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the attached original documents or copy thereof.

1. Name of conveying party(ies):

Hiroyuki OHISHI
Norihiro YAMAMOTO



Additional names(s) of conveying party(ies)

Yes No

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

Name: NSK-WARNER K.K.

Address: 6-3, Ohsaki 1-chome

Shinagawa-ku

City: Tokyo

State/Prov.: _____

Country: Japan

ZIP: _____

Additional name(s) & address(es)

Yes No

3. Nature of conveyance:

Assignment

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Security Agreement

Change of Name

Other _____

Execution Date: March 8, 2004

4. Application number(s) or patent numbers(s):

If this document is being filed together with a new application, the execution date of the application is: _____

Patent Application No.

Filing date

B. Patent No.(s)

10/761,249

January 22, 2004

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Additional numbers

Yes No

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

Name: Mitchell W. Shapiro

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State/Prov.: VA

Country: United States

ZIP: 22102

6. Total number of applications and patents involved:

1

7. Total fee (37 CFR 3.41):.....\$ 40.00

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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.

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August 4, 2004

Date

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NEW YORK

ASSIGNMENT OF ENTIRE INTEREST IN AN INVENTION

WHEREAS, I/we, the undersigned, have invented certain novel and useful improvements in

ONEWAY CLUTCH APPARATUS

for which I am/we are about to make/have made application for Letters Patent of the United States of America, identified as

Serial No. 10/761,249 filed on January 22, 2004 ; and

WHEREAS,

NSK-WARNER K.K.

a corporation duly organized under the laws of Japan, and having its principal office at

6-3, Ohsaki 1-chome, Shinagawa-ku, Tokyo, Japan

and duly represented by, SETSUO UENO , its President

(hereinafter referred to as ASSIGNEE) is desirous of acquiring the entire right, title and interest, for the territory of the United States of America, in and to said invention, application, and Letters Patent to be obtained therefor;

NOW THEREFORE, in consideration of the payment of lawful money and other good and valuable consideration, the receipt of which is hereby acknowledged, I/we have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over unto ASSIGNEE and its successors and assigns, the entire and exclusive right, title and interest, for the territory of the United States of America, in and to said invention, as described in the specification executed by me/us on even date herewith, or on _____, entitled as above preparatory to obtaining Letters Patent of the United States of America therefor, and to said application, Letters Patent to be obtained for said invention, and any and all reissues, divisions, extensions or continuations of said application for Letters Patent which may be applied for or granted for said invention; and I/we hereby request the Commissioner of Patents and Trademarks to issue said Letters Patent to ASSIGNEE, for its interest, for the sole use of ASSIGNEE and its successors and assigns.

Executed at Shizuoka-ken, Japan this 8th day of March , 2004.

By: Hiroyuki Ohishi

Hiroyuki OHISHI

By: Norihiro Yamamoto

Norihiro YAMAMOTO