

09-27-2002
102235259

IEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Attorney Docket 3245-769PUS

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

1. Name of conveying party(ies):
Mannesmann Aktiengesellschaft

9-25-02

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date:

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

Internal Address:
Street Address: Mannesmannufer 2
City: Düsseldorf
State/Country: Germany
Zip: 40213

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

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)
09/647,116

Additional numbers attached? Yes No

B. Patent No.(s)

6. Total number of applications and patents involved: 1

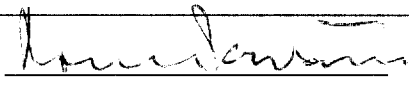
7. Total fee (37 CFR 3.41):.....\$40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 03-2412
(Attach duplicate copy of this page if paying by 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.

Thomas C. Pontani
Name of Person Signing
Reg. No. 29,763


Signature

September 20, 2002
Date

Total number of pages including cover sheet, attachments, and document: 12

Mail documents to be recorded with required cover sheet information to:
Assistant Commissioner for Patents
Washington, D.C. 20231

Beglaubigte Übersetzung
aus der deutschen in die englische Sprache

Postanschrift Grafenberger Allee 68, 40237 Düsseldorf

Telefon (0211) 6988-575
Telefax (0211) 6988-576
Email sales@pauldeman.com
www.pauldeman.com

Konto 103 4719 Deutsche Bank 24 Düsseldorf BLZ 300 700 24
Registergericht Düsseldorf HRA 15074
EU USt.-Id.-Nr. DE812437159

PATENT
REEL: 013326 FRAME: 0065

Entry no.	a) Company b) Seal c) Object of the company	Nominal or share capital	a) General representation rulings and special representative powers b) Empowered representatives	Power of attorney	a) Shareholders agreement/Statutes b) Other legal relationships	a) Date entered and confirmed b) Remarks
1	<p>2</p> <p><u>Mannesmann Aktiengesellschaft</u> Düsseldorf</p> <p>Holding of participations and administration of own assets, together with direct or indirect activities in the telecommunications field, especially:</p> <ul style="list-style-type: none"> - planning, erection and operation of land-line and mobile communications networks and the provision of telecommunications services especially in the land-line and mobile communications field; - development, production and sale of information technology products (hardware, software, organisational solutions), provision of data processing services; - Commercial activities in the Internet via various means of access as well as associated services; - Trading activities with products in the telecommunications field; - Research and development in the aforementioned fields. <p>Further objects of the company are the holding of participations in the engineering field (drive, control and automation technology, materials handling technology, plastics, machine tools and vehicle manufacturing), automotive industry (information systems, control and automation systems for the automotive industry, automotive technology) and tubes (pipes and pipe products). The company may concentrate in the telecommunications sector and limit or give up the activities in the other fields.</p>	1.296.043,055 77 EUR	<p>a) The company will be represented by two members of the management board or by one member of the management board jointly with one holder of power of attorney</p> <p>b) Deputy chairman of the management board: Gellner, Thomas, Cologne, *14.03.1955 Chairman of the management board: Horn-Smith, Julian, Glos/England, *14.12.1948 Member of the management board: Wiesmüller, Albert, Gladbeck, *28.10.1954</p>	<p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney with the authority for the sale and encumbrance of land: <u>Dr. Müller, Götz, Düsseldorf</u></p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: Busch, Helmut, Duisburg</p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney with the authority for the sale and encumbrance of land: <u>Dr. Treptow, Harald, Essen</u> Ebering, Thomas, Kaarst Dr. Picol, Hermann, Düsseldorf</p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: Dr. Graf Plettenberg, Harfmut, Düsseldorf Toppe, Harmut, Ratingen</p>	<p>a) Stock corporation Statutes of 8. April 1952 amended several times, most recently per resolution of the Supervisory Board of 20th February 2001.</p> <p>b) Per Art. 3 Par. 4 of the statutes the management board is empowered: a) in the period up to 28th May 2004, with the approval of the supervisory board, to increase the share capital of the corporation by the issue of new registered shares against cash payment per Par. 202 et al of the Stock Corporation Act (AktG) on one or more occasions, but by the maximum of Euro 165,000,000,- in total. b) per Par. 204 Stock Corporation Act (AktG), with the approval of the supervisory board to decide on the content of the rights inherent in the shares and on the conditions for their issue.</p> <p>In principle, shareholders are to be granted subscription rights. However the management board is empowered, with the approval of the supervisory board, to rule out the subscription rights of the shareholders, insofar as this is necessary to grant to the holders of option or conversion rights from an option or convertible bond issued by Mannesmann AG or a direct or indirect 100% subsidiary of Mannesmann AG in the volume to which they would be entitled following exercise of the option or conversion rights, or upon determination of the</p>	<p>a) 18.09.2001 Terkalz</p> <p>b) Date of first entry: 05.02.2001 This sheet has been converted to electronic means for continuing processing and thus replaces the previous register sheet. Released on 18.09.2001 Statute sheet a) Item LXVIII Special register</p>

PATENT

REEL: 013326 FRAME: 0066

Entry no.	a) Company b) Seat c) Object of the company	Nominal or share capital	a) General representation rulings b) Empowered representatives and special representative powers	Power of attorney	a) Shareholders agreement/Statutes b) Other legal relationships	a) Date entered and confirmed b) Remarks
1	2	3	4	5	6	7
				<p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney with the authority for the sale and encumbrance of land: Schmidt-Fehrenbacher, Volker, Eikrath</p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: Dr. Kügler, Fred, Düsseldorf Weismüller, Horst, Essen Kalisch, Martin, Solingen Dr. phil. Koch, Franz-Wilhelm, Cologne Diefenbach, Hans Bruno, Neuss Eickstädt, Knut, Düsseldorf Trefz, Jürgen, Düsseldorf Dr. jur Droste, Dietmar, Essen</p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney with the authority for the sale and encumbrance of land: Dr. jur Peters, Joachim, Düsseldorf</p>	<p>subscription ratio to eliminate any peak amounts that may arise.</p> <p>The management board is furthermore empowered, with the approval of the supervisory board per Art. 186 Par. 3.4 Stock Corporation Act (AktG), to rule out the subscription rights of the shareholders, on one or more occasions, by utilisation of the approved capital by up to maximum 10% in total of the capital stock existing at the time of first exclusion of subscription rights per Art. 186 Par. 3.4 of the Stock Corporation Act (AktG) – also by reason of other empowerment. When applying the 10% limit the exclusion of subscription rights by way of other empowerment per Art. 186 Par. 3.4 Stock Corporation Act (AktG) are to be included. Insofar as this empowerment board makes use of this empowerment to exclude subscription rights, the issue price of the new shares may not be significantly lower than the stock-market price of shares already issued at the point of determining the issue price, which point shall be as close as possible to the date of allocating the shares.</p> <p>Per Art. 3 Par. 5 of the statutes the management board is empowered:</p> <p>a) In the period until 28th May 2004, with the approval of the supervisory board, to increase the share capital of the corporation by the issue of new registered shares against cash payment or capital subscribed in kind per Par. 202 et al of the Stock Corporation Act (AktG) on one or more occasions, but by the maximum of Euro 9,484,866.68 in total.</p>	

Entry no.	a) Company b) Seat c) Object of the company	Nominal or share capital	a) General representation rulings and special representative powers b)	Power of attorney	a) Shareholders agreement/Statutes b) Other legal relationships	a) Date entered and confirmed b) Remarks
1	2	3	4	5	6	7
				<p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: <u>Klaus Dieter</u> <u>Dr. rer. pol. Eitel, Joachim, Düsseldorf</u> <u>Dr. phil Wessel, Horst August, Hilden</u></p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney with the authority for the sale and encumbrance of land: <u>Dr. Michaelis, Peter, Offenbach</u></p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: <u>Hüsgen, Klaus Peter, Essen</u></p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney with the authority for the sale and encumbrance of land: <u>Dr. jur. Federlin, Ulrich, Düsseldorf</u></p>	<p>b) per Par. 204 Stock Corporation Act (AktG), with the approval of the supervisory board to decide on the content of the rights inherent in the shares and the conditions for their issue.</p> <p>In the event of a capital increase against payment in kind, the subscription rights of the shareholders are excluded.</p> <p>In principle, shareholders are to be granted subscription rights in the event of a capital increase against cash payment. The management board is empowered, with the approval of the supervisory board, to rule out the subscription rights of the shareholders, insofar as this is necessary to grant to the holders of option or convertible bond of Mannesmann AG or a direct or indirect 100% associated company of Mannesmann AG in the volume to which they would be entitled following exercise of the option or conversion rights, or upon determination of the subscription ratio to remove any peak amounts that may arise.</p> <p>Per Art. 3 Par. 6 of the statutes the management board is empowered:</p> <p>a) In the period until 28th June 2001, with the approval of the supervisory board, to increase the share capital of the corporation by the issue of employee shares to the employees of the corporation and its associated companies in Germany, under exclusion of subscription rights of the shareholders by the issue of new registered shares against cash</p>	

Entry no.	a) Company Seat b) Object of the company	Nominal or share capital	a) General representation rulings b) Empowered representatives and special representative powers	Power of attorney	a) Shareholders agreement/Statutes b) Other legal relationships	a) Date entered and confirmed b) Remarks
1	2	3	4	5	6	7
				<p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney:</p> <p>Kallenborn, Volker E., Ratingen <u>Deitcke, Georg</u>, Düsseldorf <u>Künzer, Stephan</u>, Langenfeld <u>Dr. Porst, Günter</u>, Krefeld <u>Römer, Hans-Joachim</u>, Langenfeld <u>Kreuzer, Matthias</u>, Erkrath <u>Pabst, Klaus, Düsseldorf</u> <u>Pickave, Wolfgang</u>, Brühl, *31.03.1951 <u>Josuhn, Reinhard</u>, Erkrath, *18.02.1960 <u>Dr. Pietschen, Wilhelm</u>, Schwalmtal, *17.12.1948 <u>Schrörs, Dielger</u>, Krefeld, *09.09.1954 <u>deVries, Jaap</u>, Düsseldorf, *30.08.1960 <u>Burtscheidt, Manfred</u>, Rommerskirchen, *21.02.1964 <u>Hassel, Volker</u>, Duisburg, *29.03.1961 <u>Hoppe, Christian</u>, Cologne, *11.01.1954 <u>Hollmanns, Thomas</u>, Ratingen, *20.07.1966 <u>Kaufmann, Christian</u>, Ratingen, *03.04.1965 <u>Mika, Thomas</u>, Langenfeld, *02.04.1976 <u>Sommer, Christian</u>, Düsseldorf, *19.03.1967</p>	<p>payment per Art. 202 et al Stock Corporation ACT (AktG) on one or more occasions, but by a maximum of Euro 20,388,300.78 in total,</p> <p>b) per Par. 204 Stock Corporation Act (AktG), with the approval of the supervisory board to decide on the further content of the rights inherent in the shares and the conditions for their issue.</p> <p>1. By way of utilising the conditional capital per Art. 3 Par. 7 of the statutes, 1,380 new individual share certificates of our corporation with a total accounting value of Euro 3,527.91 were issued during the business year ended 31st December 2000 in exchange for shares in VDO Adolf Schindling AG and Hartmann & Braun AG.</p> <p>2. By way of utilising the conditional capital per Art. 3 Par. 7 of the statutes, 750 new individual share certificates of our corporation with a total accounting value of Euro 1,917.34 were issued during the business year ended 31st December 2000 in exchange for shares in Krauss-Maffei AG.</p> <p>3. By way of utilising the conditional capital per Art. 3 Par. 7 of the statutes, 24,021 new individual share certificates of our corporation with a total accounting value of Euro 61,408.71 were issued during the business year ended 31st December 2000 in exchange for convertible loan stock.</p> <p>The share capital now amounts to EURO 1,296,043,055.77</p>	

PATENT

ity	a) Company b) Seal c) Object of the company	Nominal or share capital	a) b)	General representation rulings Empowered representatives and special representative powers	Power of attorney	a) Shareholders agreement/Statutes b) Other legal relationships	a) Date entered and confirmed b) Remarks
		3		4	5	6	7
1					<p>Deleter, Stefan, Düsseldorf, *13.11.1967 Hartmann-Metten, Natalie, Krefeld, *15.01.1969 Harris, Peter, Düsseldorf, *12.07.1963 Joussen, Fritz, Duisburg, *19.04.1963 Wierzbizki, Dirk, Ratingen, *01.06.1965</p>	<p>Per Art. 11 Par. 3 of the statutes, the supervisory board resolved on 20th February 2001 to amend Art. 3 Par. 1, 7, 8 and 9 corresponding to the issue of shares from the conditional capital as already entered in the commercial register.</p> <p>Art. 3 Par. 7, 8 and 9 now read as follows:</p> <p>(7) The share capital of the corporation has been conditionally increased by up to Euro 1,851,873.64. The conditional capital increase serves to compensate the outgoing shareholders of VDO Adolf Schindling AG and Hartmann & Braun AG as resolved by the general meeting of Mannesmann AG on 8th July 1994. The conditional capital increase will only be conducted with the issue of up to 724,390 new registered shares with profit share at the beginning of the relevant business year insofar as the outgoing shareholders of VDO Adolf Schindling AG and Hartmann & Braun AG assert their right to compensation, as a result of the integration of VDO Adolf Schindling AG and Hartmann & Braun AG into Mannesmann AG, by 30th June 2004.</p> <p>(8) The share capital of the corporation has been conditionally increased by up to Euro 1,155,085.06. The conditional capital increase serves to compensate the outgoing shareholders of Krauss Maffei AG as resolved by the general meeting of Mannesmann AG on 20th June 1996. The conditional capital increase will only be conducted with the issue of up to 451,830 new registered shares with profit share at</p>	

Entry no.	a) Company b) Seat c) Object of the company	Nominal or share capital	a) General representation rulings b) Empowered representatives and special representative powers	Power of attorney	a) Shareholders agreement/Statutes b) Other legal relationships	a) Date entered and confirmed b) Remarks
1	2	3	4	5	6	7
					<p>the beginning of the relevant business year insofar as the outgoing shareholders of VDO Adolf Schindling AG and Hartmann & Braun AG assert their right to compensation, as a result of the integration of Krauss-Maffei AG into Mannesmann AG, by 28th June 2006.</p> <p>(9) The share capital of the corporation has been conditionally increased by up to Euro 199,938,532.49 by the issue of up to 78,209,156 new registered shares of Mannesmann AG. The conditional capital increase will only be conducted insofar as the owners and/or creditors of conversion rights or option certificates from option or conversion bonds, issued by Mannesmann AG or a direct or indirect 100% associated company of Mannesmann AG up to 28th May 2004, assert their conversion and/or option rights. The shares arising from the exercise of the option and/or conversion rights are entitled to dividends for the complete business year of Mannesmann AG in which they arise from the exercise of the option and/or conversion rights.</p>	
2	a) Vodafone AG				<p>a) The general meeting of 22nd August 2001 resolved a change of the statutes in Art. 1 Par. 1, and with it a change of the company. The general meeting on the same day resolved an amendment of the statutes in Art. 17 (business year)</p> <p>b) The corporation is merged as acquiring entity with Mannesmann Eurokom GmbH, with seat in Düsseldorf (County Court Düsseldorf, register a)</p>	<p>a) 20.09.2001 Christophlemik</p> <p>b) Resolution page 20 et al special register b) Statutes page item LXIX special register a)</p>

Entry no.	a) Company Seal b) Object of the company	Nominal or share capital	a) General representation rulings Empowered representatives and special representative powers b)	Power of attorney	a) Shareholders agreement/Statutes b) Other legal relationships	a) Date entered and confirmed b) Remarks
1	2	3	4	5	6	7
3				<p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: Urban, Andrea, Düsseldorf, *23.03.1967</p> <p><u>Power of attorney expired:</u> <u>Dr. Müller, Götz,</u> <u>Düsseldorf</u> <u>Dr. Treptow, Harald,</u> <u>Essen</u> <u>Dr. phil. Koch, Franz-</u> <u>Wilhelm, Cologne</u> <u>Eickstädt, Knut,</u> <u>Düsseldorf</u> <u>Trefz, Jürgen,</u> <u>Düsseldorf</u> <u>Dipl.-Ing. Pilsching,</u> <u>Klaus Dieter, Meerbusch</u> <u>Dr. rer. pol. Eitel,</u> <u>Joachim, Düsseldorf</u> <u>Dr. Michaelis, Peter,</u> <u>Offenbach</u> <u>Hüsken, Klaus-Peter,</u> <u>Essen</u></p>	<p>HRB 38147) according to the terms of a merger agreement of 29th August 2001 and the resolution of approval of the shareholders' meeting of the transferring entity of the same date.</p> <p>On 22. June 2001 a control and profit transfer agreement has been entered into with Vodafone Deutschland GmbH (County Court Düsseldorf, HRB 38062) in the capacity of controlling company. The general meeting has approved the agreement dated 22nd August 2001. The general meeting of the controlling company has likewise given its approval</p>	<p>Merger agreement page 59 et al special register a)</p> <p>Affiliation agreement page 80 et al special register a)</p> <p>a) 11.10.2001 Wandres</p>

Entry no.	a) Company b) Seat c) Object of the company	Nominal or share capital	a) General representation rulings and special representative powers		Power of attorney	a) Shareholders agreement/Statutes b) Other legal relationships		a) Date entered and confirmed b) Remarks
			4	5		6	7	
1	2	3			5			
4					Denoke, Georg, Düsseldorf Römer, Hans-Joachim, Langenfeld Pabst, Klaus, Düsseldorf Pickavé, Wolfgang, Brühl, *31.03.1951 de Vries, Jaap, Düsseldorf, *30.08.1960 Joint power of attorney jointly with a member of the management board or another holder of power of attorney: Dr. Hessler, Armin, Krefeld		23.01.2001 Wandres	

Düsseldorf, 12th April 2002
 This printout certifies the content of the commercial register
 Markworth, court clerk
 Registrar of the court registry

This printout shall not be signed and shall be deemed a certified copy.

(stamp) County Court Düsseldorf

It is hereby certified that the foregoing translation from German into English is true, correct and complete.

Düsseldorf, 16th April, 2002



Dr. Christiane Alshut
Certified Translator for the
District of the Higher Regional
Court Hamm

Ref. No.: 3162 E - 1. 3344

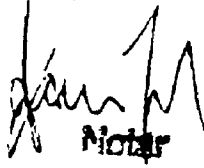
Dr. Christiane Alshut

PATENT

REEL: 013326 FRAME: 0074

Die Übereinstimmung vorstehender Abschrift mit der mir vorliegenden Urschrift beglaubige ich.

Düsseldorf, den 10. April 1911


Notar

