

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LOWE ALPINE SYSTEMS, INC.		01/01/2007	CORPORATION: COLORADO
RECEIVING PARTY DATA			
Name:	ASOLO USA, INC.		
Street Address:	190 Hanover Street		
City:	Lebanon		
State/Country:	NEW HAMPSHIRE		
Postal Code:	03766		
Entity Type:	CORPORATION: NEW HAMPSHIRE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1895171	LOWE ALPINE	
Registration Number:	1916441	LOWE ALPINE	
CORRESPONDENCE DATA			
Fax Number:	(212)949-9190		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(212) 949-9022		
Email:	JMStarzynski@lawabel.com		
Correspondent Name:	Victor M. Tannenbaum		
Address Line 1:	666 Third Avenue		
Address Line 2:	10th Floor		
Address Line 4:	New York, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	8003271		
NAME OF SUBMITTER:	Victor M. Tannenbaum		

CH \$65.00 1895171

900133072

**TRADEMARK
 REEL: 003980 FRAME: 0611**

Signature:	/VMT/
Date:	04/30/2009
Total Attachments: 9 source=Asolo Merg#page1.tif source=Asolo Merg#page2.tif source=Asolo Merg#page3.tif source=Asolo Merg#page4.tif source=Asolo Merg#page5.tif source=Asolo Merg#page6.tif source=Asolo Merg#page7.tif source=Asolo Merg#page8.tif source=Asolo Merg#page9.tif	

PLAN OF MERGER

Plan of merger made this 21st day of December, 2006, between Asolo USA, Inc., a New Hampshire corporation with a principal place of business in Lebanon, Grafton County, New Hampshire [hereinafter "Asolo"] and Lowe Alpine Systems, Inc., a Colorado corporation with a principal place of business in Lebanon, Grafton County, New Hampshire [hereinafter "Lowe Alpine"] [each individually a "constituent corporation" and collectively the "constituent corporations"].

RECITALS

- A. Asolo has authorized common stock of 10,000 shares, without par value, of which 100 shares are issued and outstanding. The 100 issued and outstanding shares are entitled to vote on this Plan of Merger.
- B. Lowe Alpine was incorporated on March 15, 1973, by the State of Colorado and has authorized common stock of 100,000 shares, without par value, of which 100,000 shares are issued and outstanding. All of such shares are entitled to vote on this Plan of Merger.
- C. The respective boards of directors of Asolo and Lowe Alpine deem it advisable and in the best interests of the corporations that Lowe Alpine Systems, Inc be merged with and into Asolo as the surviving corporation as authorized by the statutes of the State of New Hampshire pursuant to the terms and conditions set forth in this plan of merger, and for the shares of capital stock of Lowe Alpine issued and outstanding at the effective date (as defined in this plan) to be converted into shares of Asolo stock. Each such board has duly approved this Plan of Merger [hereinafter the "Plan"].
- D. The stockholders have entered into an agreement of merger dated this date setting forth certain representations, warranties and covenants in connection with the merger.

In consideration of the premises and the mutual covenants and agreements contained in the Plan, and for the purpose of setting forth the terms and conditions of the merger, the mode of carrying the same into effect, the manner and basis of converting the shares of each constituent corporation into shares of Asolo and such other details and provisions as are deemed necessary or desirable, the parties have agreed and do now agree, subject to the approval of adoption of this Plan by the requisite vote of the stockholders of each constituent corporation, and subject to the conditions set forth in the Plan, as follows:

SECTION ONE. MERGER AND NAME OF SURVIVING CORPORATION

At the effective date, as defined in the Plan, Lowe Alpine shall be merged with and into Asolo (referred to in the Plan as the "surviving corporation") which shall not be a new corporation but shall continue its corporate existence as a New Hampshire corporation to be

governed by the laws of New Hampshire, and which shall continue to be named "Asolo" and shall maintain a registered office in the City of Lebanon, Grafton County, New Hampshire.

SECTION TWO TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in the Plan) as follows:

A. At the effective date:

1. The constituent corporations shall be a single corporation, which shall be Asolo, the corporation designated in the Plan as the surviving corporation.
2. The separate existence of Lowe Alpine shall cease.
3. On and after the effective date, all property, real, personal, and mixed, and all debts due to either constituent corporation, on whatever account, as well for stock subscriptions as all other things and action or belonging to each constituent corporation, shall be vested in the surviving corporation.
4. All corporate acts, plans, policies, contracts, approvals and authorization of Lowe Alpine and its stockholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the effective date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall be as effective and binding on the surviving corporation as they were with respect to Lowe Alpine
5. The assets, liabilities, reserves and accounts of each constituent corporation shall be recorded on the books of the surviving corporation at the amounts at which they, respectively, shall then be carried on the books of such constituent corporation, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

B. The board of directors and the officers of the surviving corporation as of the effective date shall be:

Board of Directors: Bruce Franks, Luca Zanatta, Marco Zanatta, Anna Zanatta
Officers: Luca Zanatta, President; Bruce Franks, Secretary and Treasurer.

SECTION THREE CONVERSION OF SHARES

The manner and basis of converting the issued and outstanding shares of each constituent corporation in to shares of the surviving corporation and the mode of carrying the merger into effect are as follows:

- A. Each share of Lowe Alpine stock outstanding at the effective date shall be converted into 0.00019 share(s) of Asolo (the surviving corporation) stock without any action on the part of the holder of the stock. After the effective date, each holder of an outstanding certificate or certificates which, prior to the effective date, represented shares of Lowe Alpine common stock shall be entitled, upon surrender of the certificate, to receive in exchange a certificate

representing the number of shares of Asolo stock into or for which his or her shares have been converted or exchanged.

**SECTION FOUR
CERTIFICATE OF INCORPORATION AND BYLAWS**

A. The certificate of incorporation of Asolo as existing and constituted immediately prior to the effective date shall, upon the merger becoming effective, be and constitute the certificate of incorporation of the surviving corporation until amended in the manner provided by law.

B. The bylaws of Asolo as existing and constituted immediately prior to the effective date shall, upon the merger becoming effective, be and constitute the bylaws of the surviving corporation until amended in the manner provided by law.

**SECTION FIVE
OTHER PROVISIONS**

A. The Plan shall be submitted to the stockholders of each constituent corporation as provided by the applicable laws of New Hampshire. After the approval or adoption of the Plan by the stockholders of each constituent corporation in accordance with the requirements of the laws of New Hampshire and Colorado, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of New Hampshire.

B. The plan may be terminated at any time prior to the effective date, whether before or after action on the plan by the stockholders of the constituent corporations, by mutual consent of the constituent corporations, expressed by action of their respective boards of directors.

**SECTION SIX
APPROVAL AND EFFECTIVE TIME OF MERGER**

A. The merger shall become effective on January 1, 2007.

B. For the convenience of the parties and to facilitate the filing and recording of the Plan, any number of counterparts of the Plan may be executed, and each such counterpart shall be deemed to be an original instrument.

C. The Plan and the legal relations between the parties to the Plan shall be governed by and construed in accordance with the laws of New Hampshire.

D. The Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties to the Plan.

EXECUTED this 21st day of December, 2006.

AsoIo USA, Inc.

By: 

Luca Zanatta, its President, duly authorized

Lowe Alpine Systems, Inc.

By: 

Luca Zanatta, its President, duly authorized

F:\WP51\DATA\CORP\AsoIo\plan of merger (2/16/07)

TRADEMARK

REEL: 003980 FRAME: 0616

AGREEMENT OF MERGER

Merger agreement made this 22nd day of December, 2006, between Asolo USA, Inc., a corporation organized and existing under the laws of the State of New Hampshire, with its principal office located in Lebanon, Grafton County, New Hampshire [hereinafter "Asolo"] and Lowe Alpine Systems, Inc., a corporation organized and existing under the laws of the State of Colorado, with its principal office located in Lebanon, Grafton County, New Hampshire [hereinafter "Lowe Alpine"] [hereinafter referred to individually as the "constituent corporation" or collectively as the "constituent corporations"].

RECITALS

- A. The total number of shares of stock which Asolo is authorized to issue is 10,000 shares, without par value.
- B. The total number of shares of stock which Lowe Alpine is authorized to issue is 100,000 shares, without par value.
- C. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that Lowe Alpine be merged into Asolo.

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, the constituent corporations agree, pursuant to New Hampshire RSA 293-A:11.07, that Lowe Alpine shall be merged into Asolo as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Lowe Alpine into shares of Asolo, as set forth below.

SECTION ONE ASOLO USA, INC. TO BE SURVIVING CORPORATION

Lowe Alpine shall be merged into Asolo and the corporate existence of Lowe Alpine shall cease and the corporate existence of Asolo shall continue under the name Asolo, and Asolo shall become the owner, without other transfer, of all the rights and property of the constituent corporations, and Asolo shall become subject to all the debts and liabilities of the constituent corporations in the same manner as if Asolo had itself incurred them.

SECTION TWO PRINCIPAL OFFICE

The principal office of Asolo shall remain the principal office of the corporation following this merger.

**SECTION THREE
OBJECTS AND PURPOSES**

The nature of the business and the objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows: the manufacture, distribution, and sale of recreational footwear, clothing, and equipment.

**SECTION FOUR
ARTICLES OF INCORPORATION**

The articles of incorporation of Asolo, as amended, shall on the effective date of the merger be amended to read as follows:

**SECTION FIVE
BYLAWS**

The present bylaws of Asolo, insofar as not inconsistent with this agreement of merger, shall be the bylaws of the corporation following the merger until altered, amended, or repealed as currently provided in the bylaws.

**SECTION SIX
NAMES AND ADDRESSES OF DIRECTORS**

The names of the persons who shall constitute the board of directors of Asolo, following merger, and who shall hold office until the first annual meeting of the shareholders of Asolo following merger, are as follows:

Bruce Franks
Luca Zanatta
Marco Zanatta
Anna Zanatta
Giuliano Zavan

**SECTION SEVEN
METHOD OF CONVERTING SHARES**

Immediately upon this agreement of merger becoming effective, the shares of the constituent corporations shall, without any other action on the part of the respective holders of the shares, become and be converted into shares of stock of Asolo, as follows:

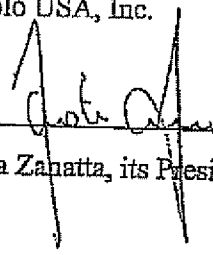
	<u>Asolo shares</u>
Asolo, SpA	100
Lowe Alpine International, Srl	<u>19</u>
Total	119

SECTION EIGHT
SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

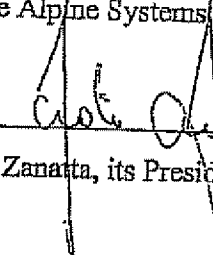
This agreement shall be submitted to the stockholders of the constituent corporations in the manner provided by RSA 293-A:11.07, and if the votes of stockholders of each such corporation representing 100% of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall, subject to the provisions of Section Nine of this agreement, take effect as of January 1, 2007.

EXECUTED this 22nd day of December, 2006.

Asolo USA, Inc.

By: 
Luca Zanatta, its President, duly authorized

Lowe Alpine Systems, Inc.

By: 
Luca Zanatta, its President, duly authorized

FWFS\DATA\CORP\Asolo\merger agmt (2/15/07)

UNITED STATES

REVOCAATION
AND
NEW POWER OF ATTORNEY

Mark: **LOWE ALPINE &
Device**
Registration: 1916441
Serial No.:
Class(es): 18
Owner: Asolo USA, Inc.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Abelman, Frayne & Schwab, whose postal address is 666 Third Avenue, New York, New York 10017-5621, U.S.A. is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

POWER OF ATTORNEY

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation

Lawrence E. Abelman
Jeffrey A. Schwab
Victor M. Tannenbaum
Peter J. Lynfield
Caridad Piñeiro Scordato
Julianne Abelman

Jonathan W. Gumpert
Thomas E. Spath
Julie B. Seyler
Marie-Anne Mastrovito
Constance Golden
Frank Terranella

members of the Bar of the State of New York, whose address is

ABELMAN, FRAYNE & SCHWAB
666 Third Avenue
New York, New York 10017-5621, U.S.A.

to transact business in the Patent and Trademark Office in connection with our trademarks, applications therefor, and registrations which have or will issue thereon.

By 

Date _____

UNITED STATES

REVOCATION
AND
NEW POWER OF ATTORNEY

Mark: **LOWE ALPINE &
Device**
Registration: 1895171
Serial No.:
Class(es): 25
Owner: Asolo USA, Inc.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Abelman, Frayne & Schwab, whose postal address is 666 Third Avenue, New York, New York 10017-5621, U.S.A. is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

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Constance Golden
Frank Terranella

members of the Bar of the State of New York, whose address is

ABELMAN, FRAYNE & SCHWAB
666 Third Avenue
New York, New York 10017-5621, U.S.A.

to transact business in the Patent and Trademark Office in connection with our trademarks, applications therefor, and registrations which have or will issue thereon.

By  _____

Date _____