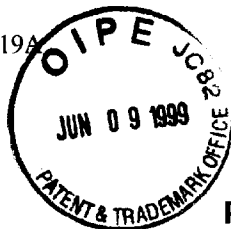


10

FORM PTO-1619A
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06-11-1999



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PATENT

REEL: 009996 FRAME: 0946

Correspondent Name and Address

Area Code and Telephone Number

202-962-4800

Name Julie A. Petruzzelli

Address (line 1) Venable, Baetjer, Howard & Civiletti, LLP

Address (line 2) P.O. Box 34385

Address (line 3)

Address (line 4) Washington, DC 20043-9998

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

14

Application Number(s) or Patent Number(s)

☐ Mark if additional numbers attached

Enter either the Patent Application Number or the Patent Number (DO NOT ENTER BOTH numbers for the same property).

Patent Application Number(s)

Patent Number(s)

5037432

If this document is being filed together with a new Patent Application, enter the date the patent application was signed by the first named executing inventor.

Month Day Year

Patent Cooperation Treaty (PCT)

Enter PCT application number

only if a U.S. Application Number has not been assigned.

PCT

PCT

PCT

PCT

PCT

PCT

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$ 40.00

Method of Payment:
Deposit Account

Enclosed ☒

Deposit Account ☐

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

22-0261

Authorization to charge additional fees:

Yes ☒

No ☐

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. Charges to deposit account are authorized, as indicated herein.

Julie A. Petruzzelli

Name of Person Signing

Signature

Date

Dott. Luciano Quaggia

notaio

Via A. Manzoni, 41 - 20121 Milano - Tel. 02/6555500 (6 linee r.a.)

Via Manzoni 41 - 20121 MILANO

Tel. (02) 65.55.500

CESSIONE DI BREVETTI

Con la presente scrittura i sottoscritti signori:

- GINEBRI OTELLO, nato a Viterbo il 2 aprile 1942, residente a Viterbo, Via della Mazzetta n. 7, libero professionista, codice fiscale GNBTL42D02M082H,

- GAVAZZA ANTONIO, nato a Novi Ligure il 10 marzo 1949, domiciliato per la carica in Milano, Corso San Gottardo n. 49, consulente, il quale interviene al presente atto nella sua qualità di Presidente del Consiglio di Amministrazione della società

" PARTECIPAZIONI ASSOCIATE S.P.A. "

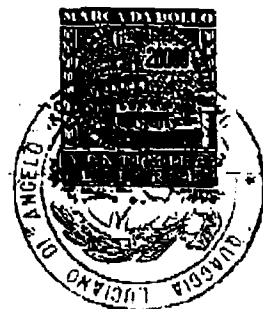
con sede in Milano, Corso San Gottardo n. 49, col capitale sociale di Lire 200.000.000. (duecentomilioni), iscritta al Registro Imprese di Milano al n. 217769 ed al R.E.A. al n. 1536041, codice fiscale 12119280159,

munito degli occorrenti poteri per quanto infra in forza di delibera consiliare in data 19 aprile 1999 che per estratto in autentica Dott. Luciano Quaggia Notaio in Milano in data odierna n. 172.765 di repertorio, si allega al presente atto con la lettera "A", per farne parte integrante e sostanziale e previa lettura datane ai comparenti,

PREMESSO

a) che il signor Ginebri Otello, è titolare del 50% (cinquanta per cento) dei seguenti brevetti:

1) brevetto n. 1184922 rilasciato in data 28 ottobre 1987,



Registrato
a Milano

// 04/05/99

N. _____

Lire _____

richiesto con domanda n. 67279-A/85 e depositato presso il Ministero dell'Industria del Commercio e dell'Artigianato Ufficio Centrale Brevetti italiano in data 22 marzo 1985;

2) brevetto n. 5037432 rilasciato in data 6 agosto 1991, richiesto con domanda n. 277331 e depositato negli Stati Uniti d'America (U.S.A.) in data 28 novembre 1988;

3) Fasi nazionali del Brevetto Europeo n. 0318042 rilasciato in data 17 luglio 1991 e depositato nei seguenti paesi:

- Belgio;

- Francia;

- Germania (n. di traduzione P3863756.1).

b) che il signor Ginebri Otello intende cedere detti brevetti alla società PARTECIPAZIONI ASSOCIATE S.P.A. che intende acquistarli;

TUTTO CIO' PREMESSO

stipulano e convengono quanto segue:

IN PRIMO LUOGO

il signor Ginebri Otello, cede e vende alla società PARTECIPAZIONI ASSOCIATE S.P.A., che, come sopra rappresentata, accetta ed acquista, la sua quota del 50% dei suddetti brevetti, divenendo, quindi, unica titolare e proprietaria, col diritto di disporre liberamente in ogni tempo e per qualsiasi titolo, compresi tutti i diritti inerenti.

L'acquirente viene quindi autorizzato a registrare il presente atto presso l'Ufficio Italiano Brevetti e Marchi e presso

gli Uffici Brevetti e Marchi esteri.

IN SECONDO LUOGO

Il prezzo di detta cessione è convenuto in complessive Lire 25.000.000 (venticinquemilioni), somma che la parte cedente dichiara di avere già ricevuto dalla parte cessionaria alla quale rilascia pertanto ampia e definitiva quietanza di pieno saldo e pagato, dichiarando di non avere più nulla a pretendere in dipendenza del presente atto.

IN TERZO LUOGO

Il signor Ginebri Otello, dichiara di non aver già ceduto o vincolato a terzi alcun diritto inerente alla sua quota di tali brevetti né in Italia, né all'estero, e che essi gli appartengono in piena proprietà e disponibilità.

Spese e tasse del presente atto, con le annesse e dipendenti tutte, sono a carico della società.

Firmato: Otello Ginebri

Firmato: Antonio Gavazza

Repertorio n. 172.766

AUTENTICA DI FIRME

REPUBBLICA ITALIANA

Milano, 19 aprile 1999.

Certifico io sottoscritto dottor Luciano Quaggia, Notaio in Milano ed iscritto presso il Collegio Notarile di Milano che, senza l'assistenza dei testimoni per espressa rinuncia fatta di comune accordo dalle parti e con il mio consenso, i signo-

ri:

- GINEBRI OTELLO, nato a Viterbo il 2 aprile 1942, residente a Viterbo, Via della Mazzetta n. 7, libero professionista,

- GAVAZZA ANTONIO, nato a Novi Ligure il 10 marzo 1949, domiciliato per la carica in Milano, Corso San Gottardo n. 49, consulente, nella sua qualità di Presidente del Consiglio di Amministrazione della società

" PARTECIPAZIONI ASSOCIATE S.P.A. "

con sede in Milano, Corso San Gottardo n. 49,

della cui identità personale qualifica e poteri io Notaio so-

no certo, hanno qui sopra apposto la loro firma alla presenza

di me Notaio, che mi sottoscrivo qui in calce.

Milano, Via Alessandro Manzoni n. 41, diciannove aprile mil-
lenovecentonovantanove.

Firmato: Luciano Quaggia notaio (L.S.)



(Official Stamp)
Notary in Milan
(Tax Stamp)

Affidavit of Accuracy

I, Tamar Paltrow Zwerdling, of *Victoria Enterprises, Inc.*, 1900 L Street, N.W., Suite 202, Washington, D.C. 20036, USA, certify that I am competent in the Italian and English languages and that the present document is, to the best of my knowledge, a true and faithful translation of the attached original text. *Victoria Enterprises, Inc.*, is not responsible for any damages that may result from the use of this translation.

Tamar Zwerdling

June 3, 1999

*If you have any questions about the above translation,
please contact Victoria Enterprises, Inc. at 202-785-1935*

(Along the
side)
Dr. Luciano
Quaggia
Notary
Via A.
Manzoni, 41
20121 Milan
Tel.
02/655.5500
(6 lines)

Via Manzoni 41 - 20121 MILAN
Tel. (02) 65.55.566
Transfer of Patents

Stamp
Tax
(Official
Seal)
Luciano
Quaggia
Di
Angelo
Notary

With this document, the undersigned gentlemen,

- OTELLO GINEBRI, born in Viterbo on April 2, 1942,
resident in Viterbo on Via della Mazzetta, no. 7, self employed,
with Tax ID no. GNBTL42D02M082H;

- ANTONIO GAVAZZA, born in Novi Ligure on March 10,
1949, consultant and registered in residence in Milan at Corso
San Gottardo no. 49 for his role as President of the Board of
Directors of the Administration for this company

“PARTECIPAZIONI ASSOCIATE S.P.A.”

with headquarters in Milan, Corso San Gottardo no. 49, with a
company stock of Lire 200,000,000 (two hundred million),
registered in the Commercial Registration Board of Milan at no.
217769 and in the R.E.A. at no. 1536041, with tax id. No.
12119280159,

holding the necessary authorizations as they were granted by
deliberation of the Board on April 19, 1999 as noted in the
certified summary, Dr. Luciano Quaggia, Notary in Milan on
today's date at no. 172.765 of the index, does hereby attach this
document by letter A so that it becomes an integral and
important part of the summary and subject to reading by those
present;

GIVEN

a) that Mr. Otello Ginebri is holder of 50% (fifty percent) of the
following patents:

1) Patent no. 1184922 issued on October 28, 1987,

Registered in
Milan
on 05/04/99
no. _____
Lire _____

requested by form no. 67279-A/85 and registered with the Ministry of Industry, Commerce and Handicrafts at the Central Office of Italian Patents on March 22, 1985;

2) Patent no. 5037432 issued on August 6, 1991, requested by form no. 277331 and registered in the United States of America (USA) on November 28, 1988;

3) National Phases of European Patents no. 0318042 issued on July 17, 1991 and registered in the following countries:

- Belgium;
- France;
- Germany (translation no. P3863756.1).

b) that Mr. Otello Ginebri intends to transfer these patents to the company known as PARTECIPAZIONI ASSOCIATE S.P.A. who in turn intends to acquire them.

GIVEN THE ABOVE

they hereby stipulate and agree as follows;

FIRST OF ALL

Mr. Otello Ginebri, transfers and sells to PARTECIPAZIONI ASSOCIATE S.P.A. who, is represented as noted above, does hereby accept and acquire its share of 50% of the listed patents thereby becoming the sole holder and owner with complete authorization to dispose of them at any time and for any amount, including all of the inherent rights.

The purchaser is hereby authorized to register this agreement at the Office of Italian Patents and Trademarks and at the Office of Foreign Patents and

Trademarks.

IN THE SECOND PLACE

The price of this transfer is agreed at a total of Lire 25,000,000 (twenty five million), an amount that the granting party declares to have already received from the receiving party to whom he releases full and final receipt for balance and payment, hereby stating that he has nothing more to receive from this agreement.

IN THE THIRD PLACE

Mr. Otello Ginebri, states to have never previously transferred or bound any rights included in his share of these patents to third parties either in Italy or in a foreign country and that these patents are completely owned and fully available.

All costs associated with this agreement, with all associated fees and charges are to be paid in full by the company.

Signed: Otello Ginebri

Signed: Antonio Gavazza

Index no. 172.766

AUTHENTICATION OF THE SIGNATURES

REPUBLIC OF ITALY

Milan, April 19, 1999.

I the undersigned Dr. Luciano Quaggia, Notary in Milan and registered with the Notary Board in Milan do hereby certify that, without the participation of witnesses by expressed waiver made in full agreement by the parties and with my consensus, the following gentlemen,

- OTELLO GINEBRI, born in Viterbo on April 2, 1942, resident in Viterbo on Via della Mazzetta, no. 7, self employed,
- ANTONIO GAVAZZA, born in Novi Ligure on March 10, 1949, consultant and registered in residence in Milan at Corso San Gottardo no. 49 for his role as President of the Board of Directors of the Administration for this company

“PARTECIPAZIONI ASSOCIATE S.P.A.”

with headquarters in Milan, Corso San Gottardo no. 49,
whose personal identity, authorizations and rights are known personally by me, Notary, have here placed their signatures in my presence as Notary and I undersign by hand my signature.

Milan, Via Alessandro Manzoni, no. 41, April nineteenth, nineteen hundred ninety nine.

Signed: Luciano Quaggia, Notary (L.S.)

(Official Stamp)

QUAGGIA LUCIANO

DI ANGELO

NOTARY IN MILAN

Verbale di riunione



Oggi, 19 aprile 1999, alle ore 16, in Milano C.so San Gottardo 49, presso la sede della PARTECIPAZIONI ASSOCIATE spa si è riunito il Consiglio di Amministrazione per discutere e deliberare sul seguente

ordine del giorno

- Autorizzazione agli Amministratori Delegati per l'acquisto di brevetti e conferimento dei poteri necessari.

Sono presenti tutti i Consiglieri Signori Antonio Gavazza, Paolo Giaccherio, Enrico Crippa nonché i Sindaci Signori Emanuele Oliva e Silvana Cattani, assente giustificata è il Sindaco Sig.ra Mattiella Crepaldi.

Su designazione degli intervenuti ed ai sensi di legge assume la presidenza della riunione il Sig. Antonio Gavazza e funge da segretario il Sig. Emanuele Oliva.

Il Presidente, constata e fa constatare la validità della riunione, apre quindi la seduta passando allo svolgimento di quanto posto all'ordine del giorno.

Il Presidente informa quindi gli intervenuti della possibilità di acquisire dei brevetti o quote di brevetti e chiede che il Consiglio autorizzi a tal fine gli attuali Amministratori delegati e conferisca agli stessi anche tutti i necessari poteri.

Dopo lunga ed esauriente discussione il Consiglio

delibera

di autorizzare anche disgiuntamente i due Amministratori Delegati Signori Antonio Gavazza e Sig. Paolo Giaccherio all'acquisizione di brevetti o quote di brevetti e conferisce loro tutti i poteri necessari a tal fine.



Null'altro essendovi da deliberare e nessuno chiedendo la parola, la riunione viene sciolta alle ore 17 previa redazione e sottoscrizione del presente verbale, approvato e sottoscritto.

Il Segretario

Il Presidente



N. 172.765 DI REP.

Attesto io sottoscritto Dott. LUCIANO QUAGGIA Notaio in Milano, iscritto presso il Collegio Notarile di Milano, che la presente copia fotostatica è conforme al verbale del libro verbali consiglio della società

"PARTECIPAZIONI ASSOCIATE S.P.A."

con sede in Milano, Corso San Gottardo n. 49,

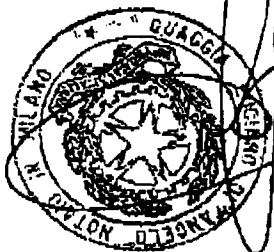
libro regolarmente bollato alla prima vidimazione da me notaio in data 06.05.1997 n. 156.889 di Repertorio ed appare regolarmente tenuto ai sensi di legge.

Milano, Via Alessandro Manzoni n. 41, diciannove aprile mil-
lenovecentonovantanove.

Firmato: Luciano Quaggia notaio (L.S.)

COPIA CONFORME ALL'ORIGINALE

MILANO, 4 Maggio 1999



Affidavit of Accuracy

I, Tamar Paltrow Zwerdling, of *Victoria Enterprises, Inc.*, 1900 L Street, N.W., Suite 202, Washington, D.C. 20036, USA, certify that I am competent in the Italian and English languages and that the present document is, to the best of my knowledge, a true and faithful translation of the attached original text. *Victoria Enterprises, Inc.*, is not responsible for any damages that may result from the use of this translation.

Tamar Zwerdling

June 3, 1999

*If you have any questions about the above translation,
please contact Victoria Enterprises, Inc. at 202-785-1935*

Meeting Minutes

Today, April 19, 1999, at 4:00 p.m. in Milan at Corso San Gottardo, 49, at the headquarters of PARTECIPAZIONI ASSOCIATED spa, the Board of Directors has come together to discuss and deliberate the following

business of the day

Authorization to be granted to the Managing Directors for the acquisition of patents along with transfer of necessary powers.

All of the Directors are here present, Antonio Gavazza, Paolo Giacchero, Enrico Crippa as well as the Auditors Emanuele Oliva and Silvana Cattani. Absent with justification is Auditor Mrs. Mattiella Crepaldi.

By nomination of those present and as per the dispositions of the law, the, Mr. Antonio Gavazza assumes the role of President of the Meeting and Mr. Emanuele Oliva assumes the role of Secretary.

The President, once verifying and having the others verify the legality of the meeting, does open the session and passes to the discussion of that noted as the business of the day.

The President then informs those present of the possibility of acquiring various patents or shares of patents and requests that for this purpose the Board authorize and grant the current Managing Directors all powers necessary.

After long and exhausting discussion the Board

deliberates

to authorize even separately the two Managing Directors Mr. Antonio Gavazza and Mr. Paolo Giacchero for the acquisition of patents or shares of patents and does grant them all the necessary powers for this purpose.

With nothing more to be deliberated and no other party present requesting the floor, the meeting was adjourned at 5:00 p.m. subject to compilation and underwriting of these minutes.

Read, approved and undersigned.

Secretary
(Illegible Signature)

President
(Illegible Signature)

I the undersigned, Dr. LUCIANO QUAGGIA, notary public in Milan, registered with the Notary Board of Milan, do hereby affirm that this photocopy is in conformity with the minutes from the Board of Director Registry of Minutes for the company called

“PARTECIPAZIONI ASSOCIATE S.P.A.”

with headquarters in Milan on Corso San Gottardo, no. 49,
whose Registry is duly stamped by me in my capacity as notary on the first certification dated 05/06/1997, no. 156.889 of the Index and appears to have been duly maintained as per the dispositions of the law.

Milan, Via Alessandro Manzoni, no. 41, April nineteenth, nineteen hundred ninety nine.

Signed: Luciano Quaggia, notary (L.S.)

THIS COPY CONFORMS TO THE ORIGINAL

MILAN, May 4, 1999

(Official Stamp)
QUAGGIA LUCIANO
DI ANGELO
NOTARY IN MILAN

(Illegible Signature)