

Re

09-21-2000



To the Honorable Commissioner of Patents

101465674

ed original documents or copy thereof.

1. Name of conveying party(ies):

Benetton Sportssystem S.p.A.
Via Montebelluna 5/7
Trevigagno (Treviso)
ITALY 31040

9.5.00

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

Additional name(s) of conveying party(ies) attached?

- yes
- no

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

Benetton Group S.p.A.
Via Villa Minelli 1
31050 Ponzano Veneto
Treviso (TV)
ITALY

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

Additional name(s) & address(es) attached?

- yes
- no

Appointment of Domestic Representative attached?

- yes
- no

3. Nature of Conveyance:

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

Execution Date:

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

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

A. Trademark Application No.(s)
75/464,613

B. Trademark Registration No.(s)
1,670,830
1,875,270
1,902,801

Additional numbers attached? Yes No

50.00 E

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

Dale R. Harburg
SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

6. Total number of applications and registration involved:

4

7. Total Fee (37 CFR 3.41):

\$50.00

- Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 19-4880.
- Authorized to be charged to Deposit Account

8. Deposit Account No.

19-4880

(Attach dupl. 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.

Dale R. Harburg
Name

Sept 5, 2000
Date

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For. 5
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

06-13-2000

5.19.00



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ached original documents or copy thereof.
receiving party(ies)?

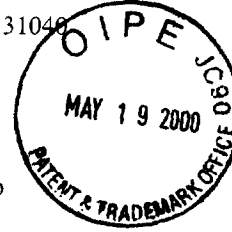
To the Honorable Commissioner of Pa

1. Name of conveying party(ies):

Benetton SportSystems S.P.A.

- Individual(s)
- General Partnership
- X Corporation-State - Italy
- Other
- Association
- Partnership

Benetton Group S.P.A.
Via Montebelluna 5/7
Trevigagno (Treviso), Italy 31048



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

Additional name(s) of conveying party(ies) attached?

- yes
- X no

Additional name(s) & address(es) attached?

- yes
- no

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other
- X Merger
- Change of Names

Appointment of Domestic Representative attached?

- X yes
- no

Execution Date:

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

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2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

6. Total number of applications and registration involved:
2

7. Total Fee (37 CFR 3.41): \$65.00
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 Authorized to be charged to Deposit Account

8. Deposit Account No.
19-4880

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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.

Paul R. Fordberg

Name

5/19/00

Date

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REPERTORIO N. 98505
FASCICOLO N. 29289

REPUBBLICA ITALIANA
ATTO DI FUSIONE

In Ponzano Veneto, via Villa Minelli 1
L'anno millenovecentonovantotto oggi giorno nove del mese di
ottobre (9.10.1998).

Avanti a me Dr. Arrigo Manavello Notaio in Treviso ed iscritto
nel Ruolo del Distretto Notarile di Treviso, sono comparsi i
signori:

dr. CARLO GILARDI nato a Spoleto il 17 novembre 1942, resi-
dente a Roma, via Massimi n. 119, dirigente, che in quest'at-
to agisce nella veste di Amministratore delegato della socie-
tà " **BENETTON GROUP - S.p.a.** " con sede legale in Ponzano Ve-
neto (TV), via Villa Minelli 1, capitale sociale L.
453.897.027.500=, i.v., iscritta al n. 4424 Registro Imprese
di Treviso e n. 084146 REA presso CCIAA di Treviso, codice
fiscale 00193320264, in esecuzione del mandato conferitogli
dall'assemblea straordinaria dei soci con delibera in data 27
maggio 1998 n. 97234 di mio repertorio, registrato a Treviso
il 10 giugno 1998 al n. 1961 pubbl.;

dr. PIERLUIGI BORTOLUSSI nato a Gruaro (VE) il 29 agosto
1946, residente a Treviso (TV), via Siora Andriana del Vesco-
vo n. 18, dirigente, che in quest'atto agisce nella veste di
Componente il Consiglio di Amministrazione della società "
BENETTON SPORTSYSTEM SPA " con sede in Trevignano (TV), via
Montebelluna 5/7, capitale sociale Lire 510.151.740.000.=, i-
scritta al n. 31188 del Registro delle Imprese di Treviso e
n. 200022 REA presso CCIAA di Treviso, C.F.: 02278840265, in
esecuzione del mandato conferitogli dall'assemblea straordi-
naria dei soci con delibera in data 28 maggio 1998 n. 97243
di mio repertorio, registrato a Treviso il 12 giugno 1998 al
n. 2009 pubbl.;

GILBERTO BENETTON nato a Treviso il 19 giugno 1941, residente
a Treviso, via Montegrappa n. 17, industriale, che in que-
st'atto interviene nella sua veste di Presidente del Consi-
glio di Amministrazione della società " **BENETTON FASHION S.p.
A.** " con sede in Ponzano Veneto (TV), via Villa Minelli n. 1,
capitale sociale L. 70.000.000.000= iscritta al n. 26175 Re-
gistro Imprese di Treviso e n. 186442 REA presso CCIAA di
Treviso, C.F.: 08788850157, in esecuzione del mandato confe-
ritogli dall'assemblea straordinaria dei soci con delibera in
data 28 maggio 1998 n. 97244 di mio repertorio, registrato a
Treviso il 15 giugno 1998 al n. 2028 pubbl..

Detti componenti, cittadini italiani, della identità persona-
le, veste e poteri dei quali io notaio sono certo, previa ri-
nuncia fatta d'accordo tra loro e con il mio consenso all'as-
sistenza di testimoni,

premesso

- che i soci della società "Benetton Group SpA" con sede in



16.10.1998
3497
Pubblic.
255.000#
Director

MANAVELLO DR. ARRIGO

NOTAIO

31100 TREVISO - VIA BURANELLI N. 33 - TEL. 0422/49.291

tate al bilancio della società incorporante "Benetton Group SpA" a decorrere dal 1° (primo) gennaio 1998, così come consentito dall'art. 2504-bis, terzo comma, C.C..

3 - A seguito della fusione la società incorporante subentra di pieno diritto in tutto il patrimonio attivo e passivo delle incorporate, cosicché l'incorporante va ad assumere a proprio vantaggio le attività, i diritti, le ragioni e le azioni delle società incorporate e per contro a proprio carico, a norma di legge, le passività, gli obblighi e gli impegni tutti, nulla escluso ed eccettuato, assumendo quindi l'onere di provvedere alla estinzione di tutte indistintamente le passività alle convenute scadenze e pattuizioni. Ogni persona Ente od ufficio, sia pubblico che privato, resta pertanto sin d'ora autorizzato, senza il bisogno di ulteriori atti o concorsi e con suo pieno e definitivo esonero da ogni responsabilità a trasferire ed intestare all'incorporante "Benetton Group SpA" tutti i beni immobili, beni immateriali e beni mobili di qualunque tipo, gli atti, autorizzazioni, documenti, depositi cauzionali od altro, titoli, polizze, contratti, conti attivi e passivi attualmente intestati od intitolati alle società incorporate "Benetton Sportssystem SpA" e "Benetton Fashion SpA".

4 - A seguito della fusione come sopra stipulata, hanno piena esecuzione le deliberazioni contenute nella precedente assemblea di ciascuna società e pertanto:

- vengono annullate, senza sostituzione, tutte le azioni costituenti l'intero capitale sociale della incorporata "Benetton Sportssystem SpA", azioni interamente possedute dalla incorporante "Benetton Group SpA";

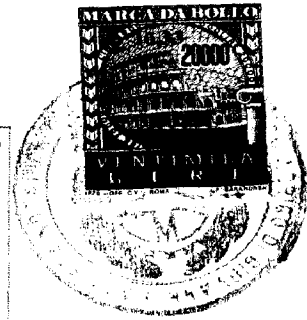
- vengono annullate, senza sostituzione, tutte le azioni costituenti l'intero capitale sociale della incorporata "Benetton Fashion SpA", azioni interamente possedute dalla incorporante "Benetton Group SpA";

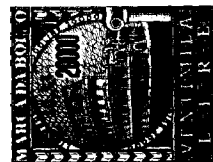
- viene integrato l'oggetto sociale e quindi viene modificato l'articolo 3 dello statuto sociale così come risulta già scritto nel testo compreso nel progetto di fusione, articolo che si ha per qui riportato e trascritto.

Per completezza di documenti, viene allegato sub. D) al presente atto il testo aggiornato dello statuto sociale;

- cessano dalla carica tutti i membri del Consiglio di Amministrazione di "Benetton Sportssystem SpA", signori: Benetton Luciano, Benetton Gilberto, dr. Carlo Gilardi, Benetton Carlo, Benetton Giuliana, dr. Pierluigi Bortolussi e dr. Giovanni Zoppas, nonché tutti i membri del Collegio Sindacale signori: dr. Antonio Cortellazzo, avv. Paolo Agostoni e dr. Michele Piana, effettivi, dr. Sergio De Simoi e dr. Filippo Duodo, supplenti;

- cessano dalla carica tutti i membri del Consiglio di Amministrazione di "Benetton Fashion SpA", signori: Gilberto Benetton, Luciano Benetton, Carlo Benetton e Giuliana Benetton,





REPERTORY No. 98505
FILE No. 29289

REPUBLIC OF ITALY

DEED OF MERGER

In Ponzano Veneto, Via Villa Minelli 1, today the ninth of October in the year one thousand nine hundred and ninety-eight (9.10.1998).

Before me Dr. Arrigo Manavello Notary Public in Treviso and enrolled in the Notarial District of Treviso, appeared Messrs.:

CARLO GILARDI born in Spoleto on 17 November 1942, resident in Rome, Via Massimi No. 119, executive, who in this deed acts in his capacity as Managing Director of the company "**BENETTON GROUP - S.p.a.**" with its registered office in Ponzano Veneto (TV), Via Villa Minelli 1, fully paid-in capital stock Lit. 453,897,027,500=, registered under No. 4424 in the Register of Companies of Treviso and under No. 084146 in the Chamber of Commerce Register of Business Names of Treviso, Registered tax code No.: 00193320264, in performance of the authority granted him by the extraordinary stockholders' meeting with resolution on 27 May 1998 No. 97234 of my register, filed in Treviso on 10 June 1998 under No. 1961 public acts;

PIERLUIGI BORTOLUSSI born in Gruaro (VE) on 29 August 1946, resident in Treviso in Via Siora Andriana del Vescovo No. 18, executive, who in this deed acts in his capacity as member of the Board of Directors of the company "**BENETTON SPORTSYSTEM SPA**" with its registered office in Trevignano (TV), Via Montebelluna No. 5/7, capital stock Lit. 510,151,740,000.= registered under No. 31188 in the Register of Companies of Treviso and under No. 200022 in the Chamber of Commerce Register of Business Names of Treviso, Registered tax code No.: 02278840265, in performance of the authority granted him by the extraordinary stockholders' meeting with resolution on 28 May 1998 No. 97243 of my register, filed in Treviso on 12 June 1998 under No. 2009 public acts;

GILBERTO BENETTON born in Treviso on 19 June 1941, resident in Treviso in Via Montegrappa No. 17, industrialist, who in this deed acts in his capacity as Chairman of the Board of the company "**BENETTON FASHION S.p.A.**" with its registered office in Ponzano Veneto (TV), Via Villa Minelli No. 1, capital stock Lit. 70,000,000,000.=, registered under No. 26175 in the Register of Companies of Treviso, already registered under No. 186442 in the Chamber of Commerce Register of Business Names of Treviso, Registered tax code No.: 08788850157, in performance of the authority granted him by the extraordinary stockholders' meeting with resolution on 28 May 1998 No. 97244 of my register, filed in Treviso on 15 June 1998 under No. 2028 public acts:

Said appearing parties, Italian citizens, of whose personal identity, position and powers I Notary Public am certain, upon waiver, agreed among themselves and with my consent, of witnesses,

whereas

REGISTERED IN TREVISO
on 16.10.98
No. 3447 Mod. Public
With Lit. 255,000
The Director
Signed
Signature illegible
(Read. Undersigned)

- the stockholders of the company "Benetton Group SpA" with its registered office in Ponzano Veneto (TV) and of the companies "Benetton Sportssystem SpA" with its registered office in Trevignano (TV) and "Benetton Fashion SpA" with its registered office in Ponzano Veneto (TV), in the respective meetings held on 27 May 1998 the first and 28 May 1998 the second and third, passed a resolution for the merger by absorption of "Benetton Sportssystem SpA" and "Benetton Fashion SpA" in "Benetton Group SpA", on the basis of the respective financial positions as at 31 December 1997;
- the resolution passed by the stockholders of the company "Benetton Group SpA" was approved by the Law Courts of Treviso with order on 17 June 1998 and entered in the Register of Companies of Treviso on 19 June 1998;
- the resolution passed by the stockholders of the company "Benetton Sportssystem SpA" was approved by the Law Courts of Treviso with order on 30 June 1998 and entered in the Register of Companies of Treviso on 22 July 1998;
- the resolution passed by the stockholders of the company "Benetton Fashion SpA" was approved by the Law Courts of Treviso with order on 30 June 1998 and entered in the Register of Companies of Treviso on 21 July 1998;
- the three resolutions were all published in the Official Gazette of the Italian Republic on 28 July 1998 announcements sheet No. 174;
- the companies intend to enter into the merger, the ordinary legal terms having elapsed and there being no objections to the resolutions of merger, as shown by the certificates issued by the Law Courts of Treviso on 30 September 1998, documents which are annexed under A), B) and C) respectively hereto;

all that having been said

and deemed an integral part hereof, having confirmed the wish of the three companies to enter herewith into the merger in the ways and the forms as specified in the afore-mentioned resolutions, the appearing parties

hereby agree and stipulate as follows

1 - The companies: "**Benetton Sportssystem SpA**" with its registered office in Trevignano (TV), "**Benetton Fashion SpA**" with its registered office in Ponzano Veneto (TV) and "**Benetton Group SpA**" with its registered office in Ponzano Veneto (TV), state that they are amalgamated by the merging of "**Benetton Sportssystem SpA**" and "**Benetton Fashion SpA**" into "**Benetton Group SpA**" and such in perfect performance of the resolutions passed by the respective meetings already mentioned hereinbefore.

2 - The merger takes effect:

- for civil purposes, as specified in section 2504-b second paragraph of the Italian Civil Code, from the first day of the month following that in which the last of the registrations hereof shall have been entered in the Register of Companies of Treviso;
- for the purpose of section 2501-b No. 6 of the Italian Civil Code and for tax purposes, the operations of the acquired companies "Benetton Sportssystem Spa" and "Benetton Fashion Spa", shall be entered in the balance sheet of the

acquiring company "Benetton Group SpA" starting from the 1st (first) January 1998, as allowed by section 2504b, third paragraph of the Italian Civil Code.

3 - Following the merger the acquiring company lawfully takes over the entire assets and liabilities of the acquired companies, with the result that the acquiring company takes on to its own advantage the assets, rights, business names and shares of the acquired companies and on the contrary at its own expense, in accordance with the law, all the liabilities, obligations and commitments, none excluded or excepted, consequently taking on the onus of extinguishing, without distinction, all the liabilities at the agreed due dates and stipulations. All persons, authorities and offices, both public and private, are therefore authorised henceforth, without the need for further proceedings or concurrence and with their full and final exemption from all liability to transfer and register in the name of the acquiring company "Benetton Group SpA" all the real estate, intangibles and chattels of any sort whatsoever, the acts, licenses and permissions, documents, bail or other bonds, securities, policies, contracts, accounts receivable and payable currently in the name of and made out to the acquired companies "Benetton Sportssystem SpA" and "Benetton Fashion SpA".

4 - Following the merger as stipulated hereinbefore, the resolutions passed in the previous meeting of each company are fully executed and consequently:

- all the shares making up the whole capital of the acquired company "Benetton Sportssystem SpA" held entirely by the acquiring company "Benetton Group SpA" are annulled, without substitution;
- all the shares making up the whole capital of the acquired company "Benetton Fashion SpA" held entirely by the acquiring company "Benetton Group SpA" are annulled, without substitution;
- the corporate purpose is integrated and therefore article 3 of the articles of association is amended, as already written in the text included in the merger draft, article which has been given and transcribed herein.

For completeness of documentation, the updated articles of association are annexed sub. D hereto;

- all the Board members of "Benetton Sportssystem SpA", Messrs.: Luciano Benetton, Gilberto Benetton, Dr. Carlo Gilardi, Carlo Benetton, Giuliana Benetton, Dr. Pierluigi Bortolussi and Dr. Giovanni Zoppas as well as all the members of the Board of Audit, Messrs.: Dr. Antonio Cortellazzo, the lawyer Paolo Agostoni and Dr. Michele Piana statutory auditors, Dr. Sergio De Simoi and Dr. Filippo Duodo substitute auditors, resign from office;
- all the Board members of "Benetton Fashion SpA", Messrs.: Gilberto Benetton, Luciano Benetton, Carlo Benetton and Giuliana Benetton as well as all the members of the Board of Audit, Messrs.: Dr. Dino Sesani, Dr. Filippo Duodo and Dr. Fazio Fanti statutory auditors, Dr. Giovanni Pietro Cunial and the lawyer Aldo Laghi, substitute auditors, resign from office;
- all the mandates issued in the name of the acquired company "Benetton Sportssystem SpA" to Messrs. Dino Manzon on 11.3.1998 No. 96392 of my

register, Maurizio Beria on 29.4.1998 No. 96956 of my register, Mauro Zorzetto on 29.4.1998 No. 96958 of my register and Faustino Lucchetta on 8.4.1998 No. 96716 of my register are confirmed;

- the mandate issued in the name of the acquired company "Benetton Fashion SpA" to Dr. Pierluigi Bortolussi ceases.

5 - The appearing parties give wide powers to Messrs. Gilberto Benetton, Dr. Carlo Gilardi and Dr. Pierluigi Bortolussi, separately, so that they may fulfil all the formalities consequent hereto, proceeding, wherever necessary, with separate actions, with listing and describing the property, rights or legal relations in general not listed herein; the same henceforth being authorised, always separately, to accomplish at any time, any necessary or suitable act, practice, formality and/or statement of any nature whatsoever, also in relation to the real estate, and to the registered moveable property and intangible assets as stated in article 6 hereunder.

6 - It is hereby acknowledged that the acquired company "Benetton Sportssystem SpA" is registered holder of the real estate, motor vehicles, trade marks and patents as described in annexes sub. E), F) and G);

7 - The appearing parties expressly exempt me from reading all the annexes, with which they state they are fully acquainted.

8 - The expenses and taxes applicable and consequent hereto are charged to the acquiring company.

I Notary Public have read this document to the appearing parties, who approve, confirm and with me sign it hereunder and the annexes D, E, F, G.

Typed by my confidential assistant on one folio amounting to three written sides and up to this point on the fourth.

Signed: Gilberto Benetton

Signed: Pierluigi Bortolussi

Signed: Carlo Gilardi

Signed: Dr. Arrigo Manavello Notary Public

This copy written on 1 folio is true to my original document omitting the annexes.

It is hereby issued

Treviso, dated 3 February 2000 two thousand..

Signature illegible

Round stamp of Notary Public Arrigo Manavello