

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT5284638

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2006
CONVEYING PARTY DATA	
Name	Execution Date
MISAL AREXONS S.P.A.	08/23/2006
RECEIVING PARTY DATA	
Name:	TBM S.P.A.
Street Address:	VIA VINCENZO MONTI 41
City:	20123 MILANO
State/Country:	ITALY
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	D519622
CORRESPONDENCE DATA	
Fax Number:	(212)246-8959
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	2127083460
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ATTORNEY DOCKET NUMBER:	A18PA07840
NAME OF SUBMITTER:	SCOTT LEBSON
SIGNATURE:	/sjl/
DATE SIGNED:	12/14/2018
Total Attachments: 10	
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Translation from Italian

(Left margin reads: ZABBAN – RAMPOLLA and Associates - Civil Notaries – 20123 Milan, Via Metastasio, 5 – Phone 02.32.337.1 / Fax : 02 43.337.337

Right margin has two tax stamps crossed by the notary's seal and a partly illegible handwritten seal reading: 29 Aug. 2006, 6572, 1, Euro 843,72.)

Notarial record entries: N. 22548 di repertorio – N. 5998 di raccolta

MERGER

THE ITALIAN REPUBLIC

23 August 2006

The year two thousand six, the twenty-third day of the month of August.

In Milan, Via Metastasio n. 5

Before me, Dr. STEFANO RAMPOLLA, a civil law notary in Milan, registered with the Association of Notaries of Milan, appear:

- Ms. Chiara Marinozzi, born in Bologna on 26 June 1977, domiciled in Milan, via Barozzi n. 1, who intervenes in this act – expressly authorized to act in this transaction as representative of the companies that participate in this merger: “TBM S.p.A.” and “FL SPRING S.p.A”, - in her capacity as

* attorney-in-fact for

“TBM S.p.A.”

a sole-shareholder corporation with registered office in Milan, via Vincenzo Monti n. 41, with fully paid-in share capital of Euro 20.010.000,00 (twenty- million ten thousand, zero, zero), registered with the Companies Registry of Milan with registration and taxpayer number 05082750968 and Economic Administrative Registration N. 1795294,

vested with the required powers conferred by special power of attorney dated 16 June 2006, n. 52780 of *repertorio* in the records of civil law notary Mr. Filippo Zabban of Milan, the original instrument being attached hereto as Annex “A”,

as well as

* in her capacity as attorney-in-fact for

“FL SPRING S.p.A.”

a sole-shareholder corporation with registered office in Milan, via Domenico Scarlatti n.31, with fully paid-in share capital of Euro 110.000,00 (one hundred ten thousand, zero, zero),

registered with the Companies Registry of Milan, with registration and taxpayer number 04043020967, Economic Administrative Registration N. 1721478, vested with the necessary powers conferred by special power of attorney dated 18 June 2006, n. 52779 of *repertorio* in the records of civil law notary Mr. Filippo Zabban of Milan, the original instrument being attached hereto as Annex "B",
- Ms. Linda Pietrostefani, born in Viareggio on 18 August 1971, domiciled in Milan, via Barozzi n. 1, who intervenes in this act in her capacity as special attorney of

" FL SELENIA S.p.A."

a sole-shareholder corporation with registered office in Villastellone (TO), via Santena n. 1, with fully paid-in share capital of Euro 2.010.000,00 (two million ten thousand, zero, zero), registered with the Companies Registry of Turin, with registration and taxpayer number 00844490151, Economic Administrative Register N. 998965, vested with the necessary powers conferred by special power of attorney dated 28 June 2006, n. 108.759 of *repertorio* in the records of civil law notary Mr. Ettore Morone of Turin, the original instrument being attached hereto as Annex "C",
- Mr. Nicola Marchioro, born in Brescia on 13 September 1980, domiciled in Milan, via Barozzi n. 1, who intervenes in this act in his capacity as attorney-in-fact of

"MISAL AREXONS – Società per Azioni"

a sole-shareholder corporation with registered office in Rome, via del Poggio Laurentino n. 2, with fully paid-in share capital of Euro 15.300.000 (fifteen million three hundred thousand, zero, zero), registered with the Companies Registry of Rome, with registration and taxpayer number 97157350584, Economic Administrative Registration N. 907437, vested with the necessary powers conferred by special power of attorney dated 28 June 2006, n. 108.760 of *repertorio* in the records of civil law notary Mr. Ettore Morone of Turin, the original instrument being attached hereto as Annex "D",

Said parties, of whose personal identities I, civil law notary, am certain, recite the following

RECITALS

- "TBM S.p.A" (a sole-shareholder corporation), pursuant to the minutes of the corporation transcribed in the records of civil-law notary Dr. Filippo Zabban of Milan on 31 May 2006 number 52686/7546 of *repertorio*, registered with the Companies Registry of Milan on 5 June 2006 (record book) *protocollo* n 178630 of 5 June 2006), has decided the merger by

acquiring "FL SPRING S.p.A", "FL SELENIA S.p.A." and "MISAL AREXONS – Società per Azioni", all of which sole-shareholder corporations, having the pertaining merger plan been approved;

- In turn, the corporation "FL SPRING S.p.A." (a sole-shareholder corporation), pursuant to the minutes of the corporation transcribed in the records of civil-law notary Dr. Filippo Zabban of Milan on 31 May 2006 number 52689/7549 of *repertorio*, registered with the Companies Registry of Milan on 5 June 2006 (record book) *protocollo* n 178632 of 5 June 2006), has decided to merge into "TMB S.p.A", a sole-shareholder corporation, having the pertaining merger plan been approved;

- In turn, the corporation "FL SELENIA S.p.A." (a sole-shareholder corporation), pursuant to the minutes of the corporation transcribed in the records of civil-law notary Dr. Filippo Zabban of Milan on 31 May 2006 number 52688/7548 of *repertorio*, registered with the Companies Registry of Turin on 5 June 2006 (record book) *protocollo* n 69617 of 5 June 2006), has decided to merge into "TMB S.p.A" , a sole-shareholder corporation, having the pertaining merger plan been approved;

- In turn, the corporation "MISAL AREXONS – Società per Azioni" (a sole-shareholder corporation), pursuant to the minutes of the corporation transcribed in the records of civil-law notary Dr. Filippo Zabban of Milan on 31 May 2006 number 52687/7547 of *repertorio*, registered with the Companies Registry of Turin on 5 June 2006 (record book (*protocollo*) n. 135760 of 5 June 2006), has decided to merge into "TMB S.p.A" , a sole-shareholder corporation, having the pertaining merger plan been approved;

- that this merger comes as a result of the leveraged buyout under section 2501-bis of the Italian Civil Code, having the acquiring corporation assumed debts for the acquisition of "FL SPRING S.p.A", and indirectly, of its subsidiary corporations.

The parties represent that:

- on 23rd December 2005 "TBM S.p.A" acquired a shareholding equivalent to 100% of the "FL SPRING S.p.A.'s" stock capital, (which, as of such date, already held 100% of "FL SELENIA S.p.A") ;

- on 19 December 2005, "FL SELENIA S.p.A." acquired 100% of "MISAL AREXONS – Società per Azioni";

- on 23 December 2005, "TBM S.p.A." and other companies of the Selenia Group, in order to finance such acquisition and to refinance the existing debt owed by some companies of the Selenia Group, entered certain financing contracts with certain banks and finance institutions as better described in the Directors' project and report;

- on the date hereof the acquiring "TBM S.p.A." owns the entire share capital of the acquired "FL SPRING S.p.A." which, in turn, owns 100% of the share capital of the also acquired "FL SELENIA S.p.A.", which, in turn holds the entire share capital of the also acquired "MISAL AREXONS – Società per Azioni" (all of which being sole-shareholder corporations);

- "TBM S.p.A.", "FL SPRING S.p.A.", "FL SELENIA S.p.A." and "MISAL AREXONS – Società per Azioni" (all of which being sole-shareholder corporations) now intend to proceed to merge; for such purposes, the Parties, in the above-stated capacities, having been warned by me, a civil-law notary of the penal sanctions provided by section 76 of Decree D.P.R. 28 December 2000 n. 445 for false representations in legal instruments, hereby declare that the term provided by section 2503, first paragraph of the Italian Civil code has expired without any creditors having filed any oppositions.

NOW THEREFORE,

The parties through the above-mentioned representatives, considering the above recitals, declare as follows:

1) "TBM S.p.A." and "FL SPRING S.p.A.", "FL SELENIA S.p.A." and "MISAL AREXONS – Società per Azioni" (all of which being sole-shareholder corporations) are hereby merged - having the above-referred term expired – whereby the former corporation acquires the last three corporations on the basis of the plan attached to the above-cited merger resolutions as approved thereby, and on the basis of their corresponding balance sheets as of the financial year closed on 31st December 2005 with respect to all the acquired corporations, and on the basis of the financial year closed on 22nd December 2005 only with respect to the acquiring corporation.

2) In execution of the plan and the resolutions of the shareholders' meetings, the merger shall be as follows:

A. MANNER OF EXECUTION OF THE MERGER

Recalling the declarations of the above recitals and based on the situations and on the composition of the acquired corporations, which the Parties witness that is the same at present, the parties now proceed to merge;

for the purposes of executing the merger, the parties shall only proceed to cancel all the shares of the acquired companies held directly and indirectly by "TBM S.p.A.", without any increase of "TBM S.p.A.'s" capital (and therefore without any allotment to "Sole Italia S.p.A.", "TBM S.p.A.'s" sole shareholder, of other shares of the acquiring corporation, and without share swap).

As a result of the merger, therefore, "FL SPRING S.p.A.", "FL SELENIA S.p.A." and "MISAL AREXONS – Società per Azioni" shall extinguish by their being merged into and acquired by "TBM S.p.A.", and "Sole Italia S.p.A." shall remain "TBM S.p.A.'s" sole shareholder.

B. EFFECTIVE DATE OF THE MERGER

Pursuant to section 2504-bis, second paragraph of the Italian Civil Code, the effective date of the Merger shall be the first day of the month subsequent to that in which the last registration of this instrument with the pertaining Companies Registry shall be accomplished. After the effective date of the Merger, the Acquiring Corporation shall succeed all the legal relations, as debtor and as creditor, belonging to the Acquired Corporations.

For accountancy and tax purposes and for the effects of section 2501-ter n. 6 of the Italian Civil Code, all transactions by "FL SPRING S.p.A.", "FL SELENIA S.p.A." and "MISAL AREXONS – Società per Azioni" shall be ascribed to the balance sheet of "TBM S.p.A.", according to section 2504-bis, third paragraph of the Italian Civil Code and to Section 172 T.U.I.R (as amended by the latest Legislative Decree *D.Lgs.* 344/2003), ninth paragraph) starting the 1st Jan, 2006.

3) Consequently, the acquiring corporation, by the effect of the merger, succeeds all rights and obligations of each of the acquired corporations.

4) In order to comply with the mandatory publication and the transcription of the assets of the acquired corporations, the parties declare as follows:

A) The representative of the acquired "FL SELENIA S.p.A." declares – and expressly states that the following list is a mere example and does not prevent the acquiring corporation from succeeding all the acquired corporation's relationships – that the following are among the assets of the acquired corporation:

REAL ESTATE PROPERTY

In the Comune di Villastellone (TO), in Via Santena n. 1, and partly in the Comune di Santena:

- a real estate complex made up of industrial facilities, offices and pertaining areas.

Said complex is registered with the Real Property Registry as follows:

* in the Buildings Cadastre:

Folio 6, chart 22 sub I, Via Santena n. 1, Ground Floor, Category D/1, R.C. Euro 300,453, 97.

- In the Lands Cadastre of the Comune of Villastellone:

Folio 6, chart 112, urban entity, 8.85.73 hectares (lot 1);

Folio 6, chart 164, urban entity, 0.74.64 hectares (lot 1);

Folio 6, chart 22, urban entity, 0.00.40 hectares (lot 1);

Folio 6, chart 60, urban entity, 0.07.20 hectares (lot 1);

Folio 6, chart 236, urban entity, 0.21.80 hectares (lot 1);

Folio 6, chart 64, *fu d'accert*, 0.05.33 hectares;

Folio 6, chart 70, *fu d'accert*, 0.52.80 hectares;

Folio 6, chart 80, *fu d'accert*, 0.73.92 hectares;

Folio 6, chart 88, *fu d'accert*, 0.00.25 hectares;

Folio 6, chart 90, sowable land, class 2, 0.21.84 hectares, R.D Euro 22,56, R.A., Euro 16,36;

Folio 6, chart 91, sowable land, class 2, 0.04.89 hectares, R.D Euro 5,05, R.A., Euro 3,66;

Folio 6, chart 94, sowable land, class 2, 0.05.78 hectares, R.D Euro 5,97, R.A., Euro 4,33;

Folio 6, chart 95, sowable land, class 2, 0.02.80 hectares, R.D Euro 2,89, R.A., Euro 2,10;

Folio 6, chart 97, sowable land, class 2, 0.04.00 hectares, R.D Euro 4,13, R.A., Euro 3,00;

Folio 6, chart 99, sowable land, class 2, 0.06.73 hectares, R.D Euro 6,95, R.A., Euro 5,04;

Folio 6, chart 100, *fu d'accert*, 0.00.80 hectares;

Folio 6, chart 101, *fu d'accert*, 0.02.00 hectares;

32,97.

Folio 50, chart 88, watered meadow, class 1, 0.03.50 hectares, R.D. Euro 3,40, R.A. Euro 2,53.

Folio 50, chart 89, *rel. acq. es*, 0.01.50 hectares.

Folio 50, chart 90, watered meadow, class 1, 0.05.90 hectares, R.D. Euro 5,73, R.A. Euro 4,27.

Folio 50, chart 100, watered meadow, class 1, 0.03.70 hectares, R.D. Euro 3,59, R.A. Euro 2,68;

Folio 50, chart 102, *rel. acq. es*, 0.00.90 hectares.

Correspondences, *in corpo*:

charts 104,29,30,31,12,32,64,65,66,67,68, Via Antica di Cassano, Via Lecco, charts 13, 110, 72, 73, 36, Via Lodi, charts 79, 34,85 and 108.

The foregoing information is subject to other and/or more precise boundaries.

TRADEMARKS

As described in Annex "L" hereto;

PATENTS

As described in Annex "M" hereto;

SHAREHOLDINGS

SUBJECT TO MANDATORY PUBLICITY

As described in Annex "N" hereto.

5) The acquiring corporation may carry out any act, procedure or formality in order to have itself acknowledged as the successor of every debt or credit relation of the acquired corporations; all offices, entities and governmental agencies are hereby authorized to carry out, without any responsibility thereon, all the changes in the title to any asset, escrow deposit, license, and the like.

6) Last, the Parties hereby declare that – starting on the date in which this merger shall become effective – the bylaws of the acquiring corporation shall be amended according to the deliberations adopted by the already mentioned shareholders' meeting of "TBM S.p.A." (a sole-shareholder corporation) on 31 May 2006, as entered in the minutes on the same date, n. N. 52686/7546 of *repertorio* in the records of civil-law notary public Filippo Zabban of Milan; these amendments include, in particular, the change of name of the

acquiring corporation into "FL SELENIA S.p.A", the transfer of the registered office of the corporation to Villastellone (TO) to the address of Via Santena n. 1, the purpose of the corporation and the date of closing of the financial year.

Consequently – pursuant to the instructions released by the shareholders' meeting of the acquiring corporation on 31 May 2006 – the board of directors shall file the text of the thus updated bylaws with the Companies Registry, once that the merger (and thereby the mentioned bylaws modifications) shall have become effective.

7) By effects of the merger all the corporate officials of the acquired corporations shall cease their offices.

I, the civil-law notary, have read out this instrument to the appearing parties, who have approved thereof and who have waived the reading of the annexes.

By electronic system operated by a person I trust and by me having completed by hand, this instrument is made up of six folios and twenty-two pages up to this one.

Signed: Chiara Marinozzi

Signed: Linda Pietrostefani

Signed: Nicola Marchioro

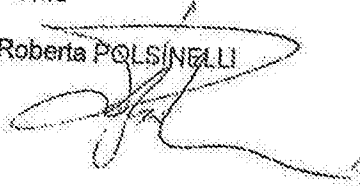
Signed: Stefano Rampolla

DECLARATION

The undersigned, being familiar with both the English and Italian languages, do hereby solemnly declare that according to the best of my ability this document is a true and accurate translation of the relevant portions of the attached document.

Name

Roberta POLSINELLI

A handwritten signature in black ink, appearing to be 'Roberta Polsinelli', written over the printed name.

UNITED STATES OF AMERICA

SCHEDULE

PATENT DESIGN NO.

D519622