



FORM PTO-1594

RE:

05-15-2003



U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 06639.0021

To the Honorable Commissioner of Patents and Trademarks

102449165

original documents or copy thereof.

1. Name(s) of conveying party(ies):
PIRELLI CAVI E SISTEMI S.P.A.

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

5-12-03

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

3. Nature of conveyance:

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

Execution Date: December 30, 2002

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

Name: Pirelli S.p.A.
Address: Viale Sarca 222
Milan, Italy

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation Italy
- Other:

If assignee is not domiciled in the United States, a domestic representative is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application Number(s):

See Attached Exhibit A

Additional numbers attached? Yes No

B. Trademark Registration Number(s):

See Attached Exhibit A

Yes No

7399666

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

Name: Virginia L. Carron

Address: FINNEGAN, HENDERSON, FARABOW,
GARRETT & DUNNER, L.L.P.
1300 I Street, N.W.
Washington, D.C. 20005-3515

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41): \$890.00

- Enclosed
- Authorized to be charged to deposit account)
- Authorized to be charged to deposit account only if fee is deficient

8. Deposit Account No.: 06-0916

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.

Virginia L. Carron

Name of person signing

Virginia L Carron
Signature

May 9, 2003
Date

Total number of pages including cover sheet, attachments and documents: 5

05/14/2003 GTOM11 00000154 060916 2399666

01 FC:8521 40.00 CH
02 FC:8522 850.00 CH

The PTO did not receive the following listed item(s) check \$ 40
TRADEMARK

REEL: 002733 FRAME: 0648

EXHIBIT A

Mark	Registration Number	Issue Date
ARCLT	2,399,666	October 31, 2000
ARILT	2,397,447	October 24, 2000
BASKETHEAVYFLEX PALAZZO	2,036,836	February 11, 1997
BCLT	2,399,663	October 31, 2000
CLICK-FIT	1,769,871	May 11, 1993
CLT	2,403,598	November 14, 2000
CORDAFLEX	1,468,907	December 15, 1987
CURBLINK	2,497,286	October 9, 2001
DRI-FLEX	2,399,471	October 31, 2000
DRYLAM	2,496,307	October 9, 2001
ELASPEED	2,094,017	September 9, 1997
FINELIGHT	2,668,082	December 31, 2002
FIRSTLINK	2,523,938	January 1, 2002
FREELIGHT	2,379,275	August 22, 2000
HYDROFIRM	1,719,897	September 29, 1992
LAY & PLAY	2,648,110	November 12, 2002
MARINECORE	2,434,660	March 13, 2001
OPTI-JET	2,432,873	March 6, 2001
OZOFLEX	1,702,912	July 28, 1992
PALAZZO	2,137,368	February 17, 1998
PANZERFLEX	2,163,484	June 9, 1998
PIT STOP CABLE SYSTEMS	2,613,805	September 3, 2002
PLANOFLEX	1,700,286	July 14, 1992
PROTOLON	1,497,511	July 26, 1988
PROTOMONT	1,719,898	September 29, 1992
RCLT	2,399,639	October 31, 2000
READY SPLICE	2,611,270	August 27, 2002
RILT	2,332,664	March 21, 2000
SPREADERFLEX	1,513,487	November 22, 1988
TECHNERGY	2,630,073	October 8, 2002
VOLTALIT	1,086,911	March 7, 1978
VOLTALIT	1,107,303	November 28, 1978
WIDELIGHT	2,701,674	April 1, 2003

Mark	Application Number	Filing Date
INVEX	75/812,127	September 30, 1999
WINOPTICS	76/065,047	June 6, 2000

PROF. PIERGAETANO MARCHETTI - NOTAIO

TELEFONO: 02.72.02.18.46 R.A.

DOTT. RENATA MARIELLA - NOTAIO

TELEFAX: 02.96.46.83.74 - 02.72.02.26.19

AVV. CARLO MARCHETTI

e-mail: segreteria@marchettilex.it

DOTT. MATTEO SANT'AMBROGIO

C.F. / P.I. 04255250151

CERTIFICATO NOTARILE DI AVVENUTA FUSIONE

Io sottoscritto Piergaetano Marchetti, notaio in Milano, iscritto al Collegio Notarile di Milano

certifico che

con mio atto 10 dicembre 2002 n. 17389/5190 di rep., la società **"Pirelli società per Azioni"** con sede in Milano viale Sarca 222, codice fiscale e numero di iscrizione al Registro Imprese di Milano: 00886890151 **ha incorporato** per fusione la società **"PIRELLI CAVI E SISTEMI S.p.A."** con sede in Milano, viale Sarca 222, numero di iscrizione al Registro delle Imprese di Milano e codice fiscale: 00470500018.

L'atto di fusione è stato iscritto nel Registro delle Imprese di Milano in data 20 dicembre 2002 al n. 00470500018 per la incorporata **"PIRELLI CAVI E SISTEMI S.p.A."** ed al n. 0088689015 per la incorporante **"Pirelli Società per Azioni"**;

La fusione ha avuto efficacia verso i terzi, compiute le iscrizioni come prescritto dall'art. 2504 bis cod.civ., **a partire dal 30 dicembre 2002.**

In conseguenza della fusione la incorporante subentrata di pieno diritto ai sensi dell'art. 2504 - bis cod. civ., alla incorporata stessa, in tutti i beni mobili, immobili, materiali ed immateriali, situazioni possessorie e di fatto, diritti, interessi legittimi, aspettative, privilegi, crediti, ragioni, azioni, attività in genere, anche in pendenza e formazione, della stessa incorporata in proprietà, titolarità, disponibilità od ai quali sia legittimata, verso qualsiasi soggetto anche pubblico e quale che sia la fonte ed anche se acquisiti o sorti in data posteriore alle deliberazioni di cui in premessa od alla data cui si riferiscono le situazioni patrimoniali assunte a base della fusione.

Tutti i beni e i diritti si intendono acquisiti dall'incorporante

con ogni pertinenza o accessorio, con ogni relativo privilegio e garanzia, anche reale (che manterranno validità e grado esistente), diritto, onere, vincolo.

Sempre in conseguenza della fusione, e corrispondentemente, l'incorporante subentra ipso iure, in tutte le passività, debiti, obblighi, impegni, oneri, gravami, garanzie concesse, posizioni passive in genere della incorporata, in tutti i rapporti giuridici, convenzioni, polizze, depositi, contratti e negozi definitivi o preliminari (compresi, ovviamente, anzitutto i contratti e rapporti attivi e passivi in corso della incorporata per l'esercizio delle proprie attività, i contratti di lavoro, di assicurazione, di locazione, di utenza, ecc.), anche in pendenza e in formazione, controversie di qualunque natura e ovunque radicate, nei confronti di qualsiasi soggetto e quale che sia la loro fonte.

La società incorporante, in particolare, è subentrata ipso iure, anche nei confronti di enti pubblici territoriali e di pubbliche amministrazioni centrali e periferiche in tutte le concessioni, registrazioni, autorizzazioni, permessi, licenze, esoneri, agevolazioni, riconoscimenti di cui sia titolare la società incorporata o che siano in corso di rilascio od istruttoria, con ogni conseguente diritto, interesse, aspettativa.

In conclusione, con la data del 30 dicembre 2002, la società incorporante **"Pirelli Società per Azioni"** è subentrata quale successore universale in tutti i beni, diritti, contratti della **"PIRELLI CAVI E SISTEMI S.p.A."** che con il 30 dicembre 2002 è cessata.

Milano, 21 gennaio 2003



[Handwritten signature]

NOTARIAL CERTIFICATE OF COMPLETED MERGER

I, the undersigned Piergaetano Marchetti, notary in Milan, registered in the Milan Roll of Notaries

certify that

with my deed of 10 December 2002, index no. 17389/5190, the company "Pirelli Società per Azione" with registered office in Milan, Viale Sarca 222, fiscal code and Milan Companies' Register number: 00886890151 has incorporated by merger the company "PIRELLI CAVI E SISTEMI S.p.A." with registered office in Milan, Viale Sarca 222, Milan Register of Companies number and fiscal code: 00470500018.

The merger deed was entered in the Milan Companies' Register on 20 December 2002 under no. 00470500018 for the incorporated company "PIRELLI CAVI E SISTEMI S.p.A." and under no. 00886890151 for the incorporating company "Pirelli Società per Azioni";

The merger became effective for third parties, on completion of the entries as provided in art. 2504a of the Italian Civil Code, starting from 30 December 2002.

As a result of the merger, the incorporating company fully succeeded the said merged company legally, in accordance with art. 2504a of the Italian Civil Code, in respect of all moveable and immovable, tangible and intangible, assets, possessory and de facto situations, rights, legitimate interests, expectations, liens, receivables, other rights, shares and assets in general, also pending and in course of creation, owned by, registered to or held by the said incorporated company or to which they are legitimised, with any person including public entities and whatever the source and also whether purchased or arising on a date subsequent to the resolutions referred to in the introduction or the reference date of the balance sheet position assumed as the basis of the merger.

All goods and rights are considered to be acquired by the incorporating company with every appurtenance or attachment, with every relative lien or security, also real property-related (which will retain their existing validity and precedence), every right, encumbrance and obligation.

Always as a result of the merger, and relating to this, the incorporating company takes over ipso jure, all liabilities, payables, obligations, commitments, charges, encumbrances, guarantees given and liabilities in general of the incorporated company, all juridical relationships, agreements, policies, contracts and transactions, finalised or preliminary (obviously including, first of all, current contracts and relationships, both credit and debt, of the incorporated company for the exercise of its business, contracts relating to labour, insurances, leases, utilities etc.), also pending or in course of creation, disputes of any kind and wherever arising, with any person and whatever their source.

In particular, the incorporating company has taken over ipso jure, also, in relation to national public entities and central and peripheral government departments, all concessions, registrations, authorisations, permits, licences, exemptions, grants and acknowledgements which the incorporated company has title to or which are in course of issue or investigation, with every resultant right, interest and expectation.

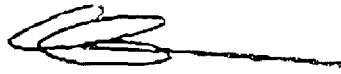
In conclusion, with effect from 30 December 2002, the incorporating company "Pirelli Società per Azioni" took over as universal successor to all the assets, rights and contracts of "PIRELLI CAVI E SISTEMI S.p.A." which closed down on 30 December 2002.

Milan, 21 January 2003

TRANSLATION

Milan, April 30, 2003

I the undersigned CRISTINA CAZZETTA do hereby confirm that I am conversant in English and that the enclosed one is a true and correct translation from the Italian of the notarial certificate of completed merger.

A handwritten signature in black ink, consisting of a stylized 'C' followed by a horizontal line extending to the right.

Cristina Cazzetta

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant and/or Applicant: Pirelli S.p.A.
Registration and Application Nos.: See Attached Exhibit A
Marks: See Attached Exhibit A

COMMISSIONER FOR TRADEMARKS
2900 Crystal Drive
Arlington, Virginia 22202-3513

DESIGNATION OF DOMESTIC REPRESENTATIVE

Finnegan, Henderson, Farabow, Garrett & Dunner, L.L.P., having a postal address at 1300 I Street, N.W., Washington, D.C. 20005-3315, is hereby designated as the registrant and/or applicant's representative upon whom notice or process in proceedings affecting the marks may be served.

PIRELLI S.P.A.

By: Pier Giovanni Giannesi

Name: Pier Giovanni Giannesi

Title: Proxy Holder

Date: 07 MAY 2003