

FORM PTO-1594

07-06-1999

DEPT. OF COMMERCE
Trademark Office

7-1-99

RECORDATION FORM
TRADEMARK



101084234

No. 07131.0998

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

1. Name(s) of conveying party(ies):
 Pirelli Coordinamento Pneumatici, S.p.A.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - Italy

Other: _____

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name

Other: _____

Execution Date: May 11, 1999

2. Name(s) and address(es) of receiving party(ies):
 Name: Pirelli Pneumatici S.p.A.
 Address: Viale Sarca 222
20126 Milan, Italy

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation - Italy
 Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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)
 75/421,020; 75/583,424; 75/526,377; 75/342,677;
 75/362,989; 75/342,311; 75/440,779; 75/342,310;
 75/564,283; 75/588,388

B. Trademark Registration No.(s)
 1,467,219; 868,997; 2,093,977; 2,001,458; 2,236,557;
 1,999,950; 2,236,558; 2,003,051; 2,236,559; 2,028,484;
 2,088,497; 2,236,555; 2,216,050; 2,236,556; 1,625,883;
 2,138,924; 2,138,923; 1,849,216; 861,681

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Virginia L. Carron, Esq.
 Address: Finnegan, Henderson, Farabow,
Garrett & Dunner, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3315

6. Total number of applications and registrations involved: 29

7. Total fee (37 CFR 3.41): \$ 740

Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to deposit account only if fee is deficient

8. Deposit account number:
06-0916

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.

Virginia L. Carron
 Name of Person Signing

Virginia L. Carron
 Signature

June 30, 1999
 Date

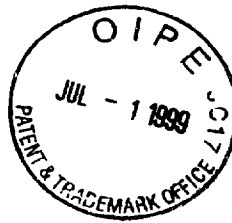
Total number of pages including cover sheet, attachments, and document: _____

07/02/1999 BNGUYEN 00000157 1467219

01 FC:481
02 FC:482

40.00 OP
700.00 OP

TRADEMARK
REEL: 001923 FRAME: 0317



Attorney Docket: 07131.0998

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: Pirelli Pneumatici S.p.A.
Reg. Number: 1,195,645
Issue Date: May 18, 1982
Mark: CLEMENT

ASSISTANT COMMISSIONER FOR TRADEMARKS
2900 Crystal Drive
Arlington, Virginia 22202-3513

ATTN: BOX POST REG NO FEE

APPOINTMENT OF NEW ATTORNEY AND
DESIGNATION OF DOMESTIC REPRESENTATIVE

Registrant revokes all previous powers of attorney and appoints Laurence R. Heffer and Virginia L. Carron, and each of the attorneys of Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P., all of 1300 I Street, N.W., Washington, D.C. 20005-3315, both jointly and separately as its attorneys with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with this registration, and to receive notice or process in proceedings affecting the registration. Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P. is also hereby designated as the registrant's representative upon whom notice or process in proceedings affecting the mark may be served.

All correspondence relating to the registration should be directed to Virginia L. Carron at the address identified above.

Pirelli Pneumatici S.p.A.

By: *Pier Giovanni Giannesi*

Name: Pier Giovanni Giannesi

Title: Proxy Holder

Date: 15th June 1999

LAW OFFICES
GAN, HENDERSON,
ABOW, GARRETT
DUNNER, L. L. P.
3 SUNTRUST PLAZA
MICHIGAN STREET, N. E.
ATLANTA, GEORGIA 30308
404-553-6400

** TOTAL PAGE.06 **

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: Pirelli Pneumatici S.p.A.
 Reg. Number: 861,681
 Issue Date: December 10, 1968
 Mark: TRU-TRAC



ASSISTANT COMMISSIONER FOR TRADEMARKS
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

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Pirelli Pneumatici S.p.A.

By: *Pier Giovanni Glanessi*

Name: Pier Giovanni Glanessi

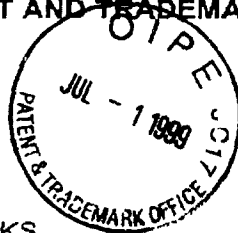
Title: Proxy Holder

Date: 15th June 1999

LAW OFFICES
 FINNEGAN, HENDERSON,
 FARABOW, GARRETT
 & DUNNER, L.L.P.
 100 SUNTRUST PLAZA
 BEACHTREE STREET, N. W.
 ATLANTA, GEORGIA 30308
 404-533-6400

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: Pirelli Pneumatici S.p.A.
Reg. Number: 1,201,936
Issue Date: July 20, 1982
Mark: CONDOR



ASSISTANT COMMISSIONER FOR TRADEMARKS
2900 Crystal Drive
Arlington, Virginia 22202-3513

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Pirelli Pneumatici S.p.A.

By: *Pier Giovanni Giannesi*

Name: Pier Giovanni Giannesi

Title: Proxy Holder

Date: 15th June 1999

LAW OFFICES
FINNEGAN, HENDERSON,
FARABOW, GARRETT
DUNNER, L.L.P.
1300 SUNTRUST PLAZA
N.W. SACHS STREET, N.E.
WASHINGTON, GEORGIA 30308
404-633-6400

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant: Pirelli Pneumatici S.p.A.
 Reg. Number: 1,467,219
 Issue Date: December 1, 1987
 Mark: DEMON



ASSISTANT COMMISSIONER FOR TRADEMARKS
 2900 Crystal Drive
 Arlington, Virginia 22202-3513

ATTN: BOX POST REG NO FEE

**APPOINTMENT OF NEW ATTORNEY AND
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Pirelli Pneumatici S.p.A.

By: *Pier Giovanni Giannesi*

Name: Pier Giovanni Giannesi

Title: Proxy Holder

Date: 15th June 1999

LAW OFFICES
 JECAN, HENDERSON,
 FARABOW, GARRETT
 & DUNNER, L.L.P.
 100 BUNTRUST PLAZA
 PEACHTREE STREET, N.E.
 ATLANTA, GEORGIA 30308
 404-633-6400

CERTIFICATO

Io sottoscritto Dottor Ezio Ricci Notaio in Milano, iscritto presso il Collegio Notarile di Milano

CERTIFICO

- che con atto a mio rogito in data 14 ottobre 1998 n. 24555/2316 di Repertorio (registrato a Milano, atti pubblici, in data 21 ottobre 1998 e iscritto al Registro delle Imprese di Milano in data 19 ottobre 1998 n. PRA/266669/1998/CMI1747) la " SOCIETA' PNEUMATICI PIRELLI S.P.A." , di nazionalità italiana, con sede in Milano Viale Sarca n. 222, capitale sociale lire 200.000.000.000 versato, iscritta nel Registro delle Imprese di Milano al n. 282197 è stata fusa mediante la sua incorporazione nella " PIRELLI COORDINAMENTO PNEUMATICI SOCIETA' PER AZIONI" , di nazionalità italiana, con sede in Milano Viale Sarca n. 222, capitale sociale lire 366.000.000.000 versato, iscritta nel Registro delle Imprese di Milano al n. 229508, con effetto della fusione nei confronti dei terzi ex art. 2504 bis cod. civ. a decorrere dal 1 novembre 1998;

- che, giusta la deliberazione dell'assemblea straordinaria del 16 giugno 1998 n. 22455/2074 di Repertorio a mio rogito (registrata a Milano atti pubblici in data 25 giugno 1998 n.22798 serie 1A), omologata dal Tribunale di Milano con decreto n. 10318 del 20 luglio 1998, a decorrere dalla data di effetto dell'atto di fusione di cui al precedente punto, la Società incorporante " PIRELLI COORDINAMENTO PNEUMATICI SOCIETA' PER AZIONI" ha variato la propria denominazione sociale in " PIRELLI PNEUMATICI SOCIETA' PER AZIONI" , modificando conseguentemente l'articolo 1 dello statuto sociale come segue: " la società si denomina " PIRELLI PNEUMATICI SOCIETA' PER AZIONI" .

Milano, 11 (undici) maggio 1999 (mille novecentonovantanove).



A large, handwritten signature in black ink, which appears to be "Ezio Ricci".

CERTIFICATE

The undersigned Dr. Ezio Ricci, Public Notary in Milan, enrolled in the Roll of Public Notaries of Milan,

CERTIFIES

that pursuant to the deed drawn up by me on October 14, 1998, Docket no. 24555/2316 (registered in Milan – Public Deeds – on October 21, 1998 and entered in the Companies Registry of Milan on October 19, 1998 Nr. PRA/266669/1998/CMI1747), the Company "SOCIETA' PNEUMATICI PIRELLI S.p.A." of Italian nationality, having its registered offices at Milan, Viale Sarca 222,- with Stock Capital of 200.000.000.000.- Liras entirely paid in, registered with the Companies Registry of Milan with serial no. 282197, was merged by incorporation into the Company "PIRELLI COORDINAMENTO PNEUMATICI S.p.A.", of Italian nationality, having its registered offices in Milan, Viale Sarca 222, Milan, with Stock Capital of 336.000.000.000.- Liras entirely paid in, registered with the Companies Registry of Milan, with serial No. 229508, such merger being effective ex art. 2504 bis Civil Law against third parties as of November 1, 1998;

that, pursuant to the resolution of the Extraordinary Shareholders Meeting of June 16, 1998 n. 22455/2074 drawn up by me (registered in Milan – Public Deeds – on June 25, 1998, n. 22798, Series 1A), ratified by the Court of Milan by decree n. 10318 of July 20, 1998, effective as of the effective date of the merger as above identified, the incorporating Company "PIRELLI COORDINAMENTO PNEUMATICI S.p.A." has changed its corporate name into "PIRELLI PNEUMATICI SOCIETA' PER AZIONI", thereby amending Art. 1 of its by-laws as follows :

The Company is named "PIRELLI PNEUMATICI S.p.A."
Milan, 11 (eleventh) May 1999 (thousand-nine-hundred-ninety-nine).
Signed and sealed by (signature illegible)