

Form PTO 1595
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Attorney Docket 5140-0

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

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

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

Execution Date: **9/20/2001**

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)	B. Patent No.(s) 6,389,950
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Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Thomas C. Pontani**
Internal Address: **Cohen, Pontani, Lieberman & Pavanc**
Street Address: **551 Fifth Avenue, 12th Floor**
City: **New York State: New York Zip: 10176**

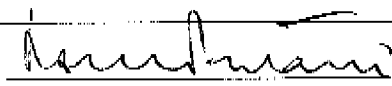
6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41):.....**\$40.00**
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8. Deposit account number: **03-2412**
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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 C. Pontani Name of Person Signing Reg. No. 29,763	 Signature	July 24, 2003 Date
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Total number of pages including cover sheet, attachments, and document: 12

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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
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PATENT
REEL: 013821 FRAME: 0893

a) Company b) Seat c) Object of the company	2	3	4	5	6	7
a) Shareholders agreement b) Other legal relationships						a) b)
<p>a) <u>Mannesmann Aktiengesellschaft</u> b) Düsseldorf c) Holding of participations and administration of own assets, together with direct or indirect activities in the telecommunications field, especially: - 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> <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, automotiva 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>	<p>1.296.043,055.77 EUR</p>	<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 b) Deputy chairman of the management board: Geltner, Thomas, Cologne, *14.03.1955 Chairman of the management board: Horn-Smith, Julian, Glas/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> Joint power of attorney jointly with a member of the management board or another holder of power of attorney: <u>Busch, Helmut, Duisburg</u> 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> <u>Ebering, Thomas, Kaarst</u> <u>Dr. Picot, Hermann, Düsseldorf</u></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. 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>a) 18.09.2001 <u>Terkaitz</u> 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

Entry no.	a) Company Seat b) Object of the company	Numerical or share capital	a) General representation rulings b) Empowered representatives and special representative powers	Power of attorney	a) Shareholder's 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 the authority for the sale and encumbrance of land: Schmitz-Fahrenbacher, Volker, Erkrath</p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: Dr. Küster, Fried, Düsseldorf Weismüller, Herst, Essen Kalisca, Martin, Solingen Dr. phil. Koch, Frang, Wilhelm, Cologne Diefenbach, Hans Bruno, Neuss Eickstadt, Knoll, Düsseldorf Trelz, Kitzger, Düsseldorf Dr. Jur Droske, Dietmar, Essen</p> <p>Joint power of attorney jointly with a member of the management board or another holder of 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 further more 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. 185 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 the management 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) or one or more occasions, but by the maximum of Euro 8,484,866.88 in total.</p>	

Official Printout

Extract dated 12.4.2002 08:49

Company number: HRB 696

Entry	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: Dipl.-Ing. Puschling, Klaus DIELER Dr. rer. pol. Eitel, Joachim Düsseldorf Dr. phil. Wessel, Horst August, Halden.</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. Michaelis, Peter, Ollenbach</p> <p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: Hüscher, Klaus Peter, 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. Fedorin, Ulrich, Düsseldorf</p>	<p>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 conversion rights from an 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>		

PATENT

Company number: HRB 995

Official Printout

Extract dated 12.4.2002 08:49

Commercial Register of the County Court Düsseldorf

Entry no.	a) Company b) Seat c) Object of the company	Nominal or share capital	a) General representation rulings and special representative powers 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 Deutke, Georg, Düsseldorf Künzer, Stephan, Langenfeld Dr. Porst, Günter, Krefeld Ittner, Hans-Joachim, -ausgeweid Krenzer, Matthias, Erkrath Pabst, Klaus, Düsseldorf Pickavé, Wolfgang, Bilk, *31.03.1951 Josulin, Reinhard, Erkrath, *18.02.1960 Dr. Pleischer, Wilhelm, Schwalmtal, *17.12.1948 Schörs, Dieter, Krefeld, *09.09.1954 deVries, Jaap, Düsseldorf, *30.08.1950 Bartscheid, Manfred, Rommerskirchen, *21.02.1964 Hassel, Volker, Duisburg, *29.03.1961 Hoppe, Christian, Cologne, *11.01.1954 Holtmanns, Thomas, Ratingen, *20.07.1966 Kaufmann, Christian, Ratingen, *03.04.1955 Mika, Thomas, Langenfeld, *02.04.1976 Sommer, Christian, 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 20.388.300,76 in total;</p> <p>By 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 Adoff Schüring AG and Harimann & 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>	

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Entry	a) Company b) Seal c) Object of the company	Mutual or share capital	a) General representation rulings and special powers b) Empowered representatives and special representative	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>Düster, Stefan, Düsseldorf, *13.11.1967 Hartmann-Metten, Natalie, Krefeld, *15.01.1969 Harris, Peter, Düsseldorf, *12.07.1963 Joussen, Fritz, Duisburg, *19.04.1963 Wierzbicki, 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 26th 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) 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
1	2	3	4	5	6	7	
2	PATENT					<p>The beginning of the relevant business year insofar as the outgoing shareholders of VDO Adolf Schindig AG and Haitmann & Braun AG assert their right to compensation, as a result of the integration of Krauss-Maffei AG into Mannesmann AG, by 28th June 2005.</p> <p>(9) The share capital of the corporation has been conditionally increased by up to Euro 199,938,832.49 by the issue of up to 76,209,156 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 26th 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>	<p>a) 20.09.2001 Christophienik</p> <p>b) Resolution page 20 et al special register b) Statutes page item LXIX special register a)</p>

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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>Power of attorney expired: Dr. Müller, Götz, Düsseldorf Dr. Treptow, Harald, Essen Dr. phil. Koch, Franz, Wilhelm, Cologne Eickelhof, Knut, Düsseldorf Trefz, Jürgen, Düsseldorf Dipl.-Ing. Puschling, Klaus Dieter, Meerbusch Dr. rer. pol. Eitel, Joachim, Düsseldorf Dr. Michaelis, Peter, Offenbach Hüsner, Klaus-Peter, Essen</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 60 et al special register a)</p> <p>a) 11.10.2001 Wändries</p>

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1	2	3	4	5	6	7
				<p><u>Denoke, Georg,</u> <u>Düsseldorf</u> <u>Réinter, Hans-Joachim,</u> <u>Lenneneid</u> <u>Pabst, Klaus, Düsseldorf</u> <u>Pickard, Wolfgang,</u> <u>Bühl, 31.03.1951</u> <u>de Vries, Jaap,</u> <u>Düsseldorf, *30.08.1960</u></p>		
4				<p>Joint power of attorney jointly with a member of the management board or another holder of power of attorney: <u>Dr. Hessler, Armin,</u> <u>Krefeld</u></p>		<p>23.01.2001 Wandres</p>

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.

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

Die Übereinstimmung vorstehender Abschrift mit der mir vorliegenden Urschrift begl. bestätige ich.

Düsseldorf, den 25. April 2003

[Handwritten Signature]
Notar



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