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11-02-2004



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Docket No.:

8003/84112

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To the Director of the United States Patent and Trademark Office

102873253

attached original documents or copy thereof.



1. Name of conveying party(ies):

Guido S.r.L.

- Individual(s)
- General Partnership
- Corporation-State
- Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: Zelco S. p. A.

Internal Address: RE

Street Address: Via Lazio 21

City: Milan, Italy State: _____ ZIP: _____

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State ITALY
- Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Completion of receiving parties address
- Merger
- Change of Name

Execution Date: _____

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

A. Trademark / Service Mark Application No.(s)

B. Trademark / Service Mark Registration No.(s)

~~1,510,126~~

Additional numbers Yes No

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

Name: Thomas R. Vigil, Esq.

Internal Address: Welsh & Katz, Ltd.

Street Address: 120 S. Riverside Plaza, #2200

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:.....

1

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

23-0920

10-18-2004

U.S. Patent & TMO/PTM Mail Rcpt Dt. #1

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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.

Thomas R. Vigil

Name of Person Signing

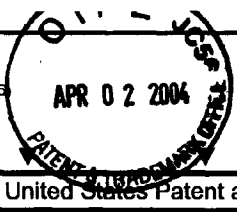
Signature

October 13, 2004

Date

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102714846

Docket No.:

8003-84112

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To the Director of the United States Patent and Tradem

il documents or copy thereof.

1. Name of conveying party(ies):

Guida S.r.L.

4.2.04

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

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: December 22, 2003

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

Name: Zeleco S.p.A.

Internal Address: _____

Street Address: _____

City: _____ State: _____ ZIP: _____

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other

If assignee is not domiciled in the United States, a domestic designation is Yes N

(Designations must be a separate document from

Additional name(s) & address(es) Yes N

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,510,126

Additional numbers

Yes No

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

Name: Thomas R. Vigil

Internal Address: Welsh & Katz, Ltd.

Street Address: 120 S. Riverside Plaza, 22nd Floor

City: Chicago State: IL ZIP: 60606

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:

23-0920

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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.

Thomas R. Vigil

Name of Person Signing

Thomas R. Vigil

Signature

3/30/2004

Date

Total number of pages including cover sheet, attachments, and

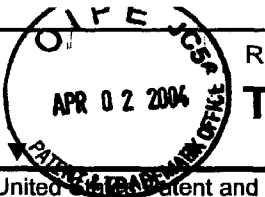
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04-07-2004



102716443

Docket No.:

8003-84112

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To the Director of the United States Patent and Trademark Office

original documents or copy thereof.

1. Name of conveying party(ies):
Guida S.r.L. *4/2/04*

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: _____
Internal Address: _____
Street Address: _____
City: _____ State: _____ ZIP: _____

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other Change of Address

Execution Date: December 22, 2003

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s)
1,510,126

Additional numbers Yes No

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

Name: Thomas R. Vigil
Internal Address: Welsh & Katz, Ltd.
Street Address: 120 S. Riverside Plaza, 22nd Floor
City: Chicago State: IL ZIP: 60606

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:
23-0920

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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.

Thomas R. Vigil *Thomas R. Vigil* 3/30/2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and **35**

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04/06/2004 LHWELDER 0000159 1511126 40.00 0P
01 FC:0521

DEED OF MERGER

of the company "GUIDA – Società a responsabilità limitata" (Limited Liability Company) with the company "ZELECO – S.p.A.", both having their registered office in Biella.

REPUBLIC OF ITALY

The Year 2003 (Two Thousand Three), this Twenty-second (22nd) Day of the Month of December, in Biella, Via Lamarmora, n. 21, in my office.

Before me, Doctor Massimo GHIRLANDA, Notary enrolled in the Notary District of Biella, city of my residence, without the assistance of witnesses, waived by mutual agreement and with my consent by the appearing parties, of whose identity I the Notary am certain, have appeared:

- the company "GUIDA – Società a responsabilità limitata", having its registered office in Biella (BI), via Trieste no. 13, and paid-in capital of Euro 480,000.00=, registered with the Registry of Companies held by the Chamber of Commerce, Industry, Crafts and Agriculture of the province of Biella under no. 07951200588, coinciding with its Taxpayer ID Number, in the person of the Sole Director Mr. MARTINETTI Doctor Marco, born in Ivrea (TO) on 27 January 1944, residing in Burolo (TO), via Bruetto no. 55, director (Taxpayer ID number: MRT MRC 44A27 E379N), who undertakes he is acting by virtue of the mandate conferred to him by the extraordinary meeting of the shareholders of said company on 16 December 2003, as reported in the minutes by my signature no. 117102/15787 of the repertory, registered in Biella on 19 December 2003;
- the company "ZELECO – S.p.A.", having its registered office in Biella (BI), via Trieste, no. 13, and paid in capital of Euro 2,500,000.00=, registered with the Registry of Companies held by the Chamber of Commerce, Industry, Crafts and Agriculture of the province of Biella under no. 02062060021, coinciding with its Taxpayer ID Number, in the person of the Sole Director LANZA Reg. Silvio, born in Biella (BI) on 27 October 1938, residing in Biella (BI), via Cantone Capre, no. 17, industrial executive, who undertakes he is acting by virtue of the mandate conferred to him by the extraordinary meeting of the shareholders of said company on 16 December 2003, as reported in the minutes by my signature no. 117101/15786 of the repertory, registered in Biella on 19 December 2003.

The appearing parties request me to receive the present deed, whereby,

whereas:

- by the aforementioned resolutions, the companies "GUIDA – Società a responsabilità limitata" and "ZELECO – S.p.A." decided to merge by take-over of the former by the latter, according to the financial situation of both companies involved as of 31 October 2003;
- the resolution of the company "GUIDA – Società a responsabilità limitata" was filed in the Registry of Companies at the Chamber of Commerce, Industry, Crafts and Agriculture of the Province of Biella on 17 December 2003 and inscribed therein on the same date;
- the resolution of the company "ZELECO – S.p.A." was filed in the Registry of Companies at the Chamber of Commerce, Industry, Crafts and Agriculture of the Province of Biella on 17 December 2003 and inscribed therein on the same date;
- said merger may be carried out even before the expiration of the term as per Art. 2503 of the Civil Code, since:
 - a) the creditors of the taking-over company "ZELECO – S.p.A." have all given their consent thereto, as attested by the list attached herewith as Exhibit "A";

b) of the creditors of the taken-over company "GUIDA – Società a responsabilità limitata", some have given their consent, as attested by the list attached herewith as Exhibit "B", and to guarantee all other creditors, on 19 December 2003 a term deposit was made in the amount of Euro 3,300,000.00 (three million three hundred thousand and zero cents) on Account No. 4800420015, at the Parma Branch of BANCA NAZIONALE DEL LAVORO s.p.a., as proven by the deposit certificate attached herewith as Exhibit "C";

now, therefore, the parties agree

and stipulate the following:

In execution of the aforesaid resolutions, the companies "GUIDA – Società a responsabilità limitata" and "ZELECO – S.p.A." declare themselves merged by take-over of the former by the latter, on the basis of their respective financial situation as of 31 (thirty-one) October 2003 (two thousand three).

The operations of the taken-over company shall be entered into the financial statements of the taking over company from January First, 2003 (two thousand three), starting date of the current fiscal years of the merging companies, and from that date shall apply the effects as per Art. 123 Paragraph 7 of Presidential Decree 917/1986.

The juridical effects of the merger shall be valid from 31 (thirty-one) December 2003 (two thousand three).

With effect from the effective date of the merger, the taking over company "ZELECO – S.p.A." shall therefore be understood to have taken over by full rights all assets and liabilities of the taken over company "GUIDA – Società a responsabilità limitata", with no exclusions or exceptions and without any increase in its own capital, since it already held the entire capital of the taken over company.

Every person, agency and office, both public and private, is authorised to complete the transcriptions and title transfers consequent to the subject take-over with full and definitive exoneration from any and all liabilities in this regard.

For said purposes, the representative of the taken over company "GUIDA – Società a responsabilità limitata" undertakes that said company is the owner:

A) of the following motor vehicles:

- FORD MONDEO, license plate BR597LT, chassis number WFONXXGBBNVC49683;
- AUDI, license plate BW238SD, chassis number WAUZZZ4BZ1N164358;
- FIAT MARENGO, license plate BW372SB, chassis number ZFA18500000426980;
- MERCEDES ESPANA, license plate BJ227SJ, frame number VSA63809413279853;

B) of the trademarks set out in the document attached herewith as Exhibit "D".

The expenses for the present deed, inherent and consequent, shall be borne by the taking-over company.

This deed is read by me the Notary to the appearing parties, who approve it, waiving the reading of the attachments.

This deed occupies five full pages and some lines of the sixth page of two sheets, typewritten and hand-written by a person in my trust, under my personal direction, and in part hand-written by me the Notary.

Signed in original form:

- Marco MARTINETTI
- Silvio LANZA
- Massimo GHIRLANDA Notary

N. 117355 del Repertorio

N. 15844 di Raccolta

ATTO DI FUSIONE

della società "GUIDA - Società a responsabilità limitata" con la società "ZELECO - S.p.A.", entrambe con sede in Biella.

REPUBBLICA ITALIANA

L'anno 2003 (duemilatre), il giorno 22 (ventidue) del mese di dicembre, in Biella, Via Lamarmora, n. 21, nel mio studio.

Avanti me, dottor Massimo GHIRLANDA, Notaio iscritto nel ruolo del Distretto Notarile di Biella, città di mia residenza, senza l'assistenza dei testimoni, avendovi rinunciato, fra loro d'accordo e col mio consenso, gli infranominati comparenti, della cui identità personale io Notaio sono certo, intervengono:

- la società "GUIDA - Società a responsabilità limitata", con sede in Biella (BI), via Trieste, n° 13, e capitale versato di Euro 480.000,00=, iscritta al Registro delle Imprese tenuto presso la Camera di Commercio, Industria, Artigianato ed Agricoltura della Provincia di Biella col n° 07951200588, coincidente col suo Codice Fiscale, in persona dell'Amministratore Unico signor MARTINETTI dr. Marco, nato a Ivrea (TO) il 27 gennaio 1944, residente a Burolo (TO), via Bruetto, n° 55, amministratore (Codice Fiscale: MRT MRC 44A27 E379N), che dichiara di agire in virtù del mandato conferitogli dall'assemblea straordinaria dei soci di detta società in data 16 dicembre 2003, come risulta dal verbale a mio rogito n° 117102/15787 del repertorio, registrato a Biella il 19 dicembre 2003;

- la società "ZELECO - S.p.A.", con sede in Biella (BI), via Trieste, n° 13, e capitale versato di Euro 2.500.000,00=, iscritta al Registro delle Imprese tenuto presso la Camera di Commercio, Industria, Artigianato ed Agricoltura della Provincia di Biella col n° 02062060021, coincidente col suo Codice Fiscale, in persona dell'Amministratore Unico LANZA Rag. Silvio, nato a Biella (BI) il 27 ottobre 1938, residente a Biella (BI), via Cantone Capre, n° 17, dirigente industriale, che dichiara di agire in virtù del mandato conferitogli dall'assemblea straordinaria degli azionisti di detta società in data 16 dicembre 2003, come risulta dal verbale a mio rogito n° 117101/15786 del repertorio, registrato a Biella il 19 dicembre 2003.

I comparsi signori mi richiedono di ricevere il presente atto, col quale,

premesse:

- che, con le delibere indicate più sopra, le società "GUIDA - Società a responsabilità limitata" e "ZELECO - S.p.A." stabilirono di addivenire alla fusione tra loro mediante incorporazione della prima nella seconda, sulla base della situazione patrimoniale di entrambe le società interessate al-



REGISTRATO A BIELLA

il 23 DIC 2003

al n. 3091

con € 129,11

Depositato alla C.C.I.A.A.
(ZELECO)
della Provincia

di BIELLA

addì 23 DIC 2003

iscritto il 24 DIC 2003

n° 179120

del R.E.A.



TRADEMARK

REEL: 003071 FRAME: 0351

la data del 31 ottobre 2003;

- che la deliberazione della società "GUIDA - Società a responsabilità limitata" è stata depositata nel Registro Imprese presso la Camera di Commercio, Industria, Artigianato ed Agricoltura della Provincia di Biella in data 17 dicembre 2003 ed ivi iscritta in pari data;

- che la deliberazione della società "ZELECO - S.p.A." è stata depositata nel Registro Imprese presso la Camera di Commercio, Industria, Artigianato ed Agricoltura della Provincia di Biella in data 17 dicembre 2003 ed ivi iscritta in pari data;

- che detta fusione può essere attuata anche prima della decorrenza del termine di cui all'art. 2503 del Codice Civile, poichè:

a) i creditori della società incorporante "ZELECO - S.p.A." vi hanno prestato tutti il proprio consenso, come risulta dall'elenco che si allega al presente atto sotto la lettera "A";

b) dei creditori della società incorporanda "GUIDA - Società a responsabilità limitata", alcuni vi hanno prestato il proprio consenso, come risulta dall'elenco che si allega al presente atto sotto la lettera "B", ed a garanzia di tutti gli altri creditori è stato effettuato in data 19 dicembre 2003 il deposito vincolato della somma di Euro 3.300.000,00 (tremilionitrecentomila e zero centesimi) sul C.C. n° 4800420015, presso la Filiale di Parma della BANCA NAZIONALE DEL LAVORO s.p.a., come risulta dall'attestazione del versamento che si allega al presente atto sotto la lettera "C";

convengono

e stipulano quanto segue:

In esecuzione delle deliberazioni più sopra richiamate, le società "GUIDA - Società a responsabilità limitata" e "ZELECO - S.p.A." si dichiarano fuse mediante incorporazione della prima nella seconda, sulla base della rispettiva situazione patrimoniale alla data del 31 (trentuno) ottobre 2003 (duemilatre).

Le operazioni della società incorporata verranno imputate al bilancio della società incorporante dal primo gennaio 2003 (duemilatre), data d'inizio degli esercizi sociali in corso delle società partecipanti alla fusione, così come da tale data decorreranno gli effetti di cui all'art. 123 comma 7 del D.P.R. 917/1986.

Gli effetti giuridici della fusione decorreranno dal 31 (trentuno) dicembre 2003 (duemilatre).

Con effetto dal momento di efficacia della fusione, la società incorporante "ZELECO - S.p.A." s'intende quindi subentrata di pieno diritto in tutto il patrimonio della società incorporata "GUIDA - Società a responsabilità limitata", nulla escluso od eccettuato e senza far luogo ad alcun

aumento del proprio capitale, già essa detenendo l'intero capitale della società incorporata.

Ogni persona, ente ed ufficio, sia pubblico che privato, resta autorizzato ad eseguire le trascrizioni e le volture conseguenti all'incorporazione in oggetto con pieno e definitivo esonero da ogni responsabilità al riguardo.

Ai detti fini, il rappresentante della società incorporata "GUIDA - Società a responsabilità limitata" dichiara che la stessa è proprietaria:

A) dei seguenti automezzi:

- FORD MONDEO targata BR597LT telaio WFONXXGBBNVC49683;
- AUDI targata BW238SD telaio WAUZZZ4BZ1N164358;
- FIAT MARENGO targato BW372SB telaio ZFA18500000426980;
- MERCEDES ESPANA targato BJ227SJ telaio VSA63809413279853;

B) dei marchi risultanti dal documento che si allega al presente atto sotto la lettera "D".

Le spese del presente atto, inerenti e conseguenti, sono a carico della società incorporante.

Quest'atto viene da me Notaio letto ai comparenti, che lo approvano, dispensandomi dalla lettura degli allegati.

Occupi cinque pagine intere ed alcuni righi della sesta di due fogli, dattiloscritte e manoscritte da persona di mia fiducia, sotto la mia personale direzione, ed in parte manoscritte da me Notaio.

In originale firmato:

- Marco MARTINETTI
- Silvio LANZA
- Massimo GHIRLANDA Notaio



Depositato alla C.C.I.A.A.
della Provincia (GUIDA)

di BIELLA

addì 24 DIC 2002

iscritto il 24 DIC 20

n° 181157

del R.E.A.

