

12-19-2002

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



102315803

12.16.02

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

1. Name of conveying party(ies):

Cinelli S.p.A.

- Individual - _____
- Association - _____
- General Partnership - _____
- Limited Partnership - _____
- Corporation - Italy
- Other - _____

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

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

Name: 3T S.p.A.

Address: Santa Lucia 90

Mathi, Italy

- Individual - _____
- 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

3. Nature of conveyance:

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

Execution Date: December 2, 1996

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

A. Trademark Application No(s):

B. Trademark Registration No(s): 1,219,038

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, 15th Floor

City: New York State: NY Zip: 10036-5803

Our Ref.: 914.80444

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:

500518

Authorized to charge additional fees to 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, Esq.
Name of Person Signing

Signature

December 9, 2002
Date

Total number of pages including cover sheet, attachments, and document: [4]

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

12/18/2002 6TON11 00000075 1219038

01 FC:8521

40.00 OP

TRADEMARK
REEL: 2635 FRAME: 0559

NOTAI
GUIDO e ARRIGO ROVEDA
STUDIO ASSOCIATO
20121 MILANO - VIA BRERA, 8
TEL. 88483449 - 804887 - 878882
FAX 878317

CERTIFICATO

=*=*=-*

Il sottoscritto dr. Arrigo Roveda, notaio con sede in Milano,
Collegio Notarile di Milano,

c e r t i f i c a

che con atto ricevuto in data 2 dicembre 1996 al n.
12148/2039 di repertorio

"3T - S.p.A.", con sede in Mathi (TO), via Santa Lucia n.
90, col capitale sociale di lire 7.630.000.000 (settemiliar-
diseicentotrentamiloni), versato, codice fiscale
05096580153 - partita iva 04888790013, iscritta nella sezione
ordinaria del Registro delle Imprese di Torino al numero
3848/85 (Tribunale di Torino),

"COLUMBUS S.p.A.", con sede in Milano (MI), via Dei Pesta-
galli n. 31, col capitale sociale di lire 2.200.000.000 (due-
miliardiduecentomiloni), versato, codice fiscale - partita
iva 03787430150, iscritta nella Sezione Ordinaria del Regi-
stro delle Imprese di Milano al numero 177462 (Tribunale di
Milano),

"CINELLI S.p.A.", con sede in Milano (MI), via Folli n. 45,
col capitale sociale di lire 2.000.000.000 (duemiliardi),
versato, codice fiscale - partita iva 00701990152, iscritta
nella Sezione Ordinaria del Registro delle Imprese di Milano
al numero 42749 (Tribunale di Milano),

si sono fuse mediante incorporazione delle ultime due nella
prima, con riferimento al progetto di fusione pubblicato per
estratto nella Gazzetta Ufficiale della Repubblica Italiana
del 20 maggio 1996, foglio delle inserzioni n. 116, pagine
39, 40 e 41, avvisi S-12466, S-12465 e S-12467, con riferi-
mento ai bilanci al 31 dicembre 1995 di ciascuna società.

Le operazioni della società incorporata sono imputate al bi-
lancio della società incorporante con decorrenza dal primo
giorno dell'esercizio in corso al momento dell'ultima delle
iscrizioni dell'atto di fusione prescritte dall'art. 2504
C.C. e, dalla stessa data, decorreranno gli effetti fiscali
ai fini delle imposte sui redditi, ai sensi dell'art. 123 del
D.P.R. 917/86.

Conseguentemente tutti i diritti, concessioni ed / autorizza-
zioni della società incorporata restano conferiti nella so-
cietà incorporante, la quale subentrerà nel patrimonio della
incorporata, assumendo a proprio carico le passività e gli
obblighi di ogni genere alla cui estinzione provvederà in
proprio e alle rispettive scadenze e condizioni.

Milano, 20 ottobre 1997



[Handwritten signature]

Reg. No. 1219/038

CERTIFICATE

The undersigned dr. Arrigo Roveda, Notary with offices in Milano, enrolled in the Notarial Roster of Milano, hereby

certifies

that with deed received on December 2, 1996, File N° 12148/2039

- "3T S.P.A.", with headquarters in Mathi (TO), via Santa Lucia 90, paid-in capital stock Lire 7.630.000.000 (seven billion six hundred thirty million), Fiscal Code N° 05096380153, VAT N° 04888790013, entered in the Ordinary Section of the Registry of Enterprises in Turin under N° 3848/85 (the Court of Turin);

- "COLUMBUS S.p.A.", with headquarters in Milan (MI), via Dei Pestagalli 31, paid-in capital stock Lire 2.200.000.000 (two billion, two hundred million), Fiscal Code N° - Vat N° 03757430150, entered in the Ordinary Section of the Registry of Enterprises in Milan under N° 177452 (the Court of Milan);

and "CINELLI S.p.A.", with headquarters in Milan (MI), via Folli 45, paid-in capital stock lire 2.000.000.000 (two billion), Fiscal Code N° - VAT N° 00701390152, entered in the Ordinary Section of the Registry of Enterprises in Milan under N° 42749 (the Court of Milan),

have merged by incorporation of the two latter companies into the first company, in regard to the project for merger, an excerpt of which was published in the Official Gazette of the Italian Republic on May 20, 1996, insertion sheet N° 116, pages 39, 40 and 41, notices S-12466, S-12455 and S-12457, with reference to each company's Balance Sheet as of December 31, 1995.

Operations of the incorporated companies have been imputed to the incorporating company's Balance Sheet, commencing from the first day of the

fiscal year in force when the last of the registrations of the deed of merger prescribed by Section 2504 of the Italian Civil Code has been completed, and the fiscal effects shall commence from that same date for the purpose of income taxes, pursuant to Art. 123 of Presidential Decree N° 917/86.

Thereafter, all rights, concessions and authorizations of the incorporated companies shall be contributed to the incorporating company, which shall substitute itself in the incorporated company's net worth, taking upon itself all liabilities and obligations, which it shall fulfill on the respective due dates and conditions.

Milan, October 20, 1997

Notarial Seal and Signature of Arrigo Noveda

MARTIN G. RASKIN
AMY F. DIVINO
GRANT E. POLLACK
JOSHUA L. RASKIN

STEINBERG & RASKIN, P.C.

PATENTS, TRADEMARKS AND COPYRIGHTS

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MAILER'S INFORMATION:
EXT. 239
adivino@steinbergraskin.com

OF COUNSEL:
ROBERT J. RANDO
JASON E. HARDIMAN

December 9, 2002

*Admitted in TX only

Box ASSIGNMENTS

Commissioner of Patents and Trademarks
Washington, DC 20231

Re: U.S. Trademark Registration
Registration No.: 1,219,038
Mark: C and Design
International Class: 12
New Assignee: Gruppo S.p.A.
Our Ref.: 914.80444

Dear Sir:

It is respectfully advised that the following changes have been made with regard to the registrant of the above-referenced trademark registration.

The original assignee of the registration, Cinelli S.p.A., has merged with and into 3T S.p.A. 3T S.p.A. subsequently changed its name to Gruppo S.p.A., and Gruppo S.p.A. subsequently changed its address.

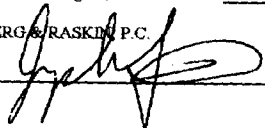
Enclosed herewith please find the following documents for recordation:

1. a Recordation Form Cover Sheet and a copy of a Certificate with English translation evidencing the merger of Cinelli S.p.A. with and into 3T S.p.A.;
2. a Recordation Form Cover Sheet and a copy of a Certificate with English translation evidencing the change of name of 3T S.p.A. to Gruppo S.p.A.;
3. a Recordation Form Cover Sheet, a copy of a Certificate evidencing the change of address of Gruppo S.p.A.;

I hereby certify that this correspondence and/or fee is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to "Commissioner of Patents and Trademarks, Washington, DC 20231" on December 9, 2002.

STEINBERG & RASKIN, P.C.

By: _____



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4. a Designation of Domestic Representative document in the name of Gruppo S.p.A.; and

5. three (3) checks payable to the Commissioner for Patents and Trademarks in the amount of \$40.00 each in payment of the corresponding filing fees.

It is respectfully requested that the enclosed documents evidencing the merger of Cinelli S.p.A. with and into 3T S.p.A., the subsequent change of name of 3T S.p.A. to Gruppo S.p.A., and the subsequent change of address of Gruppo S.p.A. be recorded in the order set forth above.

The Commissioner is hereby authorized to charge any deficiency or credit any overpayment to Deposit Account No. 500518. A duplicate copy of this letter is enclosed.

Please return the enclosed postcard to indicate your receipt of the above-referenced materials.

Respectfully submitted,

STEINBERG & RASKIN, P.C.



Amy E. Divino
(212) 768-3800

AFD/jc

Encls.

cc: Martin G. Raskin, Esq. (w/o encls.)