

07-22-1999



SHEET

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

To the Honorable Commissioner of Patent

101098489

...ed original documents or copy thereof.

55-97-2
MCD

1. Name of conveying party(ies):
Dayco Europe S.p.A.

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

07-15-1999
U.S. Patent & TMO/c/TM Mail Rcpt Dt. #58
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: Dayco Europe S.r.l.

Internal Address: _____

Street Address Zona Industrial Vellecupa

City: 64010 Colonnella State: Italy ZIP: _____

Individual(s) citizenship
General Partnership _____
Limited Partnership _____
Corporation-State _____
 Other Limited Liability Company - Italy

If assignee is not domiciled in the United States, a domestic
Representative designation is attached: Yes No
(Designations must be separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance

Assignment Merger
 Security Agreement Change of Name
 Other change to a Limited Liability Company

Execution Date: January 22, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
873,791 873,792 671,533
1,822, 378 1,824,119

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence
Concerning document should be mailed:
Name: Louis K. Ebling, Esq.

Internal Address: FROST & JACOBS LLP

Street Address: 2500 PNC CENTER
201 East Fifth Street

City: Cincinnati State: OH ZIP: 45202

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).... \$ 140.00
Enclosed
Authorized to be charged to deposit account


8. Deposit Account Number
06-2226

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

07/21/1999 DNGUYEN 00000342 873791

DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 100.00 DP

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.
Louis K. Ebling  7/12/99
Name of Person Signing, Registration Number Signature Date

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:
Assistant Commissioner for Trademarks,
2000 Crystal Drive, Arlington, Virginia 22202-3513
665362104 date indicated by _____
Kelly Ketter
7/21/99

Total number of pages including cover sheet, attachments, and document 17

IN THE UNITED STATES PATENT & TRADEMARK OFFICE

Owner: Dayco Europe S.r.l.
Serial No.: 72/312,219
Filed: November 14, 1968
Reg. No.: 873,791
Issue Date: July 29, 1969
Mark: ISORAN & Design

REVOCATION AND NEW APPOINTMENT BY OWNER

Box Responses - No Fee
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

Dear Sir:

The Owner, Dayco Europe S.r.l., hereby revokes all former Powers of Attorney and appoints Louis K. Ebling, David E. Schmit, Kenneth B. Germain, Edwin R. Acheson, Steven J. Goldstein, Ann G. Robinson, Kevin S. Sprecher, Stephen E. Gillen, Gretchen R. Blum, Sean P. Hodge, Glenn D. Bellamy, Karen E. Kreider, Lori E. Krafte, Krystine A. Bullock and Katherine F. Horvath, all members of the bar of the State of Ohio; c/o Frost & Jacobs LLP, 2500 PNC Center, 201 East Fifth Street, Cincinnati, Ohio 45202 (513) 651-6800, attorneys, with full power of substitution and revocation, to prosecute said application, to make alterations and amendments therein, to receive the Registration, and to transact all business in the Patent and Trademark Office connected therewith.

DAYCO EUROPE S.R.L.

Date: June 9, 1999

By: _____
Name: _____
Title: Managing Director

Dr. Giuliano ZUCCO

DECLARATION

The undersigned, being familiar with both the English and Italian languages, do hereby solemnly declare that according to the best of my ability the attached document is a true and accurate translation of the attached document.

Name Roberto FACCILONGO



I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:
Assistant Commissioner for Trademarks,
2900 Crystal Drive, Arlington, Virginia 22202-3513
on the date indicated below.

Keeg Ketter
Date 7/12/99

[Stamp: Filed in Turin; on Jan. 22nd, 1999; under
No. 1150; L. 250,000]

MINUTES FROM THE EXTRAORDINARY SHAREHOLDERS'

MEETING FOR "DAYCO EUROPE S.p.A."

ITALIAN REPUBLIC

In the year nineteen-hundred-ninety-nine, on
January 11th, (Jan. 11, 1999), at ten-fifty a.m.,
in Turin, in a room on the first floor of the
building at Via Andrea Doria No. 15, before me,
CATERINA BIMA, Notary Public in Turin, registered
in the Notarial Roll of the United Districts of
Turin and Pinerolo, without witnesses, since the
party who appeared renounced this with my consent,

APPEARED MR.

GIULIANO ZUCCO, born in Valperga (TO) on October 9,
1947, with domicile in Airasca (TO), at Via Torino
No. 71, executive, who intervened in these minutes
in his capacity as Managing Director of the "DAYCO
EUROPE S.p.A." company, with its legal headquarters
in Colonnella (TE), Zona Industrial Vallecupa;
share capital of Lire 30,000,000,000= (thirty
billion), fully paid-in; registered under No. 7967
of the Teramo Company Registry of the Court of
Teramo; Tax Code 00703890673.

Said party, who is personally known to me, Notary Public, asked me to draft the minutes for the above company's extraordinary shareholders' meeting, the first convocation of which was made here, at this time and date, to discuss and resolve the following

AGENDA

EXTRAORDINARY PART

Change from a joint-stock company to a limited-liability company.

Increase of the share capital through conferment of shares by C.T.M. Cinotto Tecnomeccanica S.p.A.

Mr. Giuliano Zucco, who undertakes the presidency of the meeting, as per law and the charter, and, having been approved in this position by the meeting, charges me, Notary Public, to draft the minutes, acknowledges and states that:

- Mr. Giuliano Zucco, the party appearing, represents the Board of Directors, while the other directors, William Montague, Kurt Johansson, Walter Vilardi, Ernst Gunnar Ohlsson, Adriano Marcello Rolando, and Alberto Rittatore Vonwiller, have justifications for their absences;

- Dr. Roberto Giacometti, Auditor, represents the Board of Statutory Auditors, while the other

auditors, Dr. Mario Boidi (President) and Dr. Francesco Tabone, auditor, have justifications for their absences;

- that the sole shareholder, "MARK IV LUXEMBOURG S.a r.l.", is duly represented through a proxy. Its offices are located in Luxembourg City, Archdukedom of Luxembourg; owner of 3,000,000= (three million) shares with a nominal value of Lire 10,000= (ten thousand) each, that comprise the entire share capital of Lire 30,000,000,000 (thirty billion), paid in;

- that all the shares have been properly deposited as per law;

- that the first convocation of this meeting was called here, at this day and time for the topics in the foregoing agenda through a convocation notice published in the Official Gazette of the Italian Republic Number 298 on December 22, 1998, insert T-2527, Insertion Sheet No. 298;

DECLARES

a quorum for this meeting, in the first convocation of the meeting itself to resolve on the topics set forth in the agenda given above.

Moving on to the first item on the agenda, the President explains to the meeting why it is

opportune to transform the company into a limited liability undertaking while maintaining its other essential elements unchanged - such as the headquarters, purpose, share capital, duration, and financial year's date of closure.

The President reads the entire text of the Corporate Charter as updated in relation to the new corporate form undertaken, and, having acknowledged that the current Share Capital of Lire 30,000,000,000= (thirty million), is fully underwritten and paid in, he invites the meeting to resolve on the matter.

Having heard the above, the Meeting, after a brief debate, with the only shareholder's favorable vote, in reference to the first point on the agenda,

RESOLVES

- 1) to change the "DAYCO EUROPE S.p.A." company into a limited-liability company called "DAYCO EUROPE S.r.l.", while the other essential corporate factors remain the same, such as the headquarters, purpose, duration, capital, and the date that the corporate financial years are closed;
- 2) to approve, article by article, and, therefore, in its entirety, the new text of the corporate

charter designated to uphold the company as a limited-liability company. This document, after having been read by me, Notary Public, to the party appearing and after our joint signing, is attached to these minutes under the letter "A";

3) to confirm the company's administrative body and board of statutory auditors in office, for the current three-year period and until their natural expiration.

With regard to the second item on the agenda, as conditioned by the approval of the foregoing resolution, the President explains to the meeting why it is opportune to increase the paid share capital from Lire 30,000,000,000= (thirty billion) to Lire 33,000,000,000= (thirty-three billion) in addition to a Lire 10,000,000,000= (ten billion) premium, to be paid through a conferment in kind to be made by the DAYCO IRELAND HOLDINGS LIMITED company, with its offices in Dublin (Ireland), at 16 George's Quay; registered in the Company Registration Office under number 256070; of 2,370,000 (two million, three-hundred-seventy-thousand) nominal shares of Lire 1,000 (one thousand) each for the "C.T.M. - Cinotto Tecnomeccanica S.p.A." company. The latter's

offices are located at Valperga (TO), at Strada Statale 460 Turin-Cerasole; Regione San Martino No. 10; registered under number 1471/1973 of the Turin Company Registry with the Court of Ivrea; Tax Code 00945160018. The President also specifies that since this number shall be paid with a conferment in kind, the single shareholder does not have option rights, and the issuing price of the shares to be issued following the conferment in kind was calculated by Dr. MARIO DAMIANI based on the appraisal drafted to adjust to the requests made by the joint provisions of articles 2495, 2440, and 2343 of the Civil Code, and in light of the enactment of the capital increase being resolved. Dr. Damiani is an expert appointed by the Court of Teramo with an order dated November 6, 1998. This appraisal states that the value of the conferment that may duly be attributed may not be less than Lire 13,000,000,000= (thirteen billion).

The appraisal itself and an authenticated copy of the expert's appointment are attached hereto under letters B and C with a reading dispensation by my hand, Notary Public.

Lastly, the President, having acknowledged that the current share capital of Lire

30,000,000,000= (thirty billion) has been fully paid in to the company coffers and that nothing impedes the capital increase proposed, consequently invites the meeting to resolve on the matter.

With regard to the second point on the agenda, having heard the above, the Meeting, after a thorough debate, with the only shareholder's favorable vote and subject to approval of the resolution made under article 1 above,

RESOLVES

4) to increase the share capital from Lire 30,000,000,000 (thirty million) to Lire 33,000,000,000 (thirty-three million), plus a Lire 10,000,000,000 (ten million) premium, to be paid solely through a conferment by the DAYCO IRELAND HOLDINGS LIMITED company, with its headquarters in Dublin (Ireland), at 16 George's Quay; registered in the Company Registration Office under number 256070; of 2,370,000 (two million, three-hundred-seventy-thousand) nominal shares of Lire 1,000 (one thousand) each for the "C.T.M. - Cinotto Tecnomeccanica S.p.A." company. The latter's offices are located at Valperga (TO), at Strada Statale 460 Turin-Cerasole; Regione San Martino No. 10; registered under number 1471/1973 of the Turin

Company Registry with the Court of Ivrea; Tax Code 00945160018, based on the appraisal attached as above under letter B.

5) To set June 30th (thirtieth), 1999 (nineteen-hundred-ninety-nine) as the final deadline to underwrite and subsequently, immediately pay the capital increase and premium and to approve the capital increase that shall be underwritten by said deadline, even if this occurs to a lesser extent than the amount resolved above, pursuant to the joint provisions of articles 2495 and 2439, paragraph II of the Civil Code.

6) To grant the administrative body, and more specifically, each of the directors separately: Messieurs William Montague, Kurt J. Johansson, Giuliano Zucco, Ernst Ohlsson, Alberto Rittatore Vonwiller, Walter Vilardi, and Adriano Rolando, every and all power to carry out this resolution, and, in particular, the power to command respect of legal regulations concerning conferments in kind to joint-stock companies and to arrange to accept the underwriting and subsequent immediate payment of the additional capital and premium by the conferring company. This may not exceed the total of the net value attributed to the shares to be

conferred thereby as determined by the expert in the estimate report sworn to as per art. 2343 of the Civil Code. This document is attached, as above, under letter B.

7) To acknowledge, by making the increase, that the part of article 6) in the corporate charter concerning the share capital's amount, shall change. The administrative body, therefore, is delegated to ratify this change and, therefore, to specify the capital's numerical figure;

8) to give the administrative body a mandate so that it may arrange to file the corporate charter updated as per the preceding point, pursuant to article 2436 of the Civil Code, and to arrange for the appropriate publications thereof;

9) to separately delegate directors, Messieurs William Montague, Kurt J. Johansson, Giuliano Zucco, Ernst Ohlsson, Alberto Rittatore VonWiller, Walter Vilardi, and Adriano Rolando, to add to, change, or make omissions from these minutes and the attached charter that the Courts may request during the approval process.

There being nothing more to resolve, and no one asking for the floor, the President declares the meeting adjourned at eleven-ten a.m.

As requested, I, Notary Public, drafted these minutes, which I read to the party present, who approves them.

These were written, in part, by a person in my trust and, in part, by myself on three pages of which it occupies eight full sides and a part of this one.

Originally signed:

GIULIANO ZUCCO

CATERINA BIMA, NOTARY PUBLIC

[Illegible round stamp; initials]