

05-28-1999

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RECORD



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, 101050633 original documents or copy thereof.

1. Name of conveying party(ies):

Mangold GmbH & Co.

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

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

2. Name and address of receiving party(ies)

Name: Schuco GmbH & Co. KG

Internal Address: \_\_\_\_\_

Street Address: Dr. Mack-Strasse 41

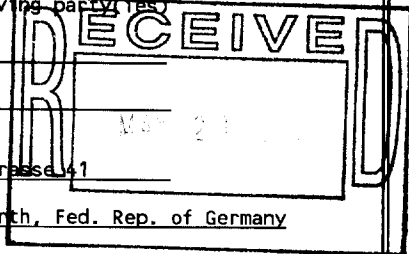
D-90762 Fuerth, Fed. Rep. of Germany

City: \_\_\_\_\_ State: \_\_\_\_\_ Zip: \_\_\_\_\_

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other \_\_\_\_\_

If Assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be separate document from Assignment)

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



3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: February 15, 1999

4. Application number(s) or registration numbers:

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,126,008 and 515,113 (with Handelsregisterauszug # HRA 6743 and English translation and translator's cert.)

Additional numbers attached?  Yes  No

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

Name: David Toren  
Internal Address: BROWN & WOOD, LLP

Street Address: One World Trade Center

City: NEW YORK State: N.Y. Zip: 10048-0557

6. Total number of applications and registrations involved . . . . . 2

7. Total fee (37 CFR 3.41) . . . . . \$ 65.00  
 Enclosed  
 Authorized to be charged to deposit account #01-1944

8. Deposit account number: 01-1944  
(Attach duplicate copy of this page if paying by deposit account)

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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.

David Toren

Name of Person Signing

Signature

May 18, 1999

Date

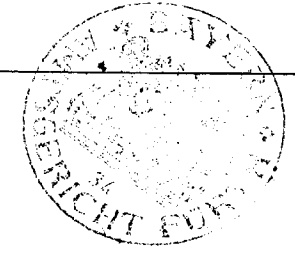
Total number of pages including cover sheet, attachments, and document: 4

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01 FC:481  
02 FC:482  
(40.00 CH  
25.00 CH)

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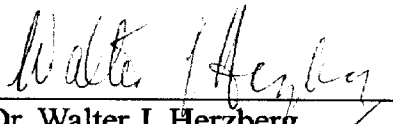
9	8	7	6	5	4	3	2	1	0	9	8	7	6	5	4	3	2	1	0	6
Rechtsverhältnisse																				
Beglaubigte Fotokopie																				
1	2																			
a) Firma	3																			
b) Ort der Niederlassung (Sitz der Gesellschaft)	4																			
c) Gegenstand des Unternehmens (bei juristischen Personen)	5																			
1	6																			
a) Mangold GmbH & Co.	7																			
b) Fürth	8																			
2	9																			
a) Schuco GmbH & Co. KG	0																			
b) Fürth	1																			
<p>a) 08. Januar 1998                      b) Dr.-Heck-Str.41                      vgl. bish. Eintrag                      HR B 2090                      AG Fürth                      pHG: HR B 446                      AG Fürth</p>	<p>Kommanditgesellschaft, entstanden durch Umwandlung der bisher unter der Firma Mangold GmbH betriebenen Gesellschaft mit beschränkter Haftung mit dem Sitz in Fürth.                      Die Kommanditgesellschaft beginnt mit der Eintragung der Umwandlung in des Handelsregister.                      Kommanditisten sind:                      Dr. Mangold Hans-Georg, Dipl. Kaufmann, Fürth                      Einlage: DM 60.000,--                      Mangold Katherina, Rentnerin, Fürth                      Einlage: DM 40.000,--                      Eingetragen gemäß den Vorschriften des UmwG, insbesondere §§ 190 ff, 228 ff UmwG.</p>																			<p>a) 15. Februar 1999  <i>Wohl</i></p>
<p>a) Schuco GmbH &amp; Co. KG                      b) Fürth</p>	<p>Die Kommanditistin Mangold Katherina ist aus der Gesellschaft ausgeschieden.                      Ihre Einlage ist im Wege der Sonderrechtsnachfolge je zur Hälfte übergegangen auf die als Kommanditisten in die Gesellschaft eingetretenen Personen:                      Mangold Daniela, geb. 02.10.1969, Fürth                      Einlage: DM 20.000,--                      Dr. Mangold Hans-Peter, geb. 24.12.1966, Fürth                      Einlage: DM 20.000,--                      Die Firma ist geändert.</p>																			<p>Die Unterschriften der Kommanditisten                      mit dem Vereins-/Genossenschaftsregister wird bezeugt.                      Rotunterstreichungen erscheinen in der Fotokopie schwarz; aus fototechnischen Gründen oft aber nur undeutlich.                      Fürth/Bay, <b>12. APR. 1999</b>                      Amtsgericht Fürth - Registergericht -  <i>[Signature]</i>                      als Urk.-Beamt. d. Geschäftsstelle</p>



**VERIFICATION OF TRANSLATION**

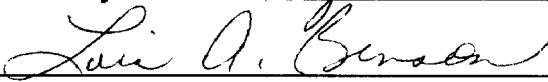
Dr. Walter J. Herzberg, residing at 5-21 Elizabeth Street, Fair Lawn, New Jersey, declares that he is fluent in German and English and that the herewith-submitted English translation of the Certified Photocopy of Commercial Register A 6743, which was originally written in German, is a true and accurate literal translation.

He further declares that all statements made herein of his own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code.

  
Dr. Walter J. Herzberg  
Date: May 10, 1999

Sworn to and subscribed to before me

on this 10<sup>th</sup> day of May 19 99.

  
Notary Public of New Jersey

**Lois A. Benson**  
Notary Public of New Jersey  
My Commission Expires 6/5/2002

CERTIFIED PHOTOCOPY

District Court of Fürth (Bavaria)

No. of the Entry	a) Company b) Location c) Object of the Corporation (in the case of juristic persons)	Owner of Business Personally Liable Corporate Manager, General Manager, Liquidator	Prokura (Power of Procuration)	Legal Relationships	a) Date of Entry & Signature b) Comments
1	2	3	4	5	6
1	<p>a) <u>Mangold GmbH &amp; Co.</u> b) Fürth</p>	<p>Schuco Verwaltungs GmbH with head office in Fürth.</p>		<p>Kommandgesellschaft (limited commercial partnership) formed by converting the company with limited liability and head office in Fürth, which was previously operated under the name of Mangold GmbH.</p> <p>The Kommandgesellschaft commences with the entry of the conversion in the Commercial Register.</p> <p>Limited partners are: Dr. Hans-Georg Mangold, MBA, Fürth Contribution: DM 60,000.00 <u>Katherine Mangold, pensioner, Fürth</u> Contribution: <u>DM 40,000.00</u></p> <p>Entries in accordance with the regulations of the UrtG (Conversion Law), particularly §§ 190 ff, 228 ff of the UrtG.</p>	<p>a) Jan. 8, 1991 (illegible signature)</p> <p>b) 4 Dr.-Neck-Street see previous entry Comm.Reg.B2090 AG Fürth</p> <p>phG: Comm.Reg. B 446 AG Fürth</p>
2	a) Schuco GmbH & Co. KG			<p><u>The limited partner, Katherine Mangold, has left the company.</u> Her contribution, by way of the special rights succession, has gone over to the persons entering the company as limited partners, each receiving a half.</p> <p>Daniele Mangold, born 10-2-1969, Fürth Contribution: DM 20,000.00</p> <p>Dr. Hans-Peter Mangold, born 12-24-1966, Fürth Contribution: DM 20,000.00</p> <p>The name is changed.</p> <p>The agreement of this photocopy with the Register of Associations and Cooperative Societies is confirmed. Red underlining appears black in the photocopy; for photographic reasons, such underlining is frequently not clear.</p> <p>Fürth/Bavaria April 12, 1999 District Court of Fürth – Registration Court (illegible signature) as Clerk of the Court</p>	<p>a) Feb. 15, 199(?) (illegible signature)</p>