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P08/REV02

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

08-21-1998



100798316

Tab settings

To the Honorable Commissioner of Patent

Attached original documents or copy thereof.

1. Name of conveying party(ies):
Dr. Molter GMBH

Handwritten signature: Amy J. H. 9/8

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

Name: **Ortho Diagnostic Systems GMBH**

Internal Address:

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other

Street Address: **Karl-Landsteiner-Strasse 1**

69151 Neckargemund Germany

City: **Germany**

State:

ZIP:

Execution Date: **July 10, 1995**

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration numbers(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

4,236,666

Additional numbers attached? Yes No

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

Name: **Kile McIntyre & Harbin**

Internal Address:

Street Address: **1101 Pennsylvania Ave. N.W.**

Suite 800

City: **Washington**

State: **DC**

ZIP: **20004**

6. Total number of applications and patents involved: **1**

7. Total fee (37 CFR 3.41):.....\$ **40.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

40.00 DP
000000 6 4236666
JUL 21 1998
101 02:501

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.

Bradford E. Kile

Name of Person Signing

Handwritten signature of Bradford E. Kile

Signature

PATENT

Total number of pages including cover sheet, attachments, and documents:

The person appearing stated on behalf of the companies which he represents the following and requested that it be officially recorded:

M E R G E R A G R E E M E N T

Article 1

Interested Legal Entities

The parties are Gesellschaften mit beschränkter Haftung (limited liabilities companies). Dr. Molter GmbH having its principal place of business in Neckargemünd is registered in the commercial register of the municipal court of Heidelberg under HRB 118; Ortho Diagnostic Systems GmbH having its principal place of business in Neckargemünd is registered in the commercial register of the municipal court of Heidelberg under HRB 1550.

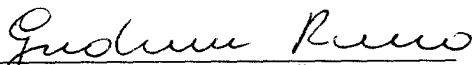
Article 2

Transfer of Assets

Dr. Molter GmbH (transferring legal entity) transfers its assets in their entirety with all attached rights and obligations by way of combination without liquidation in accordance with section 2 Nr. 1 UmwG (Company Conversion Act) onto Ortho GmbH (acquiring legal entity).

In order to carry out the merger, Ortho GmbH shall increase its share capital from previously DM 700,000.00 by DM 868,030.00 by creating two new shares in the amount of DM 290.00 and DM 867,740.00 against contribution in kind.

The two partners of the transferring company, Johnson and Johnson having its principal place of business in New Brunswick, U.S.A., and Critkon GmbH shall receive as consideration for the transfer of the


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assets of Dr. Molter GmbH onto Ortho GmbH shares in the business in the amount of DM 290.00 (Johnson & Johnson) and DM 867,740.00 (Critikon GmbH).

Article 3

Conversion Ratio of the Shares
Nominal Value of the New Shares

The conversion ratio of the shares is 1:0.5729 (ratio shares of transferring company to shares of the acquiring company). Additional cash payments are not required.

Article 4

Details Regarding the Transfer of Shares

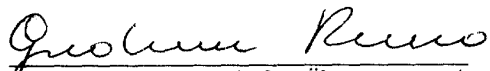
The shares are created by a DM 868,030.00 increase in capital of Ortho GmbH. The shareholders of the transferring Dr. Molter GmbH receive an share of DM 290.00 (Johnson & Johnson) and a share of DM 867,740.00 (Critikon GmbH).

The new shares do not involve special rights, preferences or obligations.

Article 5

Sharing in Earnings

The new shares share in the earnings of the company from January 1, 1995.


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Article 6

Date Merger Becomes Effective

The assets of Dr. Molter GmbH are transferred internally effective upon the expiration of 12.31.1994. From this point in time any action and business of Dr. Molter GmbH are deemed having been taken or conducted for Ortho GmbH.

The merger is based on the 12. 31. 1994 balance sheet of Dr. Molter GmbH as the closing balance.

Article 7

Consequences of the Merger for the Employees
and Their Representatives

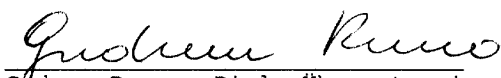
The employment of the workers employed by Dr. Molter GmbH at the time the merger is registered in the commercial register shall be continued unchanged by Ortho GmbH which will take their seniority with the company into account, except for the change mentioned in sentence 2. It is understood that the Prokura of Dr. Dieminger with Dr. Molter GmbH shall continue as Handlungsvollmacht (commercial power of attorney) with Ortho GmbH.

Both companies do not have employee representatives.

Article 8

Cost

The cost incurred by entering into and carrying out this agreement and any other expenses that may be incurred (e.g. real property acquisition tax) shall be borne by Ortho GmbH.


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Article 9
Conditions

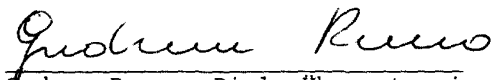
This agreement must be approved by the shareholders' meetings of Ortho GmbH and of Dr. Molter GmbH.

Article 10
Final Provisions

Should any provision of this agreement be or become invalid or should this agreement omit a necessary provision, the validity of the remaining provisions shall not be affected. In the place of the invalid provision, a valid provision shall be deemed agreed upon that comes closest to the one intended by the parties; the same shall apply in the case of an omission.

Dr. Molter GmbH
/signed/

Ortho Diagnostic Systems GmbH
/signed/


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Official Recording

The undersigned Dr. Raoul Bussmann, attorney at law, registrar of the Canton of Zug, herewith officially authenticates that the preceding document contains the statements made to him by the person appearing mentioned at the beginning and that the preceding document was read aloud by the registrar, approved by the person appearing and was signed by that person and by the registrar.

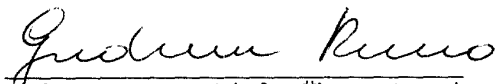
The undersigned registrar also declares that as far as matters within the scope of section 19 BNotO are concerned, his liability as registrar for the Canton of Zug is identical to that of a German notary.

The registrar:

Zug, July 10, 1995

(Seal of the registrar)

(APOSTILLE is already translated into English)


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PATENT
REEL: 9375 FRAME: 0915

Dr. Molten GmbH, Neckargemünd
Balance Sheet as of December 31, 1994

A s s e t s

Fixed Assets

Intangible Assets	(for figures, please see original.
Tangible Assets	Change commas into periods and vice versa to conform with U.S. format.)

Current Assets

Inventory

Raw materials and supplies
Work in progress, incompletd projects
Finished goods and goods for resale

Receivables and other current assets

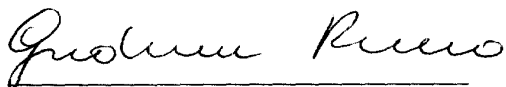
Accounts receivable
(due in one year or less)

Amounts due from group companies
(within one year or less)

Other current assets
(Of which due within one year or less: DM 3,853.20???)
(Previous year 3,853.20)

Checks, Cash, Deposits with Bundesbank
and with Bank of Federal Postal System,
Deposits with commercial banks

Total Assets


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Dr. Molten GmbH, Neckargemünd
Balance Sheet as of December 31, 1994

L i a b i l i t i e s

Shareholders' Equity

Share Capital
Other revenue reserves

Net income for the year

Accruals

Accruals for pensions and
similar obligations
Accrued taxes
Other accruals

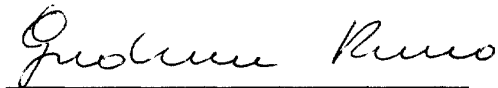
Liabilities

Accounts payable
(within one year or less)

Amounts due to group companies
(within one year or less)

Other liabilities
(due within one year or less)

Total liabilities



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1648A

DECISION OF THE SHAREHOLDERS OF THE
DR. MOLTEN GMBH

We, the undersigned, are the shareholders of the Dr. Molter GmbH;
waiving all requirements as to form and prior notice for calling a
shareholders' meeting, we take the following decision:

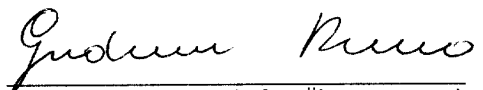
The company shall be combined with Ortho Diagnostic Systems GmbH
having its principal place of business in Neckargemünd, which is
registered in the commercial register of the municipal court of
Heidelberg under HRB 1550, by merger without liquidation. The general
manager Helmut Butterweck who has sole power to represent the company,
is granted exemption from the restrictions under section 181 BGB
(German Civil Code) so that he may enter into an appropriate merger
agreement. He is authorized to grant in his turn Dr. Axel Bödefeld,
Rosemarie Portner, Dr. Heinrich J. Watermeyer, all having their offices
at Hohenstaufenring 62, 50674 Cologne, individual power of attorney to
enter into a merger agreement.

New Brunswick, this

/signed/
Johnson & Johnson

Norderstedt, June 16, 95

/signed/
Critikon GmbH



Gudrun Russo, Dipl.-Übersetzerin

Commercial register, division B, of the municipal court Heidelberg,
page 4, HRB 118

Row 1

6) Legal situation: The merger of the company was registered on
December 21, 1995 in the commercial register of the principal place of
business of the acquiring legal entity.

Entry made ex officio in accordance with section 19 par. 2 sentence 9
UmwG (Conversion Act).

7) a) Date of entry and signature	a) February 05, 1996 /signed/
b) Remarks	b) HRB 1550 municipal court Heidelberg

The underlined portions of the entry are deemed cancelled.

Guidrun Russo
Guidrun Russo, Dipl.-Übersetzerin

Commercial register, division B, of the municipal court Heidelberg,
page 2R, HRB 1550

Row 1

3) Share capital: 1,568,030.00

4) Vorstand, general partner, general manager, liquidator:

Dr. Peter Quick, Dipl.Biologe, Sinsheim-Hilsbach

5) Prokura: The Prokura Jürgen Beiseig has expired.

6) Legal situation: By August 21, 1995 decision of the shareholders' meeting the share capital was increased by DM 868,030.00 to DM 1,568,030.00 in order to carry out the merger with Molter GmbH in Neckargemünd; the shareholders' agreement was amended accordingly in article 4 (share capital) and in article 5 par. 1 (annual financial statements).

The general manager Helmut Butterweck has sole power of representation, even when several general managers have been appointed.

Dr. Peter Quick, Dipl.Biologe in Sinsheim-Hilsbach, was appointed as additional general manager.

7) a) Date of entry and signature

a) October 19, 1995

/signed/

b) Remarks

b) Shareholders' decision

SB AS. 247

Shareholders' agreement

SB AS. 321

Row 2

6) Legal situation: In accordance with the July 10, 1995 merger agreement and the August 21, 1995 decisions of the shareholders' meetings, the (acquiring) company has combined with the Dr. Molder GmbH having its principal place of business in Neckargemünd which transferred its assets in their entirety (merger).

7) a) Date of entry and signature

a) December 21, 1995

/signed/

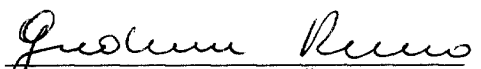
b) Remarks

b) Merger agreement

SB AS. 109

Shareholders' decision

SB AS. 247


Gudrun Russo, Dipl.-Übersetzerin

Commercial register, division B, of the municipal court Heidelberg,
page 3R, HRB 1550

Row 1

2) a) Name, b) principal place of business, c) purpose of the company:

a) Ortho-Clinical Diagnostics GmbH

4) Vorstand, general partner, general manager, liquidator:

Dr. Juan Lorenz, chemist, Cologne

6) Legal situation: By decision of the December 23, 1996 the
shareholders' meeting article 1 of the shareholders' agreement (name of
the company) was amended. The new name of the company is shown in
column 2 a).

Dr. Juan Lorenz, chemist in Cologne, was appointed general manager.

He has sole power of representation, even when several general managers
have been appointed.

The general manager Helmut Butterweck has no longer sole power of
representation. He now has regular power of agency.

Dr. Peter Quick is no longer general manager.

7) a) Date of entry and signature

a) January 29, 1997

/signed/

b) Remarks

b) Shareholders' agreement

SB AS. 507

Shareholders' decision

SB AS. 471, 465-469.

Row 2

5) Prokura: Collective Prokura: Christiaan Raaijmakers, Passau.

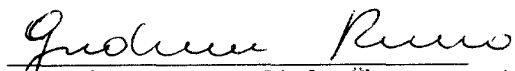
He represents together with a Prokurist or a general manager.

7) a) Date of entry and signature:

a) June 10, 1997

b) Remarks:

The underlined portions of the entry are deemed cancelled.


Gudrun Russo, Dipl.-Übersetzerin

Seal of the registrar

NOTARIAL ACT

...???. in Zug, Switzerland, July 7, 1997

Before me, the undersigned registrar

Dr. Raoul Bassmann
Bundesplatz 16
CH-6304 Zug

appeared today:

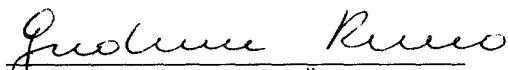
Dr. Rolf Bänziger, having his office at Grindelstraße 40, CH-8303
Bassersdorf,

here acting not in his own name but as the agent being exempt from the
prohibition of self-dealing of:

1. Dr. Molter GmbH having its principal place of business in
Neckargemünd and registered in the commercial register of the
municipal court of Heidelberg under HRB 118,
2. Ortho Diagnostic Systems GmbH having its principal place of business
in Neckargemünd and registered in the commercial register of the
municipal court of Heidelberg under HRB 1550,

by virtue of the power of attorney delegated to him on July 7, 1995 in
accordance with the power of attorney dated July 07, 1995.

The original powers of attorney are presented and a copy made by the
registrar is filed with the original of the public document. The person
appearing is personally known to the registrar.


Gudrun Russo, Dipl.-Übersetzerin