



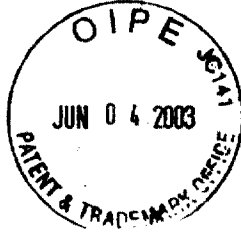
To the Honorable Commissioner of Patent

102468573

ed original documents or copy thereof.

1. Name(s) of conveying party(ies):  
PIRELLI CAVI E SISTEMI S.P.A.

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



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

3. Nature of conveyance:

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

6-4-03

Execution Date: December 30, 2002

2. Name(s) and address(es) of receiving party(ies):

Name: Pirelli S.p.A.  
Address: Viale Sarca 222  
Milan, Italy

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

If assignee is not domiciled in the United States, a domestic representative is attached: X Yes  No

(Designation 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 Number(s):

B. Trademark Registration Number(s):

See Attached Exhibit A

Additional numbers attached? x Yes  No

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

Name: Virginia L. Carron  
Address: FINNEGAN, HENDERSON, FARABOW,  
GARRETT & DUNNER, L.L.P.  
1300 I Street, N.W.  
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41): \$140.00

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

8. Deposit Account No.: 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 3 2003*  
Date

Total number of pages including cover sheet, attachments and documents: 5

06/09/2003 T01AZ1 00000119 060916 2627396  
01 FC:8521 40.00 OP  
02 FC:8522 750.00 CH 100.00 OP

**EXHIBIT A**

<b>Mark</b>	<b>Registration Number</b>	<b>Issue Date</b>
AIR BAG	2,627,396	October 1, 2002
AIR BAG CABLE SYSTEMS & DESIGN	2,628,481	October 1, 2002
DESKWAVE	2,500,628	October 23, 2001
WAVENETWORK	2,294,929	November 30, 1999
WAVEROUTER	2,277,082	September 14, 1999

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant and/or Applicant: ,           Pirelli S.p.A.  
Reg. and/or App. Numbers:            See Attached Exhibit A  
Marks:                                        See Attached Exhibit A

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

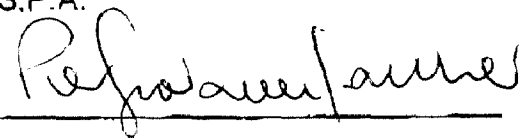
ATTN: BOX POST REG NO FEE

**POWER OF ATTORNEY AND  
DESIGNATION OF DOMESTIC REPRESENTATIVE**

Registrant revokes all previous powers of attorney and appoints 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 notices 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 notices 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 S.P.A.

By: 

Name: Pier Giovanni Giannesi

Title: Proxy Holder

Date: 20 MAG. 2003

PROP. PIERGAETANO MARCHETTI - NOTAIO

TELEFONO: 02.72.02.18.46 R.A.

DOCT. RENATA MARIELLA - NOTAIO

TELEFAX: 02.86.46.82.74 - 02.72.02.26.19

AVV. CARLO MARCHETTI

e-mail: segreteria@marchettilex.it

AVV. MATTEO SANT'AMBROGIO

C.C./P.I. 04255350151

## **CERTIFICATO NOTARILE DI AVVENUTA FUSIONE**

Io sottoscritto Piergaetano Marchetti, notaio in Milano, iscritto al Collegio Notarile di Milano

certifico che

con mio atto 10 dicembre 2002 n. 17389/5190 di rep., la società **"Pirelli società per Azioni"** con sede in Milano viale Sarca 222, codice fiscale e numero di iscrizione al Registro Imprese di Milano: 00886890151 **ha incorporato** per fusione la società **"PIRELLI CAVI E SISTEMI S.p.A."** con sede in Milano, viale Sarca 222, numero di iscrizione al Registro delle Imprese di Milano e codice fiscale: 00470500018.

L'atto di fusione é stato iscritto nel Registro delle Imprese di Milano in data 20 dicembre 2002 al n. 00470500018 per la incorporata "PIRELLI CAVI E SISTEMI S.p.A." ed al n. 0088689015 per la incorporante "Pirelli Società per Azioni";

La fusione ha avuto efficacia verso i terzi, compiute le iscrizioni come prescritto dall'art. 2504 bis cod.civ., **a partire dal 30 dicembre 2002.**

In conseguenza della fusione la incorporante subentrata di pieno diritto ai sensi dell'art. 2504 - bis cod. civ., alla incorporata stessa, in tutti i beni mobili, immobili, materiali ed immateriali, situazioni possessorie e di fatto, diritti, interessi legittimi, aspettative, privilegi, crediti, ragioni, azioni, attività in genere, anche in pendenza e formazione, della stessa incorporata in proprietà, titolarità, disponibilità od ai quali sia legittimata, verso qualsiasi soggetto anche pubblico e quale che sia la fonte ed anche se acquisiti o sorti in data posteriore alle deliberazioni di cui in premessa od alla data cui si riferiscono le situazioni patrimoniali assunte a base della fusione.

Tutti i beni e i diritti si intendono acquisiti dall'incorporante

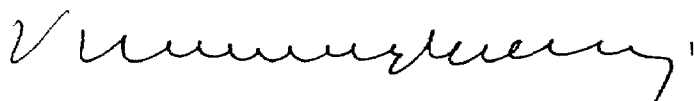
con ogni pertinenza o accessorio, con ogni relativo privilegio e garanzia, anche reale (che manterranno validità e grado esistente), diritto, onere, vincolo.

Sempre in conseguenza della fusione, e corrispondentemente, l'incorporante subentra ipso iure, in tutte le passività, debiti, obblighi, impegni, oneri, gravami, garanzie concesse, posizioni passive in genere della incorporata, in tutti i rapporti giuridici, convenzioni, polizze, depositi, contratti e negozi definitivi o preliminari (compresi, ovviamente, anzitutto i contratti e rapporti attivi e passivi in corso della incorporata per l'esercizio delle proprie attività, i contratti di lavoro, di assicurazione, di locazione, di utenza, ecc.), anche in pendenza e in formazione, controversie di qualunque natura e ovunque radicate, nei confronti di qualsiasi soggetto e quale che sia la loro fonte.

La società incorporante, in particolare, è subentrata ipso iure, anche nei confronti di enti pubblici territoriali e di pubbliche amministrazioni centrali e periferiche in tutte le concessioni, registrazioni, autorizzazioni, permessi, licenze, esoneri, agevolazioni, riconoscimenti di cui sia titolare la società incorporata o che siano in corso di rilascio od istruttoria, con ogni conseguente diritto, interesse, aspettativa.

In conclusione, **con la data del 30 dicembre 2002**, la società incorporante **"Pirelli Società per Azioni"** è subentrata quale successore universale in tutti i beni, diritti, contratti della **"PIRELLI CAVI E SISTEMI S.p.A."** che con il 30 dicembre 2002 è cessata.

Milano, 8 maggio 2003



CERTIFICATION

The undersigned, Davide Marchi, domiciled in Via Pirelli 19 - Milan (Italy), hereby declares to be familiar with both the Italian and the English languages, and certifies that the above is the true and accurate translation of the Notarial Certificate of Completed Merger.

Milan, May 26, 2003

A stylized, handwritten signature in black ink, consisting of a series of fluid, connected strokes that form a unique, cursive-like mark.

Davide Marchi

NOTARIAL CERTIFICATE OF COMPLETED MERGER

I, the undersigned Piergaetano Marchetti, notary in Milan, registered in the Milan Roll of Notaries

certify that

with my deed of 10 December 2002, index no. 17389/5190, the company "Pirelli Società per Azione" with registered office in Milan, Viale Sarca 222, fiscal code and Milan Companies' Register number: 00886890151 has incorporated by merger the company "PIRELLI CAVI E SISTEMI S.p.A." with registered office in Milan, Viale Sarca 222, Milan Register of Companies number and fiscal code: 00470500018.

The merger deed was entered in the Milan Companies' Register on 20 December 2002 under no. 00470500018 for the incorporated company "PIRELLI CAVI E SISTEMI S.p.A." and under no. 00886890151 for the incorporating company "Pirelli Società per Azioni";

The merger became effective for third parties, on completion of the entries as provided in art. 2504a of the Italian Civil Code, starting from 30 December 2002.

As a result of the merger, the incorporating company fully succeeded the said merged company legally, in accordance with art. 2504a of the Italian Civil Code, in respect of all moveable and immovable, tangible and intangible, assets, possessory and de facto situations, rights, legitimate interests, expectations, liens, receivables, other rights, shares and assets in general, also pending and in course of creation, owned by, registered to or held by the said incorporated company or to which they are legitimised, with any person including public entities and whatever the source and also whether purchased or arising on a date subsequent to the resolutions referred to in the introduction or the reference date of the balance sheet position assumed as the basis of the merger.

All goods and rights are considered to be acquired by the incorporating company with every appurtenance or attachment, with every relative lien or security, also real property-related (which will retain their existing validity and precedence), every right, encumbrance and obligation.

Always as a result of the merger, and relating to this, the incorporating company takes over ipso jure, all liabilities, payables, obligations, commitments, charges, encumbrances, guarantees given and liabilities in general of the incorporated company, all juridical relationships, agreements, policies, contracts and transactions, finalised or preliminary (obviously including, first of all, current contracts and relationships, both credit and debit, of the incorporated company for the exercise of its business, contracts relating to labour, insurances, leases, utilities etc.), also pending or in course of creation, disputes of any kind and wherever arising, with any person and whatever their source.

In particular, the incorporating company has taken over ipso jure, also, in relation to national public entities and central and peripheral government departments, all concessions, registrations, authorisations, permits, licences, exemptions, grants and acknowledgements which the incorporated company has title to or which are in course of issue or investigation, with every resultant right, interest and expectation.

In conclusion, with effect from 30 December 2002, the incorporating company "Pirelli Società per Azioni" took over as universal successor to all the assets, rights and contracts of "PIRELLI CAVI E SISTEMI S.p.A. which closed down on 30 December 2002.

Milan, 8 May 2003