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A/D 581-40

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Docket No.: 43888-233 12-11-02 PATENTS ONLY

To the Honorable Commissioner for Patents and Trademarks: Please record the attached original documents or copy thereto:

1. Name of Conveying Party(ies): Satoru FUJII, Kazuhito HATOH, Masato HOSAKA, Kohji YUASA, Yasutaka NOGUCHI, Satoshi SHIBUTANI, Aoi TANAKA, Nobuhiko HOJO and Yukihiro OKADA

2. Name and address of receiving party(ies): Name: MATSUSHITA ELECTRIC INDUSTRIAL CO., LTD.

Address: 1006, Oaza Kadoma Kadoma-shi Osaka 571-8501, JAPAN

Additional name(s) of conveying party(ies) attached? Yes

3. Nature of Conveyance: [X] Assignment [] Merger [] Security Agreement [] Change of Name [] Other

Execution Date: November 25, November 21, November 22, November 20, November 20, November 20, November 20, November 20 and November 20, 2002 (respectively)

05-23-2003



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Additional name(s) & address(es) attached? Yes

4. Application number(s) or patent number(s): If the document is being filed together with a new application, the execution date of the application is: November 25, November 21, November 22, November 20, November 20, November 20, November 20, November 20 and November 20, 2002 (respectively)

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A. Patent Application No(s). Additional numbers attached? Yes

B. Patent No(s).

5. Name and address of party to whom correspondence concerning document should be mailed: Name: MCDERMOTT, WILL & EMERY Internal Address: Street Address: 600 13th Street, N.W. City: Washington State: DC Zip: 20005

6. Total number of applications and patents involved: 1 7. Total fee (37 CFR 3.41) \$40.00 [] Enclosed [X] Authorized to be charged to deposit account 8. Deposit account number: 500417

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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.

Michael E. Fogarty, 36,139

December 11, 2002

Name and Registration No. of Person Signing

Signature

Date

Total number of pages comprising cover sheet: 1

ASSIGNMENT

WHEREAS, Satoru FUJII, Kazuhito HATOH, Masato HOSAKA, Kohji YUASA, Yasutaka NOGUCHI, Satoshi SHIBUTANI, Aoi TANAKA, Nobuhiko HOJO and Yukihiro OKADA, hereinafter called the "Assignors," have jointly invented a new and useful invention entitled POLYMER ELECTROLYTE THIN FILM FUEL CELL AND METHOD OF OPERATING THE SAME, for which they have:

- (a) filed an application for United States Letters Patent on _____ as (Serial No. _____); or
- (b) executed an application for United States Letters Patent on _____; or
- (c) filed a provisional application on _____ as (Serial No. _____); and

WHEREAS, Matsushita Electric Industrial Co., Ltd., a corporation organized and existing under the laws of Japan, having a place of business at: 1006, Oaza-Kadoma, Kadoma-shi, Osaka 571-8501 Japan, hereinafter called the "Assignee," is desirous of acquiring the entire right, title and interest in and to said invention, the application above identified, and in, to and under any Letters Patent which may be obtained to said invention, as hereinafter more fully set forth;

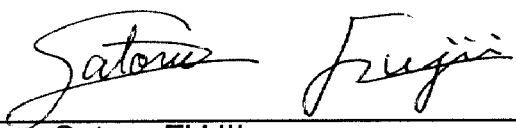
NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for and in consideration of the sum of One Dollar (\$1.00), and other valuable and legally sufficient considerations, the receipt of which by said Assignors from the said Assignee is hereby acknowledged, the said Assignors have sold, assigned and transferred, and by these presents do sell, assign and transfer unto the said Assignee, the entire, right, title and interest for the United States in and to the invention and application hereinabove identified, and any Letters Patent of the United States that may issue for said invention, together with the entire right, title and interest in and to said invention and applications for Letters Patent and Letters Patent therefor, in all countries foreign to the United States, including the full right to claim for any such application all benefits and priority rights under any applicable convention; to have and to hold for the sole and exclusive use and benefit of the said Assignee, its successors and assigns, to the full end of the term or terms for which any and all of said Letters Patent for said inventions may issue.

And the said Assignors do hereby covenant and agree, for themselves and their legal representatives, that they will assist the said Assignee in the prosecution of the application herein identified; in the making and prosecution of any other applications for Letters Patent that the said Assignee may elect to make covering the invention herein identified, as hereinabove set forth; in vesting in the said Assignee like exclusive title in and to all such other applications and Letters Patent; and in the prosecution of any interference which may arise involving said invention, or any application or Letters Patent herein contemplated; and that they will execute and deliver to the said Assignee any and all additional papers which may be requested by the said Assignee to fully carry out the terms of this Assignment.

The undersigned hereby grant(s) the attorneys of McDermott, Will & Emery the power to insert on this Assignment any further identification which may be necessary or desirable in order to comply with the rules of the United States Patent and Trademark Office for recordation of this document.


And the Commissioner of Patents and Trademarks is hereby authorized and requested to issue Letters Patent to the said Assignee in accordance with the terms of this Assignment.

IN TESTIMONY WHEREOF, the said Assignors have hereunto set their hands and affixed their seal.

Date: Nov. 25, 2002
(Seal) _____

Satoru FUJII

Date: Nov. 21, 2002
(Seal) _____

Kazuhito HATOH

Date: Nov. 22, 2002
(Seal) _____

Masato HOSAKA

Date: Nov. 20th 2002
(Seal) _____

Kohji YUASA

Date: Nov. 20th, 2002
(Seal) _____

Yasutaka NOGUCHI

Date: Nov. 20th. 2002
(Seal)

Satoshi Shibutani
Satoshi SHIBUTANI

Date: Nov. 20th. 2002
(Seal)

Aoi Tanaka
Aoi TANAKA

Date: Nov. 20th. 2002
(Seal)

Nobuhiko Hojo
Nobuhiko HOJO

Date: Nov. 20th 2002
(Seal)

Yukihiro Okada
Yukihiro OKADA