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1. Name of conveying parties:
Georg ZEHENTNER

Additional name(s) of conveying parties attached? Yes No

2. Name and address of receiving party:

Name: Dr. Johannes Heidenhain GmbH
Internal Address:
Street Address: Dr.-Johannes-Heidenhain-Strasse 5
City: Traunreut
Country: Federal Republic of Germany
ZIP: 83301

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

3. Nature of conveyance:

- Assignment Merger
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Execution date: February 16, 2006

4. Application numbers or patent numbers:

If this document is being filed together with a new application, the execution date of the application is: February 16, 2006

A. Patent Applications:
To be assigned

B. Patent No.(s):

Additional Numbers attached? Yes No

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

Name: Clifford A. Ulrich, Esq.
Internal Address: KENYON & KENYON
Street Address: One Broadway
City: New York State: New York ZIP: 10004
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6. Total number of applications and patents involved: **1**

7. Total fee (37 C.F.R. 3.41) \$ **40.00**

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Clifford A. Ulrich (Reg. No. 42,194)

Name of Person Signing

Clifford A. Ulrich
Signature

February 27, 2006
Date

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ASSIGNMENT

WHEREAS, I,

Georg ZEHENTNER
Streiblweg 19
83317 Teisendorf
Federal Republic of Germany
Citizenship: Federal Republic of Germany

have made certain inventions and discoveries in a **MODULAR NUMERICAL CONTROL**, for which an application for Letters Patent is being filed in the United States Patent and Trademark Office on the even date herewith; and

WHEREAS **DR. JOHANNES HEIDENHAIN GmbH**, having a place of business at **Dr.-Johannes-Heidenhain-Strasse 5, 83301 Traunreut, Federal Republic of Germany**, and who, together with its successors and assigns, is hereinafter called "Assignee," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited,

NOW, THEREFORE, for valuable consideration furnished by Assignee to me, receipt and sufficiency of which I hereby acknowledge, I hereby, without reservations:

1. Assign, transfer, and convey to Assignee the entire right, title, and interest in and to said inventions and discoveries, said application for Letters Patent of the United States of America, any and all other applications for Letters Patent on said inventions and discoveries, including all divisional, renewal, substitute, and continuation applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters Patent, reissues, and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon or arise from said inventions, said discoveries, said applications, and said Letters Patent.

2. Authorize Assignee to file patent applications in any or all countries for any or all of said inventions and discoveries in my name or in the name of Assignee or otherwise as Assignee may deem advisable, under an International Convention or otherwise.

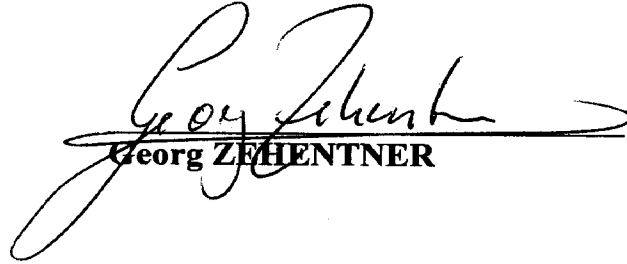
3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to issue or transfer all said Letters Patent to Assignee, as assignee of the entire right, title, and interest therein or otherwise as Assignee may direct.

4. Warrant that I have not conveyed to others any right, title, or interest in said inventions, discoveries, applications, or patents or any license to use the same or to make, use, or sell anything embodying or utilizing any of said inventions or discoveries; that I have good right to assign the same to Assignee without encumbrance; and that I am aware of no claim to the contrary.

5. Bind my heirs, legal representatives, and assigns, as well as myself, to do, upon Assignee's request and at Assignee's expense, but without additional consideration to me or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patent shall be held and enjoyed by Assignee as fully and

entirely as the same could have been held and enjoyed by me, my heirs, legal representatives, and assigns if this assignment had not been made; and particularly to execute and deliver to Assignee all lawful application documents including petitions, specifications, and oaths, and all assignments, disclaimers, and lawful affidavits in form and substance as may be requested by Assignee; to communicate to Assignee all facts known to me relating to said inventions and discoveries or the history thereof; to furnish Assignee with any and all documents, photographs, models, samples, and other physical exhibits in my control or in the control of my heirs, legal representatives, or assigns which may be useful for establishing the facts of my conception, disclosure, and reduction to practice of said inventions and discoveries; and to testify to the same in any interference, arbitration, or litigation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and seal this 16th day of February, 2006.


Georg ZEHENTNER