

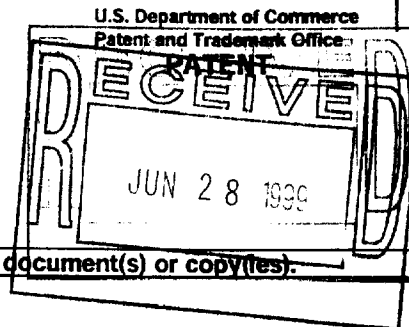
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515-4027C



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Conveyance Type

☐ Assignment ☐ Security Agreement
☐ License ☐ Change of Name
☒ Merger ☐ Other 6-28-99
U.S. Government
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☐ Departmental File ☐ Secret File

Conveying Party(ies)

☐ Mark if additional names of conveying parties attached
Execution Date
Month Day Year
10 04 98

Name (line 1) HENKEL, S.P.A.
Name (line 2)
Second Party
Name (line 1)
Name (line 2)

Execution Date
Month Day Year

Receiving Party

☐ Mark if additional names of receiving parties attached

Name (line 1) HENKEL KGaA
Name (line 2)
Address (line 1) Henkelstrasse 67
Address (line 2)
Address (line 3) Dusseldorf Germany 40191
City State/Country Zip Code

☐ 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 is attached. (Designation must be a separate document from Assignment.)

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name
Address (line 1)
Address (line 2)
Address (line 3)
Address (line 4)

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Correspondent Name and Address

Area Code and Telephone Number (212) 302-8989

Name James V. Costigan; Hedman, Gibson & Costigan, P.C.

Address (line 1) 1185 Avenue of the Americas, New York, NY 10036

Address (line 2)

Address (line 3)

Address (line 4)

Pages

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

20

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

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

Patent Application Number(s)

Patent Number(s)

08/874,797

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number

only if a U.S. Application Number has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

Number of Properties

Enter the total number of properties involved.

one

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment:

Deposit Account

Enclosed ☒

Deposit Account ☐

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

Deposit Account Number:

08-1540

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.

James V. Costigan, Reg. No. 25,669

Name of Person Signing

Signature

June 23, 1999

Date

MAR 02 1999

Register no. 63096

File no. 10730

TAKEOVER DEED

Republic of Italy

- This second day of June One thousand nine hundred and ninety-seven
2/6/1997
- at my offices in Via Borromei 1/A (one stroke A) Milan,
the following parties appeared
- before me, Leonardo Giuliano, notary of Milan, enrolled in the Milan Roll of Notaries:
- Vincenzo Vitelli, born in Naples on 5th (fifth) January 1945 (One thousand nine hundred and forty-five) and domiciled at via Barrella no. 6 (number six), Milan, company director
who declared that he acted herein not on his own behalf but in the dual capacity of Chairman of the Board of Directors and Managing Director of the company limited by shares called "**HENKEL S.p.A.**", whose registered office is situate at Località Ponte della Pietra, Ferentino (Frosinone), which has share capital of 294,000,000,000 (two hundred and ninety-four thousand million) lire, fully subscribed and paid-up, and which is registered in the Ordinary Section of the Frosinone Court Companies' Register under no. 1364, tax number 00100960608
and in such capacity acted as legally authorised representative of the said company, by virtue (*inter alia*) of the authorisation expressly granted to him by the Extraordinary General Meeting of the said company held on 18th February 1997, as evidenced by minute reg. no. 62553/10599 notarised by me (registered in Milan, Public Deeds, on 21st February 1997 under no. 4463 Series 1/A); and
- Sergio Orlando, born in Rome on 2nd (second) January 1926 (One thousand nine hundred and twenty-six) and domiciled at Via Boschetti no. 6 (number six), Milan, company director
who declared that he acted herein not on his own behalf but in his capacity as Chairman of the Board of Directors of the limited liability company called "**NOVAMAX ITB S.R.L.**", a one-man company (previously called NOVAMAX TECHNOLOGIES S.R.L.) whose registered office is situate at Via Boschetti no. 6 (number six), Milan, which has share capital of 7,590,000,000 (seven thousand five hundred and ninety million) lire, fully paid-up, and which is registered in the Ordinary Section of the Milan Court Companies' Registry under no. 12141, tax number 00339760191
and in such capacity acted as legally authorised representative of the said company, by virtue (*inter alia*) of the authorisation expressly granted to him by the Extraordinary General Meeting of the said company held on 18th February 1997, as evidenced by minute reg. no. 62550/10598 notarised by me (registered in Milan, Public Deeds, on 21st February 1997 under no. 4462 Series 1/A).

- The said appearing parties, as to whose personal identity I have satisfied myself in my capacity as Notary, waived the presence of witnesses by agreement between them and with my consent.

WHEREAS

- as evidenced by the above-mentioned minutes, the Extraordinary General Meetings of the said two companies have resolved to approve the "Takeover Project" agreed between the said companies whereby "HENKEL S.p.A." will take over "NOVAMAX ITB S.R.L."
- the resolution to approve the "Takeover Project" passed by "HENKEL S.p.A." and evidenced by the said minute dated 18th February 1997, reg. no. 62553/10599, notarised by me:
 - * was approved by the Frosinone Court by order no. 556 dated 25th February 1997
 - * was registered in the Ordinary Section of the Frosinone Court Companies' Registry on 17th March 1997, ref. no. 3303
 - * was published in extract form in the Official Gazette of the Republic of Italy no. 70 of 25th March 1997 on pages 57-58 of the Notices Sheet
- the resolution to approve the "Takeover Project" passed by "NOVAMAX ITB S.R.L." and evidenced by the said minute dated 18th February 1997, reg. no. 62550/10598, notarised by me:
 - * was approved by the Milan Court by order no. 2772 dated 4th March 1997
 - * was registered in the Ordinary Section of the Milan Court Companies' Registry on 10th March 1997, ref. no. 43791
 - * was published in extract form in the Official Gazette of the Republic of Italy no. 70 of 25th March 1997 on page 57 of the Notices Sheet
- the parties now propose to finalise the takeover resolved on under the terms of s. 2503 of the Civil Code, the period of two months having elapsed from the date on which the said resolutions to approve the "Takeover Project" were published in the Official Gazette of the Republic of Italy, and no objection to the said takeover having been raised

NOW THEREFORE

- the said appearing parties in their respective stated capacities, in performance of the above-mentioned resolutions hereby agree as follows:

I

- The recitals hereto shall constitute an integral part of this deed and be of the essence thereof.

II

- "HENKEL S.p.A." and "NOVAMAX ITB S.R.L.", represented as specified above, declare that the latter company is hereby taken over by the former on the terms and

in accordance with the procedures specified in the "Takeover Project" referred to in the recitals hereto, as approved by both companies concerned, the said Project being annexed to the above-mentioned takeover resolutions.

III

- As the share capital of the company taken over, namely "NOVAMAX ITB S.R.L." is wholly owned by the taking over company "HENKEL S.p.A.", it is hereby declared that this takeover will not involve any increase in the share capital of the latter company, because the takeover of "NOVAMAX ITB S.R.L." will merely result in the cancellation of the holding corresponding to the entire share capital of the company taken over from the share portfolio of the taking over company.

IV

- It is hereby agreed that, as specified in the said Project, 1st January 1997 has been set as the date as from which the operations of the company taken over shall be charged to the accounts of the taking over company for accounting and tax purposes.

V

- As a result of this takeover, all the rights and businesses of "NOVAMAX ITB S.R.L." shall be transferred to "HENKEL S.p.A.", which shall immediately succeed to all the assets of the company taken over and to all the said company's claims or mere expectations and its rights and obligations of all kinds, and "HENKEL S.p.A." will extinguish the said company's existing debts of all kinds in accordance with the agreed terms and dates.
- The taking over company will also succeed to the company taken over, with the corresponding rights and obligations, in all agreements, even if not yet formalised, which have been stipulated or are in the course of stipulation, with any person or organisation, and in particular the loan agreements under Statute no. 17 of 22nd January 1992 s. 5b, entered into by the company taken over with MEDIOCREDITO CENTRALE, Central Medium-Term Lending Bank, whose headquarters is situated in Rome, by deeds registered at the Rome Register Office, Private Deeds, on 15th October 1993 under nos. 25267, 25268, 25269 and 25274.

VI

- The taking over company is fully authorised to finalise any deed, procedure or formality required in order to be acknowledged as the successor of the company taken over in all contractual and legal relationships and in all pending disputes or suits.

VII

- As a result of the above provisions, all Offices, Agencies, Administrations, Registrars of the appropriate Land Registry Offices and all other authorities are hereby authorised to transfer all assets, deposits, permits, authorisations, grants and licences held in the name of "NOVAMAX ITB S.R.L.", or over which the said company has rights, into the name of "HENKEL S.p.A.", and are hereby exonerated from all liability therefor.

VIII

- As a result of this takeover, all company offices of the company taken over and all powers of attorney issued by that company shall be deemed to terminate automatically.

IX

- Insofar as necessary, and as specified in the above-mentioned "Takeover Project", the appearing parties have asked me to declare:
 - * that the two companies involved in this operation do not have any securities other than the shares or holdings representing their share capitals nor, as a result, are there different categories of members; and
 - * that the directors of the two companies involved in the takeover will not derive any benefit from the operation in question.

X

- Insofar as necessary, it is hereby declared that the following local units are held in the name of "NOVAMAX ITB S.R.L."
 - * factory and administrative offices at Via Don Minzoni no. 1 (number one), Settala
 - * office, workshop and warehouse at Via Caselle no. 76 (number seventy-six), San Lazzaro di Savena (Bologna)

XI

- For the purpose of the Land Registry registration and transcription formalities required by this deed, Sergio Orlando hereby declares in his above-mentioned capacity that the assets of the company taken over, namely "NOVAMAX ITB S.R.L.", include the following property:
 - (a) the real estate complex situate at Via Don Minzoni no. 1 (number one), Settala (Milan), more particularly delineated in the description which, having been seen and approved by the appearing parties and countersigned by them and by myself, is annexed hereto and marked "A"
 - (b) the motor vehicles referred to in the list which, having been seen and approved by the appearing parties and countersigned by them and by myself, is annexed hereto and marked "B"

XII

- Also for the purpose of the registration formalities required by this deed in favour of the taking over company, the said Sergio Orlando hereby declares that for the performance of the industrial activity carried on by it, the company taken over holds the administrative permits and authorisations referred to in the list which, having been seen and approved by the appearing parties and countersigned by them and by myself, is annexed hereto and marked "C"

XIII

- Insofar as necessary, the appearing party Sergio Orlando in his stated capacity hereby declares that the real estate of the company taken over, namely "NOVAMAX ITB S.R.L." is free of adverse transcriptions, mortgages, rights of pre-emption in favour of third parties and encumbrances in general, with the exception of:
 - * the servient easement in favour of ENEL for an electricity sub-station in a room of the factory owned by the company, which was constituted by deed authenticated by notary Ferruccio Brambilla on 6th March 1979 under reg. no. 33996 (transcribed at the Milan 2 Land Registry with note no. 20251-16958 on 4th April 1979)

XIV

- Under the terms and for the purposes of s. 40 of Statute no. 47 of 28th February 1985 as amended, the said appearing party Sergio Orlando, representing "NOVAMAX ITB S.R.L.",

hereby declares as follows:

(a/1)

- ** that the whole of the said real estate complex at Via Don Minzoni no. 1, Settala (more particularly delineated in the said Annex "A") was constructed and subsequently modified in accordance with the following permits, grants and authorisations issued by the Mayor of the Settala Town Council:
 - * building permit dated 12th July 1976, File no. 86/76, and subsequent variation granted on 27th February 1978, File no. 9/78, Reference no. 481
 - * building permit dated 12th July 1976, File no. 87/76, and subsequent variation granted on 27th February 1978, File no. 197/77, Reference no. 4846
 - * building permit dated 12th July 1976, File no. 88/76, and subsequent variations granted on 10th August 1978, File no. 62/77, on 12th October 1978, File no. 77/78, and on 9th November 1979 File no. 113/79
 - * building permit dated 12th July 1976, File no. 89/76, and subsequent variations granted on 27th February 1978, File no. 198/77, and on 3rd July 1980, File no. 61/80
 - * variation permit granted on 27th February 1978, File no. 199/77
 - * building grant dated 7th December 1977, File no. 182/77, Reference no. 4348
 - * building grant dated 3rd July 1980, File no. 67/80, Reference no. 1947
 - * building grant dated 29th April 1981, File no. 39/81, Reference no. 2084
 - * building grant dated 6th October 1981, File no. 84/81, Reference no. 4293
 - * building grant dated 28th October 1982, File no. 112/82, Reference no. 4903
 - * building grant dated 30th June 1984, File no. 50/84, Reference no. 3560
 - * building grant no. 39/86

- * building authorisation dated 1st April 1987, File no. 12/87, Reference no. 1748
- * building grant dated 1st April 1987, File no. 13/87, Reference no. 1749
- * building authorisation dated 15th October 1987, File no. 6950
- * building grant dated 28th January 1988, File no. 112/87, Reference no. 7597
- * building authorisation dated 10th June 1988, File no. 58/88
- * building authorisation dated 10th June 1988, File no. 59/88
- * building grant dated 10th October 1989, File no. 105/89, Reference no. 6621, and subsequent variation granted on 16th October 1990, File no. 167/90
- * building authorisation dated 10th October 1989, File no. 115/89, Reference no. 7221
- * building authorisation dated 16th October 1990, File no. 166/90, Reference no. 7971
- * building grant dated 12th June 1992, File no. 46/92, Reference no. 3710
- * building authorisation dated 1st August 1992, File no. 112/92, Reference no. 7429

(a/2)

** that further work has been performed on the complex in question for which an amnesty application has been filed under Statute no. 47 of 28th February 1985 in form 47/85-R no. 0605785511, which was registered in the General Register of Settala Town Council on 27th March 1986 under no. 2146, and the required fine associated with the said application was paid on 25th March 1986 into current a/c no. 255000 at Milan Post Office branch no. 110 (deposit slip no. 798)

(a/3)

** that the said amnesty application must be considered to have been tacitly granted, it being hereby declared that:

- * it was accompanied by the required documentation
- * the Settala Town Council did not call for any additional documentation or serve any interrupting deeds in the prescribed period
- * all sums due by way of fines have been paid
- * the works forming the subject of the amnesty are not included among those excluded from the amnesty on the ground of a building ban or those for which the opinion of other authorities is required in view of planning restrictions, and
- * that the said Council has not served any refusal order

(a/4)

** that the works referred to in the building grant dated 5th April 1996, File no. 161/95, Reference no. 13060, and in the building authorisation dated 24th June

1996, File no. 34/96, Reference no. 2869, are currently in progress in the real estate complex in question.

XV

With reference to the terms of s. 18 of Statute no. 47 of 28th February 1985, the planning use certificate issued by the Mayor of Settala Town Council on 21st February 1997, relating to the areas comprising the real estate complex owned by the company taken over and described in the said Annex "A", is annexed hereto and marked "D".

The appearing party Sergio Orlando hereby declares that the planning regulations of the said Town Council relating to the areas in question have not been modified since the issue of the said certificate.

XVI

- Insofar as necessary, the said appearing party Sergio Orlando, after being warned by me of the consequences of making false or incomplete declarations, has asked me to declare for the purpose of ss. 4 and 26 of Statute no. 15 of 4th January 1968 that the land revenue of the said real estate constructions did not need to be declared in the last tax period for which a tax return had to be filed before the date of this deed as they constitute capital goods on the ground of use, and are duly registered in the inventory of the company taken over.

XVII

- The said Sergio Orlando hereby reserves the right to enter into any amending or supplementary deed which may subsequently prove necessary, by agreement with the legally authorised representative of "HENKEL S.p.A."

XVIII

- All the costs and taxes of this deed and any related or consequent deeds shall be payable by the taking over company.
- For the purpose of registration of this deed, the parties hereby request the application of the fixed fee only under s. 10 sub-section 5 of Legislative Decree no. 323 of 20th June 1996, converted with amendments into Statute no. 425 of 8th August 1996.
- Insofar as necessary, it is hereby declared that, as shown in the balance sheet dated 30th November 1996 annexed to the said minute of the Extraordinary General Meeting of "NOVAMAX ITB S.R.L." held on 18th February 1997, the total capital and reserves of the company taken over amount to 21,037,751,532 (twenty-one thousand and thirty-seven million, seven hundred and fifty-one thousand, five hundred and thirty-two) lire.
- This deed was published by being read by me to the appearing parties, who approved it and by way of confirmation signed it, as I did; reading of the annexes was expressly waived by agreement between the appearing parties and with my consent.

- Drawn up by me, partly typed by a person in my employ and partly handwritten by me on five non-interleaved pages of which it covers seventeen whole sides and seventeen lines of this side, excluding the signatures.

Signed: Vincenzo Vitelli

Signed: Sergio Orlando

Signed: Leonardo Giuliano, Notary

This copy, consisting of 18 sides, is a true copy of the original registered among my deeds.

It is issued on non-duty-stamped paper for the purposes allowed by law.

Annexes A, B, C and D are omitted.

Milan, 18th June 1997