

12-02-2002

FORM PTO-1594
(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



1 SHEET

OMB No. 0651-0011 (exp. 4/94)

102297596
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Sagit S.p.A.

11-26-02

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

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

2. Name and address of receiving party(ies)

Name: Dibi S.p.A.

Street Address: Largo delle Industrie n. 10

City: Torre Boldone State: _____ Zip: _____

Country: Italy

- Individual(s) citizenship
- 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
(Designations 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):

B. Trademark Registration No(s): 2,006,452

Additional numbers attached? Yes No

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

Name: Steinberg & Raskin, P.C.

Street Address: 1140 Avenue of the Americas

City: New York State: NY Zip: 10036

Our Ref.: 914.1141

6. Total number of applications and registrations involved:.....[1]

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Amy F. Divino
Name of Person Signing

November 20, 2002
Date

Total number of pages including cover sheet, attachments, and document: [11]

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 002625 FRAME: 0425

04-15-1999



FORM I (Rev. 6-)

04-05-1999

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

OMB No.

U.S. Patent & TMOs/TM Mail Rcpt Dt. #34

101010816

TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Sagit S.p.A.

4.5.99

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

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

2. Name and address of receiving party(ies)

Name: Dibi S.p.A.

Street Address: Largo delle Industrie n. 10

City: Torre Boldone State: Zip:

Country: Italy

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: [X] Yes [] No (Designations must be a separate document from assignment)

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

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

A. Trademark Application No(s):

Table with 2 columns: Trademark Registration No(s), and values: 1,804,028, 1,912,053, 1,852,834, 2,008,542, 1,852,835, 1,892,530, 1,891,572, 1,905,238, 1,891,573, 1,941,490, 1,891,574, 1,908,082, 1,894,515

Additional numbers attached? [] Yes [X] No

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

Name: Steinberg & Raskin, P.C.

Street Address: 1140 Avenue of the Americas

City: New York State: NY Zip: 10036

Our Ref.: 914,1141

6. Total number of applications and registrations involved: [13]

7. Total fee (37 CFR 3.41).....\$340.00

- [X] Enclosed, [] Authorized to be charged to deposit account

8. Deposit account number:

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

04/15/1999 VBRODM 00000163 1804028

DO NOT USE THIS SPACE

01 FC:481 40.00 OP, 02 FC:482 300.00 OP

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.

Amy F. Divine, Name of Person Signing

Signature

April 2, 1999, Date

Total number of pages including cover sheet, attachments, and document: [50]

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

4.5.99

DESIGNATION OF DOMESTIC REPRESENTATIVE

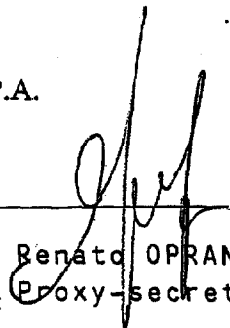
Steinberg & Raskin , P.C. whose address is 1140 Avenue of the Americas, New York, NY 10036 is hereby designated as registrant's Domestic Representative in connection with the following trademark Registrations Nos:

- | | |
|-----------|--------------------------------|
| 1,804,028 | 1,912,053 |
| 1,852,834 | 2,006,542 2,006,452 |
| 1,852,835 | 1,892,530 |
| 1,891,572 | 1,905,238 |
| 1,891,573 | 1,941,490 |
| 1,891,574 | 1,908,062 |
| 1,894,515 | |

upon whom notice of process and proceedings affecting the mark of said registrations may be served.

DIBI S.P.A.

By:



Name: Renato OPRANDI
 Position: Proxy-secretary

Dtaed: March 23, 1999

JEAN-PIERRE FARHAT
Notary Public
24121 BERGAMO – Via Pradello, 2
Tel. 035 416011 – Fax 035 231096

No. 116747 Rep.

No. 23182 Coll.

MERGER DEED

THE REPUBLIC OF ITALY

In the year nineteen ninety seven, on the sixt eenth day of the month of October.

16th October 1997

In Bergamo, at the Notary offices in Via Pradello, 2, before myself, Dr. JEAN-PIERRE FARHAT, Notary Public of Bergamo, enrolled in the Roll of Notaries of the same place,

the following persons have personally appeared:

- Oprandi Teresina, born in Fino del Monte on 30th November 1947, domiciled for the purpose hereof at the company registered office, entrepreneur, who declares to intervene in this deed in her capacity as Sole Director of the Company:

"DIBI S.p.A."

with its registered office in Torre Boldone, Largo delle Industrie n.10, stock capital of ITL. 1,500,000,000 fully paid, registered in the Companies Register of Bergamo under no. 11579, (Tax-code number: 00635690167), conferred with the necessary powers by virtue of the deliberation of the meeting, mentioned in the premise;

- Arrighetti Michele, born in Bossico on 14th December 1946, domiciled for the purpose hereof at the company registered office, entrepreneur, who declares to intervene in this deed in his capacity as Sole Director of the Company:

"SAGIT S.p.A."

with its registered office in Bergamo, Via Betty Ambiveri n.11, stock capital of ITL. 1,000,000,000 fully paid, registered in the Companies Register of Bergamo

under no. 26394, (Tax-code number: 016018650165), conferred with the necessary powers by virtue of the deliberation of the meeting, mentioned in the premise;

- Fortis Alberto, born in Bergamo on 13th August 1949, domiciled for the purpose hereof at the company registered office, consultant, who declares to intervene in this deed in his capacity as Sole Director of the Company:

"BECOS"

a sole corporation with its registered office in Bergamo, Via Betty Ambiveri n.11, stock capital of ITL. 50,000,000 fully paid, registered in the Companies Register of Bergamo under no. 21512, (Tax-code number: 01411800160), conferred with the necessary powers by virtue of the deliberation of the meeting, mentioned in the premise.

I, the Notary Public am certain of their personal identities, qualifications and powers and the same, Italian citizens, having with my consent explicitly and in agreement waived their right to the assistance of witnesses, ask me to receive this deed with which:

WHEREAS

- the above-mentioned Companies, in their respective extraordinary Shareholders' Meeting, held on 16th July 1977 with nos. 115864, 115865 and 115866 of the index, under my hand and seal, registered in Bergamo on 23rd July 1997, respectively with nos. 6518, 6519 and 6517 have deliberated the merger through incorporation of the Companies "SAGIT S.p.A." and "BECOS S.R.L." into the Company "DIBI S.p.A.", the three Companies having approved the relative filed merger project, registered and published in compliance with the Law;
- the deliberations of the three Companies have been approved with the Decree of the Court of Bergamo on 4th August 1997, filed for registration at the Companies' Registry of Bergamo on 5th August 1977 together with the documents indicated in

article 25010 of the Civil Code and published in extract form in the "Official Gazette of the Republic of Italy" on 14th August 1997, Notification S-19284 – Announcement Sheet n. 189;

- the merger can therefore be implemented under article 2504 of the Civil Code, seeing as no opposition has been presented to the deliberations mentioned above, as appears from the certificate issued on 15th October 1997 from the Commercial Chancellery of the Court of Bergamo, appended under letter "A", in original copy, to this deed;
- today, the capital of "BECOS S.R.L." is fully owned by "SAGIT S.p.A." while the stock capital of "SAGIT S.p.A." and of "DIBI S.p.A." is owned by the same shareholders in the same proportions and, therefore, it was not necessary to draft the report as in sub-section five, art. 2501 of the Civil Code.

..... OMISSIS

DECLARE THAT

- 1) The Companies "SAGIT S.p.A." with its registered office in Bergamo, Via Betty Ambiveri n.11, stock capital of ITL.1,000,000,000 paid up and "BERCOS S.R.L.", with its registered office in Bergamo, Via Betty Ambiveri n. 11, stock capital of ITL. 50,000,000 paid up, are merged through incorporation with the Company "DIBI S.p.A.", with its registered office in Torre Boldone, Largo delle Industrie n.10, stock capital of ITL. 1,500,000,000 paid up, starting from the date of the last filing of the merger deed concerning the Incorporating Company and, for all accounting and tax purposes, from the date of 1st January 1997 inclusive.

As a result of this Deed "DIBI S.p.A." takes over, in full right, all the assets and liabilities of the Incorporated Companies and their causes, actions, rights, obligations, commitments and liabilities of all kinds.

. OMISSIS

2) Any person, authority or office, either public or private, is therefore from this moment authorised, without the need for any further documents or agreements in his full right and with final exoneration from any liability, to transfer and address all deeds, documents, guarantee deposits and other instruments, policies, contracts, asset and liability accounts, currently addressed or dedicated to the companies "SAGIT S.p.A." and "BECOS S.R.L." to the Incorporating company "DIBI S.p.A.".

Therefore the Parties declare that they authorise all conveyances, transfers, records, and transcriptions into census and mortgage registers and into public registers, with waiver of legal claim and exoneration from liability regarding these for the competent authorities, of all the movable and immovable assets registered in favour of "DIBI S.p.A." and charged to the Incorporated Company "SAGIT S.p.A.", with waiver of all right of legal claim and exonerating the Registrar of the Register of Immovables from any responsibility regarding this.

DECLARATION

I, Miss RAVASIO Sara of JET STUDIO - BERGAMO (ITALY) hereby
declare that I am the translator of the document attached and I certify that
the following is a true translation to the best of my knowledge and belief.

Sara Ravasio
.....

Signed this 26th day of February 1999

ATTO DI FUSIONE
REPUBBLICA ITALIANA

L'anno millenovecentonovantasette, il giorno sedici del mese di ottobre.

16 ottobre 1997

In Bergamo, nello Studio Notarile di Via Pradello n.2.
Avanti a me Dr. JEAN-PIERRE FARHAT, Notaio di Bergamo, iscritto all'omonimo Collegio Notarile,

sono di persona comparsi:

- Oprandi Teresina, nata a Fino del Monte il 30 novembre 1947, domiciliata per la carica presso la sede sociale, imprenditore, la quale dichiara di intervenire al presente atto nella sua qualità di Amministratore Unico della Società:

"DIBI S.p.A."

con sede legale in Torre Boldone, Largo delle Industrie n.10, capitale sociale di Lire 1.500.000.000 versate, iscritta al n.11579 del Registro delle Imprese di Bergamo, (C.F.: 00635690167), munita dei necessari poteri in forza della delibera assembleare citata in premessa;

- Arrighetti Michele, nato a Bossico il 14 dicembre 1946, domiciliato per la carica presso la sede sociale, imprenditore, il quale dichiara di intervenire al presente atto nella sua qualità di Amministratore Unico della Società:

"SAGIT S.p.A."

con sede legale in Bergamo, Via Betty Ambiveri n.11, capitale sociale di L.1.000.000.000 versate, iscritta al n.26394 del Registro delle Imprese di Bergamo, (C.F.: 01601850165), munito dei necessari poteri in forza della delibera assembleare citata in premessa;

- Fortis Rag. Alberto, nato a Bergamo il 13 agosto 1949, domiciliato per la carica presso la sede sociale, consulente, il quale dichiara di intervenire al presente atto nella sua qualità di Amministratore Unico della Società:

"BECOS S.R.L."

con unico socio, sede legale in Bergamo, Via Betty Ambiveri n.11, capitale sociale di L.50.000.000 versate, iscritta al n.21512 del Registro delle Imprese di Bergamo, (C.F.: 01411800160), munito dei necessari poteri in forza della delibera assembleare citata in premessa.

Della loro identità personale, qualifica e poteri io Notaio sono certo e gli stessi, cittadini italiani, avendo, col mio consenso, espressamente e d'accordo rinunciato all'assistenza dei testi, mi richiedono di ricevere il presente atto con il quale:

P R E M E S S O

- che le suddette Società nelle rispettive assemblee straordinarie tenutesi in data 16 luglio 1997 ai n.ri 115864, 115865 e 115866 di rep. a mio rogito, registrate in Bergamo il 23 luglio 1997 rispettivamente ai n.ri 6518, 6519 e 6517



STUDIO NOTARILE
DR. JEAN-PIERRE FARHAT
24121 BERGAMO - VIA PRADELLO, 2 - TEL. (035) 4160511 (6 LINEE) - FAX (035) 231096

hanno deliberato la fusione mediante incorporazione delle Società "SAGIT S.p.A." e "BECOS S.R.L." nella Società "DIBI S.p.A." approvando le tre Società il relativo progetto di fusione depositato, iscritto e pubblicato ai sensi di Legge;

- che le deliberazioni delle tre Società sono state omologate con Decreto in data 4 agosto 1997 del Tribunale di Bergamo, depositate per l'iscrizione presso il Registro delle Imprese di Bergamo in data 5 agosto 1997 insieme con i documenti indicati nell'articolo 2501 - sexies del Codice Civile e pubblicate per estratto nella "Gazzetta Ufficiale della Repubblica Italiana" in data 14 agosto 1997, Avviso S-19284 - Foglio delle Inserzioni n.189;
- che la fusione può essere, pertanto, attuata ai sensi dell'articolo 2504 del Codice Civile, dato che nessuna opposizione è stata presentata alle deliberazioni di cui sopra, come risulta dal certificato rilasciato in data 15 ottobre 1997 dalla Cancelleria Commerciale del Tribunale di Bergamo, certificato che, in originale, al presente atto, si allega sotto la lettera "A";
- che, alla data odierna, il capitale della Società "BECOS S.R.L." è interamente posseduto dalla Società "SAGIT S.p.A." mentre il capitale sociale della "SAGIT S.p.A." e della "DIBI S.p.A." sono posseduti dagli stessi soci nelle medesime porzioni e che, pertanto, non si è resa necessaria la redazione della relazione di cui all'art.2501-quinquies Cod.Civ.;

OMISSIS

DICHIARANO CHE

1) - Le Società "SAGIT S.p.A." con sede legale in Bergamo, Via Betty Ambiveri n.11, capitale sociale di L.1.000.000.000 versate e "BECOS S.R.L." con sede legale in Bergamo, Via Betty Ambiveri n.11, capitale sociale di L.50.000.000 versate, risultano fuse mediante incorporazione nella Società "DIBI S.p.A." con sede legale in Torre Boldone, Largo delle Industrie n.10, capitale sociale di L.1.500.000.000 versate, con decorrenza dalla data dell'ultimo deposito dell'atto di fu-

sione relativo alla Società Incorporante e, a tutti gli effetti contabili e fiscali, dalla data del 1° gennaio 1997 compresa.

In conseguenza del presente Atto la Società "DIBI S.p.A." subentra di pieno diritto in tutto il patrimonio attivo e passivo delle Società Incorporate ed in tutte le loro ragioni, azioni e diritti come in tutti gli obblighi, impegni e passività di qualsiasi natura.

OMISSIS

2) - Ogni persona, ente od ufficio, sia pubblico sia privato, resta pertanto sin da ora autorizzato, senza bisogno di ulteriori atti o consensi con suo pieno diritto e definitivo esonero da ogni responsabilità, a trasferire ed intestare alla Incorporante "DIBI S.p.A." tutti gli atti, documenti, depositi cauzionali ed altri titoli, polizze, contratti, conti attivi e passivi, attualmente intestati od intitolati alle Società "SAGIT S.p.A." e "BECOS S.R.L.".

E perciò le Parti dichiarano di autorizzare tutte le volture, i trapassi, gli annotamenti e le trascrizioni sui registri censuari ed ipotecari e sui pubblici registri, con rinuncia all'ipoteca legale ed esonero per le autorità competenti da responsabilità al riguardo, di tutti i beni immobili e mobili registrati a favore della "DIBI S.p.A." ed a carico della Società Incorporata "SAGIT S.p.A.", con rinuncia a qualsiasi diritto di ipoteca legale e con esonero del Signor Conservatore dei Registri Immobiliari da qualsiasi responsabilità al riguardo.

OMISSIS