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11336/313 (P01020US)			
Please record the attached original document or copy thereof.			
1. Name of Party(ies) conveying an interest: Daimler Chrysler AG Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No	2. Name and Address of Party(ies) receiving an interest: Name: Harman Becker Automotive Systems GmbH Street Address: Becker-Göring-Straße 16 City: 76307 Karlsbad State/Zip: GERMANY Additional name(s) and addresses attached? ☐ Yes ☒ No		
3. Description of the interest conveyed: ☐ Assignment ☐ Change of Name Other: <u>SALE PURCHASE AGREEMENT</u> ☐ Security Agreement ☐ Merger Execution Date: <u>March 5, 2002</u>			
4. Application number(s) or patent number(s). Additional sheet attached? ☐ Yes ☒ No If this document is being filed together with a new application, the execution date of the application is: Date A. Patent Application No.(s) 10/371,982 B. Patent No.(s) Additional numbers attached? ☐ Yes ☒ No			
5. Name and address of party to whom correspondence concerning document should be mailed: BRINKS HOFER GILSON & LIONE P.O. Box 10395 Chicago, IL 60610 312-321-4200	6. Number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41) \$ <u>40.00</u> ☐ Enclosed ☒ Authorized to be charged to Deposit Account No. 23-1925 (duplicate copy enclosed) 8. ☒ Please charge any deficiencies in fee or credit any overpayment to Deposit Account No. 23-1925.		
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. <u>Sanders N. Hillis (Reg. No. 45,712)</u> Name of Person Signing  Signature <u>DEC 22, 2004</u> Date Total number of pages including cover sheet, attachments, and document: <u>Seventeen (17)</u>			

CH \$40.00 231925 10371982

A.Prot. 2002/57
A.Prot. 2002/58
A.Prot. 2002/59
each dated March 5, 2002
of the Notary Dr. Dieter Gröninger
Basel/Switzerland

Copy

SALE PURCHASE AGREEMENT

REFERENCE DEED No. 1

REFERENCE DEED No. 2

between

DaimlerChrysler AG,

UMG Beteiligungsgesellschaft mbH,

and

Harman Becker Automotive Systems (Becker Division) GmbH

REDACTED

1. Mr.

REDACTED

according to his declarations acting not in his own name, but in the name and on behalf of

DaimlerChrysler AG, a German stock corporation with corporate seat in Stuttgart, Epplestraße 225, D-70567 Stuttgart, registered with the Commercial Register at the Local Court of Stuttgart under HRB 19360, according to the attached written power of attorney dated February 28, 2002 and according to the attached extract from the Commercial Register dated December 9, 2001 (Exhibit 1),

- hereinafter "DCAG" -

2. Dr.

REDACTED

according to his declarations acting not in his own name, but in the name and on behalf of

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UMG Beteiligungsgesellschaft mbH, a German limited liability company, with corporate seat in Hannover, Vahrenwalder Straße 9, D-30165 Hannover, registered with the Commercial Register at the Local Court of Hannover under HRB 3669, according to the attached written power of attorney dated February 25, 2002 (Exhibit 2),

- hereinafter "UMG" -

Mr.

REDACTED

according to his declarations acting not in his own name, but in the name and on behalf of

Harman Becker Automotive Systems (Becker Division) GmbH, a German limited liability company, with corporate seat in Karlsbad, Im Stockmädle 1, D-76307 Karlsbad, registered with the Commercial Register at the Local Court of Karlsruhe under No. B 1395 E, according to the power of attorney dated October 18, 2001, presented in its original and attached in a herewith certified copy (Exhibit 3),

- hereinafter "Purchaser" -

- DCAG and UMG are hereinafter also referred to individually as "Seller" and jointly as "Sellers",

- DCAG, UMG and the Purchaser are hereinafter also referred to individually as "Party" and jointly as "Parties".

REDACTED

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Hereafter is set forth a list of the Appendices and Annexes and their source reference:

Description	Content	Reference Deed 1	Reference Deed 2	present Deed
Appendix 4.1	Warranties of the Sellers		x	

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Description	Content	Reference Deed 1	Reference Deed 2	present Deed
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Annex 4.1(e)(i)a	Registered Intellectual Property		x	
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Preamble

TEMIC Sprachverarbeitung GmbH (the "Company") is a company incorporated and existing under the laws of Germany with its corporate seat in Ulm. It is registered in the commercial register of the local court of Ulm under registration number HRB 4305 since May 23, 2001. The registered share capital (*Stammkapital*) of the Company amounts to REDACTED The sole shareholders of the Company are DCAG and UMG. Accordingly, the shares of the

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Company held by DCAG and UMG comprise all of the shares of the Company.

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P.4 On the terms and conditions set forth herein, DCAG and UMG desire and are willing to sell to the Purchaser, and the Purchaser desires and is willing to acquire from DCAG and UMG, all of the shares in the Company.

Based on those considerations, the Parties agree as follows:

§ 1

Sale and Transfer of Company
Shares; Effective Date

- 1.1 Sale and Transfer by DCAG. DCAG sells and hereby transfers to the Purchaser all shares it holds in the Company, i.e. one share with a nominal value of
REDACTED and one share with a nominal value of
(the "DCAG Shares") including any and all rights to profits pertaining to the DCAG Shares since the Company's incorporation, and the Purchaser hereby accepts such sale and transfer.
- 1.2 Sale and Transfer by UMG. UMG sells and hereby transfers to the Purchaser all shares it holds in the Company, i.e. one share with a nominal value of

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of REDACTED and one share with a nominal value (the "UMG Shares" and, together with the DCAG Shares, the "Shares") including any and all rights to profits pertaining to the UMG Shares since the Company's incorporation, and the Purchaser hereby accepts such sale and transfer.

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§ 4

Representations and Warranties

Sellers' Warranties. The Sellers warrant to the Purchaser (*selbständiges Garantiever-sprechen*) in accordance with the provisions of this Agreement and excluding any further representations or warranties that the statements made in Appendix 4.1 are true and accurate in accordance with their terms as of the dates specifically referred to in the respective section of Appendix 4.1, otherwise as of the date hereof. For the avoidance of doubt, these statements do not constitute any "*Beschaffungsgarantie*" within the meaning of §§ 443 (1), 444 German Civil Code (BGB). To the extent reference is made in Appendix 4.1 to the "best knowledge" of the Sellers, such knowledge shall be deemed to exist if (i) either Mr. Roland Dworsky or Mr. Karsten Möpps

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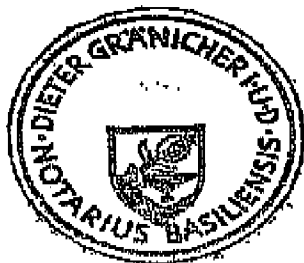
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IN WITNESS THEREOF this Notarial Deed including the Appendices and Annexes hereto

REDACTED

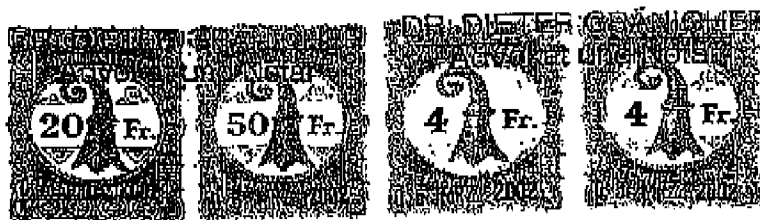
has been read aloud to the persons appearing and was confirmed and approved by the persons appearing. The persons appearing then signed this Deed. All this was done at the day herebelow written in the presence of me, the Notary Public, who also signed this Deed and affixed my official Seal.

Basel, this 5th (fifth) day of March 2002 (two thousand and two)



Roland Zworby
C. J. J. J.
Harald J. J.
Dr. Dieter Gränicher, Notary Public

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(e) Intellectual Property:

(i) Annex 4.1(e)(i) sets forth an accurate and complete list (indicating territory and date of registration) of all patents (*Patente*), utility models (*Gebrauchsmuster*), designs (*Geschmacksmuster*), trademarks (*Marken*) and other intellectual property which is either registered and owned, or for which registration has been applied for, by the Company (the "Registered Intellectual Property"). All Registered Intellectual Property, as well as all other intellectual property, owned by the Company is validly owned by it without liens, encumbrances or, save as provided for in agreements with suppliers or customers entered into on arm's length terms and conditions and save for non-exclusive licenses to (a) DaimlerChrysler Aerospace AG pursuant to the purchase agreement regarding the business unit "speech processing" (*Kaufvertrag über den Teilgeschäftsbereich Sprachverarbeitung*) between DaimlerChrysler Aerospace AG and Conti Temic microelectronic GmbH of May 18, 1999 and to (b) DCAG pursuant to (i) the transfer and license agreement (*Übertragungs- und Lizenzvertrag*) between DCAG and the Company of July 20/27, 2001, a true and complete copy of which will be attached to this Agreement as Annex 4.1(e)(ii), as amended by amendment agreement (*Änderungsvertrag*) of March 5, 2002, a true and complete copy of which will be attached to this Agreement as Annex 4.1(e)(iii), any third party rights with respect thereto and (ii) the agreement on the use of certain software (*Software-Nutzungsvertrag*) between DCAG and the Company of March 5, 2002, a true and complete copy of which will be attached to this Agreement as Annex 4.1(e)(iv). All payments due to any authorities in connection with such Registered Intellectual Property have been made.

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REEL: 015486 FRAME: 0193

Stand 22.07.2002

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INTEKATZ	TITEL	LG	ABS	VA	ZUSTANAMILAKTZ	PATENTNR	ANMELDER ANM. TAG	Verd. Tag
P111547/AT/1	Erkennungssystem	AT	EP	P	AN		DBAG	17.03.99
P111547/CH/1		CH	EP	P	AN		DBAG	17.03.99
P111547/DE/1		DE	0	P	AM		DBAG	27.03.98
P111547/DE/2		DE	EP	P	AN		DBAG	17.03.99
P111547/EP/1		EP	NA	P	AM	99105430.5-2213	DBAG	17.03.99
P111547/ES/1		ES	EP	P	AN	99105430.5	DBAG	17.03.99
P111547/FR/1		FR	EP	P	AN	99105430.5	DBAG	17.03.99
P111547/GB/1		GB	EP	P	AN	99105430.5	DBAG	17.03.99
P111547/IT/1		IT	EP	P	AN	99105430.5	DBAG	17.03.99
P111547/NL/1		NL	EP	P	AN	99105430.5	DBAG	17.03.99
P111547/SE/1		SE	EP	P	AN	99105430.5	DBAG	17.03.99
P111547/US/1		US	NA	P	AM	09277994	DBAG	23.03.99
P111549/AT/1	Verfahren zur Störfreileitung eines Mikrophonsignals	AT	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/CH/1		CH	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/DE/1		DE	0	P	AM	19814971.9	DBAG	03.04.98
P111549/DE/2		DE	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/EP/1		EP	NA	P	AM	99106123.5-2211	DBAG	01.04.99
P111549/ES/1		ES	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/FR/1		FR	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/GB/1		GB	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/IT/1		IT	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/NL/1		NL	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/SE/1		SE	EP	P	AN	99106123.5	DBAG	01.04.99
P111549/US/1		US	NA	P	AM	09288064	DBAG	02.04.99
P112363/DE/1	Verfahren zur Geräuschreduktion mit selbststärkender Störfrequenz	DE	0	P	AM	10118653.3-53	DBAG	14.04.01
	ACHTUNG: DGAG bleibt Mithhaber							
P30333/DE/1	System mit zwei über eine Verbindungsleitung gekoppelten Systemeinheiten	DE	0	P	AM	10007233.2	DBAG	17.02.00
P30362/DE/1	Verfahren zur Spracherkennung und Spracherkennungssystem	DE	0	P	AM	10129005.5	SPRACHE	15.08.01

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ANNEX 4.1(e)(i)(a) (CONT)

Protective Rights "Voice Recognition" Status: 22 January 2002

INTERNAL FILE NO.	TITLE	LC	ABS	VA	OFFICIAL FILE NUMBER	PATENT NO.	APPLICA NT	FILING DATE	DATE OF DISCLOSURE
P111547/AT/1	Recognition system	AT	EP	P	AN 99105430.5		DBAG	17 Mar 99	E
P111547/CH/1		CH	EP	P	AN 99105430.5		DBAG	17 Mar 99	
P111547/DE/1		DE	0	P	AM 99105430.6		DBAG	27 Mar 98	
P111547/DE/2		DE	EP	P	AN 99105430.5		DBAG	17 Mar 99	
P111547/EP/1		EP	NA	P	AM 99105430.5-2213		DBAG	17 Mar 99	
P111547/ES/1		ES	EP	P	AN 99105430.5		DBAG	17 Mar 99	
P111547/FR/1		FR	EP	P	AN 99105430.5		DBAG	17 Mar 99	
P111547/GB/1		GB	EP	P	AN 99105430.5		DBAG	17 Mar 99	
P111547/IT/1		IT	EP	P	AN 99105430.5		DBAG	17 Mar 99	
P111547/NL/1		NL	EP	P	AN 99105430.5		DBAG	17 Mar 99	
P111547/SE/1		SE	EP	P	AN 99105430.5		DBAG	17 Mar 99	
P111547/US/1		US	NA	P	AM 09277954		DBAG	29 Mar 99	
P111549/AT/1	Method for removing malfunctions from a microphone signal	AT	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/CH/1		CH	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/DE/1		DE	0	P	AM 19814971.9		DBAG	03 Apr 98	
P111549/DE/2		DE	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/EP/1		EP	NA	P	AM 99106123.5-2211		DBAG	01 Apr 99	
P111549/ES/1		ES	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/FR/1		FR	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/GB/1		GB	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/IT/1		IT	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/NL/1		NL	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/SE/1		SE	EP	P	AN 99106123.5		DBAG	01 Apr 99	
P111549/US/1		US	NA	P	AM 09285064		DBAG	02 Apr 99	
P111563/DE/1	Method for reducing noise with self-controlling malfunction frequency	DE	0	P	AM 10118653.3-53		DBAG	14 Apr 01	
	NOTE: DCAG remains Co-Patentee!								
P223331/DE/1	System having two system units coupled by a connecting line	DE	0	P	AM 10007223.3		DBAG	17 Feb 00	
P223332/DE/1	System for voice recognition and voice recognition system	DE	0	P	AM 10129005.5		SPRACHE	15 Jun 01	

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AS ACCURATE

DATE 11/04/04

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ANNEX 4.1(e)(i)(a) (CONT)

Protective Rights "Voice Recognition"

Status: 22 January 2002

INTERNAL FILE NO.	TITLE	LC	ABS	VA	OFFICIAL FILE NUMBER	PATENT NO.	APPLICANT	FILING DATE	DATE OF DISCLOSURE
R800239/DE/I	Method for voice recognition and voice recognition system	DE	0	P	AM	10207895.5	SPRACHE	23 Feb. 02	
	Symbol for status:				AN	applied (States named in WO- and EP applications)			
					AM	filed			
					RE	patent granted; non-applicable			

N



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AS ACCURATE
DATE 11/04/04

Peer-Flach

RECORDED: 12/22/2004

PATENT
REEL: 015486 FRAME: 0197