Merger
- Change of Name

Execution Date: December 21, 1998

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

Name: VDW GmbH

Internal Address: _____

Street Address: Bayerwaldstrasse 15

City: München Country: Germany ZIP: 81737

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-Country Germany
- Other _____

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

B. Trademark Registration No.(s)

867,622	1,070,556	1,229,504	1,556,680
922,864	1,099,371	1,285,918	2,012,156

Additional numbers attached? Yes No

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

Name: JAMES B. BIEBER

Internal Address: DENTSPLY INTERNATIONAL INC.

Street Address: 570 WEST COLLEGE AVENUE

City: YORK State PA Zip 17405-0872

01/14/2002 RAHMED1 00000268 040780 867622

02 FC:481 40.00 CH
02 FC:482 175.00 CH

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

8. Deposit account number:

04-0780
(Attach duplicate copy of this page if paying by deposit account)

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.

James B. Bieber
Name of Person Signing

Signature

Oct 22, 2001
Date

Total Number of Pages comprising cover sheet: 1

OMB No. 0651-0011(exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

DESIGNATION OF DOMESTIC REPRESENTATIVE

Trademarks: BEUTELROCK, C.C. CORD, ANTAEOS,
ZIPPERER, VARIBOX, Design, FLEXICUT,
ENDO CONTROL (& Design)

Registration Nos.: 867,622; 922,864; 1,070,556; 1,099,371;
1,229,504; 1,285,918; 1,556,680;
2,012,156

Assignor: Vereinigte Dentalwerke Antaeos-
Beutelrock-Zipperer-Zdarsky-
Ehrler GmbH & Co. KG

Assignee: VDW GmbH

Name of domestic representative:

James B. Bieber, Douglas J. Hura

whose postal address is:

570 West College Avenue,
P.O. Box 872, York, PA 17405-0872

is hereby designated applicant's representative upon whom
notice or process in proceedings affecting the mark may be
served.

VDW GmbH


Thomas L. Whiting
Managing Director

Dated: October 22, 2001

Number 363 of the Document Register for 1998



D o n e

in Frankfurt am Main on December 21 and 22, 1998

Before me,

Dr. Hansgeorg Blechschmid

Notary Public in the district of the Court of Appeals of Frankfurt am Main

with offices in Frankfurt am Main

appeared today:

VDW 21.12.1998

1. Mr. Konstantin Zdarsky, Businessman
200 El Dorado Lane,
Palm Beach, Florida 33480
USA

2. Mr. Axel Zdarsky, Businessman
230 Everglades Avenue
Palm Beach, Florida 33480
USA

according to their statements not only acting on their own behalf but also as managing directors with joint power of representation for

Ehrler-Zdarsky Gesellschaft mit beschränkter Haftung
Bayerwaldstraße 15
D-81737 Munich
Germany

a limited liability company incorporated under the laws of the Federal Republic of Germany

- hereinafter referred to as "General Partner" -

submitting a certified excerpt from the Commercial Register of the Munich Municipal Court, to be attached to this notarial deed

and for

Mrs. Hannelore Zdarsky, Businesswoman
Nördliche Münchner Straße 26 a
D-82031 Grünwald
Germany

authorized by a notarized power of attorney dated December 18, 1998, to be attached to this notarial deed,

3. Dr. Werner Blau, attorney-at-law,
Bockenheimer Landstraße 98 - 100,
D-60323 Frankfurt am Main

according to his statement not acting on his own behalf, but rather exclusively for

VDW GmbH, formerly "PTL" Vierte Vermögensverwaltungsgesellschaft mbH, Offenbach

a company existing under the laws of Germany,

authorized by a notarized power of attorney dated December 18, 1998, a certified copy of which is to be attached to this notarial deed.

The deponents are personally known to the Notary Public.

The deponents have command of the German and the English language. The Notary Public who has command of the English language ascertained to his satisfaction that this is the case.

The Notary asked whether he was active in any way for the persons appeared prior to this notarization within the meaning of § 3 I No. 7 of the German Law on Notarizations (Beurkundungsgesetz), which was denied.

Thereupon the deponents declared with request of notarization:

We herewith enter into the following

PURCHASE AGREEMENT

PREAMBLE:

1. Mrs. Hannelore Zdarsky, Mr. Konstantin Zdarsky and Mr. Axel Zdarsky are the owners of all limited partners' interests in Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG with legal domicile in Munich, registered with the County Court of Munich under file HRA 45397 (hereinafter referred to as "Dentalwerke"):

Name	Nominal amount of the limited partnership interests	
Hannelore Zdarsky	DM	800,000
Konstantin Zdarsky	DM	1,600,000
Axel Zdarsky	DM	1,600,000
Aggregate nominal amount of the limited partners' interests	DM	<hr/> 4,000,000

The General Partner is general partner of Dentalwerke without a participation in its equity.

Mrs. Hannelore Zdarsky, Mr. Konstantin Zdarsky, Mr. Axel Zdarsky and the General Partner are hereinafter jointly referred to as "Sellers".

2. The Sellers intend to sell to VDW GmbH (hereinafter referred to as "Purchaser") all the interests in Dentalwerke.
3. Purchaser intends to purchase from Sellers all the interests in Dentalwerke.
4. By notarial deed of December 21, 1998 Messrs. Konstantin and Axel Zdarsky as Sellers and Dentsply International, Inc. as Purchaser have signed a purchase agreement concerning the purchase of their shares in

TRADEMARK

REEL: 002422 FRAME: 0486

UDM United Dental Manufacturers, Inc. and in this notarial deed Dentsply International, Inc. has made an offer to the Trust in favour of Konstantin and Axel Zdarsky for the purchase and the transfer of its shares in UDM. It is referred to this notarial deed which is known to the deponents and which is at hand in its original. The deponents waive the right to have it read and affixed as an exhibit to the notarial deed of today.

Section I

Sale and Purchase Agreement between Sellers and Purchaser regarding the Interests in Dentalwerke

1.1 The nominal partnership capital of Dentalwerke amounts to a total of DM 4,000,000 (in words: German Marks four million) and is fully paid in.

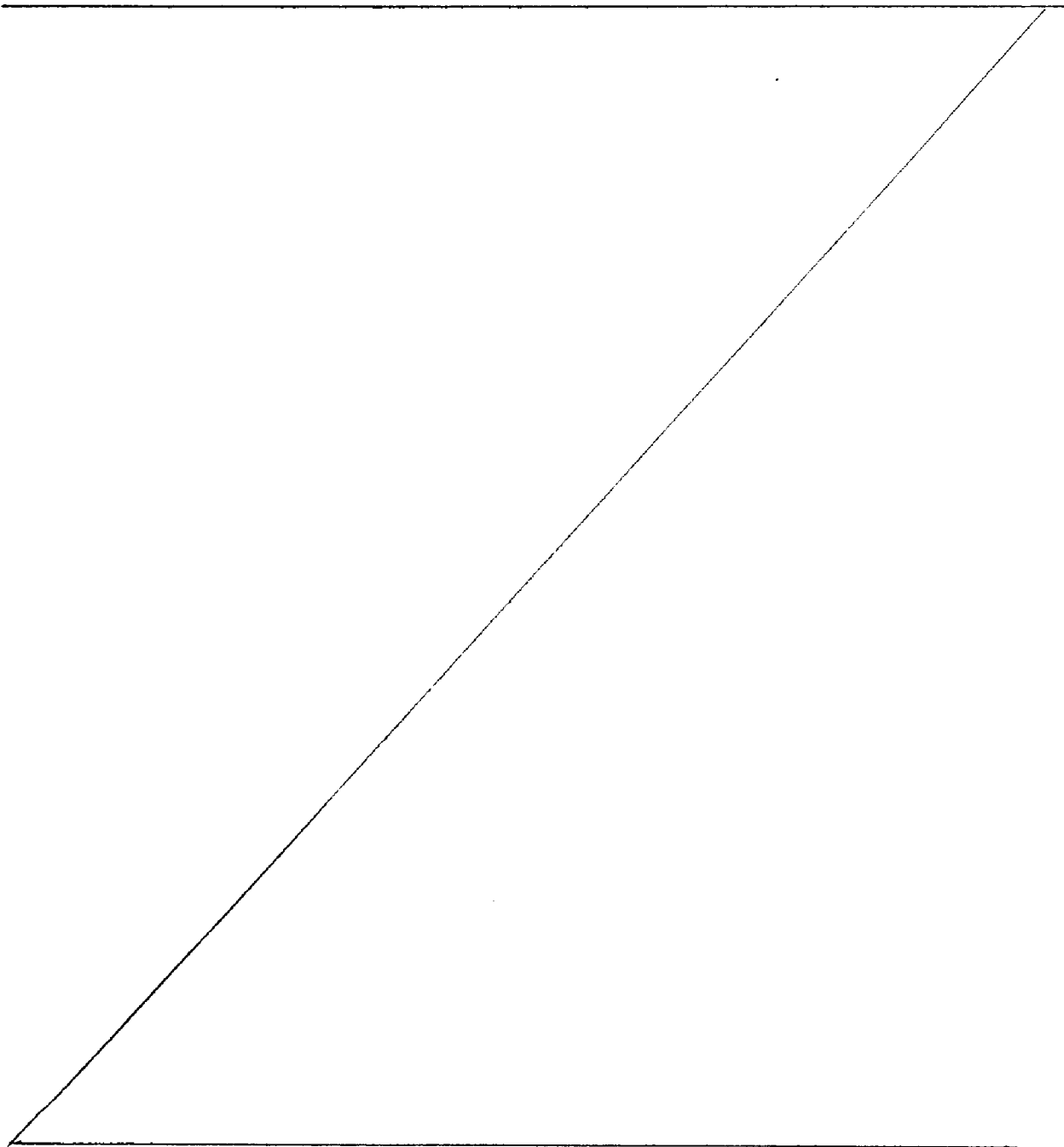
Sellers are the only partners in Dentalwerke owning limited partnership interests in the aggregate nominal amount of DM 4,000,000 (in words: German Marks four million) listed in Section 1 of the Preamble or, in the case of the General Partner, without an equity participation (the partnership interests of DM 4,000,000 and the participation of the General Partner are jointly referred to as "the Shares")

1.2 Sellers herewith sell and assign the Shares to Purchaser pursuant to the terms and conditions of this Agreement.

Purchaser herewith purchases the Shares from Sellers and accepts the assignment of the Shares pursuant to the terms and conditions of this Agreement.

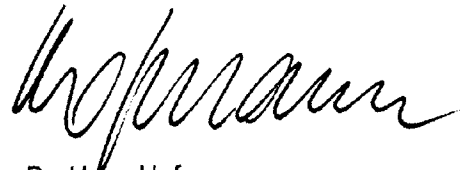
The transfer of the partnership interests shall become effective immediately, the transfer of the participation of the General Partner, however, shall become effective December 31, 1998, 24 hours.

The Shares are transferred together with all rights and obligations, including the right to dividends attributable to the Shares for all distributions of net income except as otherwise set forth in this Agreement. The profit derived between October 31, 1998 and the Final Balance Sheet Date (Section 2.1) shall be for the account of the Sellers. Section 2.1 second paragraph shall remain unaffected.

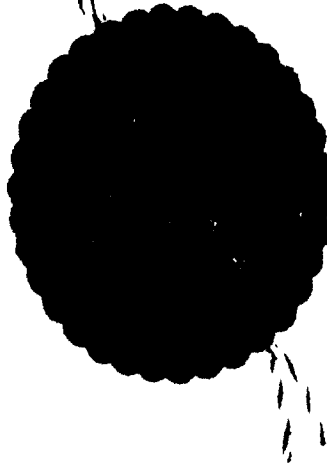


I hereby certify that the above is a true and correct copy of the respective parts of Exhibit (Anlage) 11.10 to the notarial Purchase Agreement dated December 21st and 22nd, 1998, (No. 363 of the Document Register for 1998 of the Notary Public Dr. Hansgeorg Blechschmid in Frankfurt am Main), a certified copy of which was submitted to me.

Frankfurt am Main, this 14th day of August 2001



Dr. Hans Hofmann
Notary Public



03463-98.335

2

Amtsgericht München

Handelsregister A
Infanteriestraße 5

80315 München

HR A 45397

Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG

Domicile: Munich

The limited partnership Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG is registered in the Commercial Register of the Municipal Court of Munich under HR A 45397, and the company Ehrler-Zdarsky Gesellschaft mit beschränkter Haftung (under HR B 44816 of the Municipal Court of Munich) is registered as its sole general partner, along with Mrs. Hannelore Zdarsky, Mr. Konstantin Zdarsky und Mr. Axel Zdarsky as its limited partners.

We should like to announce the following for registration in the Commercial Register:

1. Mrs. Hannelore Zdarsky has transferred her limited partner's interest in the amount of DM 800,000.00 (in words: German Marks eight hundred thousand) to VDW GmbH (formerly "PTL" Vierte Vermögensverwaltungsgesellschaft mbH), Offenbach am Main, and has left the partnership.
2. Mr. Konstantin Zdarsky has transferred his limited partner's interest in the amount of DM 1,600,000.00 (in words: German Marks one million six hundred thousand) to VDW GmbH and has left the partnership.

3. Mr. Axel Zdarsky has transferred his limited partner's interest in the amount of DM 1,600,000.00 (in words: German Marks one million six hundred thousand) to VDW GmbH and has left the partnership.
4. The limited partners did not receive any compensation for leaving the partnership. VDW GmbH has taken over the limited partners' shares by way of special legal succession.
5. Ehrler-Zdarsky Gesellschaft mit beschränkter Haftung has also transferred its interest as general partner to VDW GmbH and has left the partnership.

VDW GmbH has thus taken over the business operations and the assets of the partnership without liquidation with all items on both the assets and liability side of the balance sheet.

6. The partnership is dissolved.

Frankfurt am Main, December 22, 1998

Hannelore Zdarsky

Konstantin Zdarsky

Axel Zdarsky

VDW GmbH

Brian M. Addison
Managing Director

03463-98 092/bb

Amtsgericht München

Handelsregister A
Infanteriestraße 5

80315 München

HR A 45397
Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler
GmbH & Co. KG
Sitz: München

Im Handelsregister des Amtsgerichts München sind unter HR A 45397 die Kommanditgesellschaft in Firma Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG sowie die Ehrler-Zdarsky Gesellschaft mit beschränkter Haftung, München (HR B 44816 des Amtsgerichts München) als deren einzige persönlich haftende Gesellschafterin sowie Frau Hannelore Zdarsky, Herr Konstantin Zdarsky und Herr Axel Zdarsky als deren Kommanditisten eingetragen.

Zur Eintragung in das Handelsregister melden wir hiermit an:

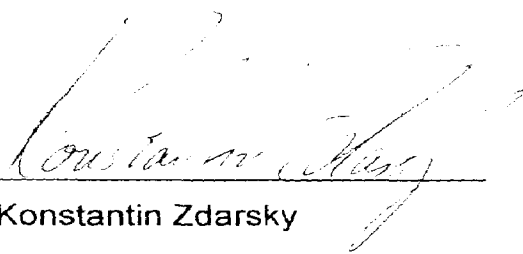
1. Frau Hannelore Zdarsky hat ihre Kommanditeinlage von insgesamt DM 800.000,00 (in Worten: Deutsche Mark achthunderttausend) auf die VDW GmbH (vormals "PTL" Vierte Vermögensverwaltungsgesellschaft mbH, Offenbach am Main, übertragen und ist aus der Gesellschaft ausgeschieden.

2. Herr Konstantin Zdarsky hat seine Kommanditeinlage von insgesamt DM 1.600.000,00 (in Worten: Deutsche Mark eine Million sechshunderttausend) auf die VDW GmbH übertragen und ist aus der Gesellschaft ausgeschieden.
3. Herr Axel Zdarsky hat seine Kommanditeinlage von insgesamt DM 1.600.000,00 (in Worten: Deutsche Mark eine Million sechshunderttausend) auf die VDW GmbH übertragen und ist aus der Gesellschaft ausgeschieden.
4. Die Kommanditisten haben aus Anlaß ihres Ausscheidens von der Gesellschaft keine Abfindung erhalten. Die VDW GmbH hat die Kommanditanteile im Wege der Sonderrechtsnachfolge übernommen.
5. Die Ehrler-Zdarsky Gesellschaft mit beschränkter Haftung hat ihre Beteiligung als persönlich haftende Gesellschafterin ebenfalls auf die VDW GmbH übertragen und ist aus der Gesellschaft ausgeschieden.

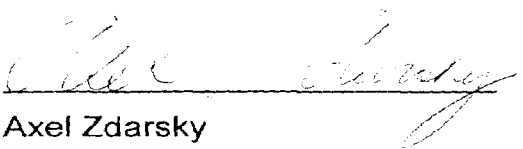
Die VDW GmbH hat somit den Geschäftsbetrieb und das Vermögen der Gesellschaft ohne Liquidation mit allen Aktiven und Passiven übernommen.
6. Die Gesellschaft ist aufgelöst.

Frankfurt am Main, den 22. Dezember 1998

Hannelore Zdarsky



Konstantin Zdarsky



Axel Zdarsky

VDW GmbH

Brian M. Addison
Geschäftsführer

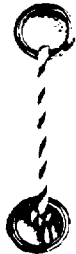
Die vollständige Übereinstimmung der
vorstehenden Fotokopie mit der mir vor-
liegenden Urschrift beglaube ich hiermit
Frankfurt/Main, den 22. Dez. 1998



Notar

A handwritten signature in black ink, appearing to read "Georg's".

2



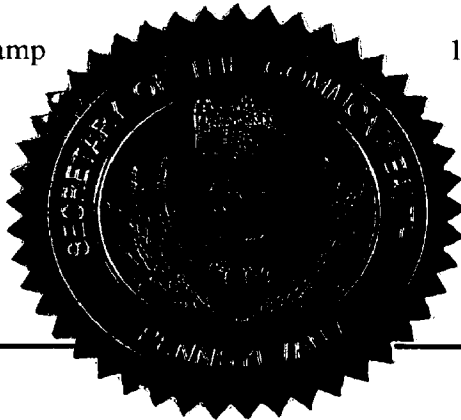
APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: United States of America
2. This public document has been signed by **JO ELLEN POWERS**
3. acting in the capacity of **NOTARY PUBLIC, YORK COUNTY**
4. bears the seal/stamp **JO ELLEN POWERS, NOTARY PUBLIC, COMMONWEALTH OF PENNSYLVANIA**

Certified

5. at Harrisburg, Pennsylvania
6. The 2nd day of March, 1999
7. by Kim Pizzingrilli, Acting Secretary of the Commonwealth of Pennsylvania
8. No. 9903516
9. Seal/Stamp
10. Signature:



Kim Pizzingrilli

Kim Pizzingrilli

Amtsgericht München
Handelsregister A
Infanteriestraße 5

80315 München

HR A 45397
Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler
GmbH & Co. KG
Sitz: München

Im Handelsregister des Amtsgerichts München sind unter HR A 45397 die Kommanditgesellschaft in Firma Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG sowie die Ehrler-Zdarsky Gesellschaft mit beschränkter Haftung, München (HR B 44816 des Amtsgerichts München) als deren einzige persönlich haftende Gesellschafterin sowie Frau Hannelore Zdarsky, Herr Konstantin Zdarsky und Herr Axel Zdarsky als deren Kommanditisten eingetragen.

Zur Eintragung in das Handelsregister melden wir unter Bezugnahme auf die gerichtliche Verfügung vom 11. Februar 1999 in Ergänzung der Handelsregi-

steranmeldung vom 22. Dezember 1998 hiermit an:

Die Firma ist erloschen.


_____, den __. Februar 1999

~~_____~~
Hannelore Zdarsky

~~_____~~
Konstantin Zdarsky

~~_____~~
Axel Zdarsky

VDW GmbH



Brian M. Addison
Geschäftsführer

In my capacity as notary public, I hereby authenticate the above signature at the bottom of the above application for registration in the Commercial Register (page 2) of Mr.

In meiner Eigenschaft als öffentlich vereidigter Notar beglaubige ich hiermit die Unterschrift am Ende der vorstehenden Handelsregisteranmeldung (Seite 2) des Herrn

Brian Michael Addison

The above signature was affixed in my presence by the aforementioned Mr.


Die vorstehende Unterschrift wurde eigenhändig vor mir vollzogen von dem vorgenannten Herrn

Brian Michael Addison

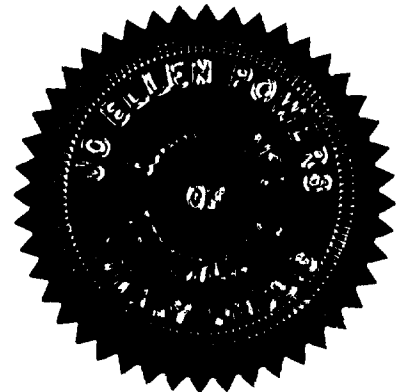
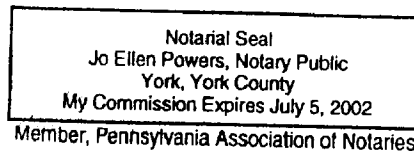
who proved his identity by submitting his valid U.S. passport No. 152710798.

der sich durch Vorlage seines gültigen U.S. Reisepasses Nr. 152710798 auswies.

Sworn and subscribed to before me this 1st day of March, 1999.



Notary Public / Notar
Jo Ellen Powers



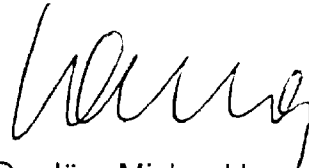
(to be followed by the Apostille of the Secretary of State of the State in which the Notary Public is commissioned)

8655-98.126

TRADEMARK
REEL: 002422 FRAME: 0499

Die Übereinstimmung vorstehender Abschrift/Fotokopie mit der
mir vorliegenden Urschrift beglaubige ich hiermit notariell.

Frankfurt am Main, den 7. Mai 1999



Dr. Jörg Michael Lang
als amtlich bestellter
Vertreter des Notars
Dr. Joachim Michael

P 1565/1999

2

08655-98.141

Amtsgericht München
Handelsregister A
Infanteriestraße 5

80315 München

HR A 45397
Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler
GmbH & Co. KG
Sitz: München

Im Handelsregister des Amtsgerichts München sind unter HR A 45397 die Kommanditgesellschaft in Firma Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG sowie die Ehrler-Zdarsky Gesellschaft mit beschränkter Haftung, München (HR B 44816 des Amtsgerichts München) als deren einzige persönlich haftende Gesellschafterin sowie Frau Hannelore Zdarsky, Herr Konstantin Zdarsky und Herr Axel Zdarsky als deren Kommanditisten eingetragen.

Zur Eintragung in das Handelsregister melden wir unter Bezugnahme auf die gerichtliche Verfügung vom 11. Februar 1999 in Ergänzung der Handelsregi-

steranmeldung vom 22. Dezember 1998 hiermit an:

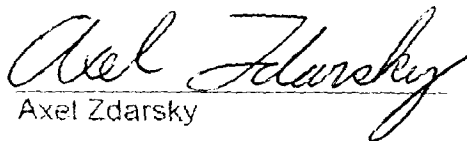
Die Firma ist erloschen.

_____, den __. Februar 1999

Hannelore Zdarsky

Konstantin Zdarsky

München, den 5. Mai 1999


Axel Zdarsky

VDW GmbH

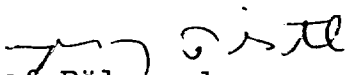
Brian M. Addison
Geschäftsführer

URNr. P 1565/1999

Hiermit beglaubige ich die Echtheit der vorstehenden, vor mir anerkannten Unterschrift von

Herrn Axel Z d a r s k y ,
Betriebswirt und Unternehmer,
geboren am 6. Juli 1970,
wohnhaft in
230 Everglades Avenue,
Palm Beach, Fl. 33480,
mir, Notar, persönlich bekannt.

München, den 5. Mai 1999


Josef Pölsterl
Notar

~~P 1565/1999~~

Die Übereinstimmung vorstehender Abschrift/Fotokopie mit der
mir vorliegenden Urschrift beglaubige ich hiermit notariell.

Frankfurt am Main, den 17. Mai 1999



Dr. Joachim Michael
Notar



4

Translation of the German Original (partly)

3463-98.337

Commercial Register A of the Municipal Court of Munich – HR A 45397

Column 2 item 2.0

a) Name :

Vereinigte Dentalwerke Antaeos-Beutelrock-Zipperer-Zdarsky-Ehrler GmbH & Co. KG

b) Domicile of Company:

Munich

Column 5 item 2.2

Legal Status:

Ehrler-Zdarsky Gesellschaft mit beschränkter Haftung as general partner has left the partnership.

Through special legal succession:

1) Zdarsky, Hannelore, 2) Zdarsky Konstantin and 3) Zdarsky Axel as limited partners have left the partnership.

Having joined as limited partner is:

4) VDW GmbH, domicile: Offenbach am Main (Municipal Court of Offenbach HRB 10881)
Contribution: DM 4,000,000

The partnership is dissolved.

The name is extinguished.

Clerks certification

The identity of this photocopy with the Commercial Register is hereby certified.

Red underlinings are shown black in the photocopy, unclear or not at all in the photocopy because of phototechnical reasons.

Municipal Court - Register Court - Munich this May 26, 1999

Clerk of the Office

