

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/21/2006
CONVEYING PARTY DATA	
Name	Execution Date
Webasto Bus GmbH	04/21/2006
RECEIVING PARTY DATA	
Name:	Spheros GmbH
Street Address:	Kraillinger Str. 5
City:	Stockdorf
State/Country:	GERMANY
Postal Code:	82131
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	5669555
Patent Number:	6439655
CORRESPONDENCE DATA	
Fax Number:	(703)848-2981
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	7035843273
Email:	dsafran@rmhlaw.com
Correspondent Name:	David S. Safran
Address Line 1:	PO Box 10064
Address Line 4:	McLean, VIRGINIA 22102
ATTORNEY DOCKET NUMBER:	743010-2/4(DSS)
NAME OF SUBMITTER:	David S. Safran
Total Attachments: 8 source=Merger_743020_2_4#page1.tif	

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[Column 1]

Entry No.

- 1
- 1
- 2
- 3
- 4
- 5

[Column 2]

- a) Company
- b) Domicile, Branch, Sub-Branches
- c) Object of the Firm

2

- 1 a) Spheros GmbH
- b) Gauting, Ortsteil Stockdorf, Landkreis Starnberg
- c) Acquisition and management of separate subsidiaries to foreign and domestic firms

on its own behalf. Management of its own assets on its own behalf as well as incorporation of holding functions.

- 2 c) Production and marketing of ventilation, cooling and air-conditioning units, skylights as well as heating units together with additional assemblies for buses of all types; acquisition and management of separate subsidiaries to foreign and domestic firms on its own behalf; management of its own assets on its own behalf as well as incorporation of holding functions.

[Column 3]

Nominal or Share Capital

3

1 25,000.00 EUR

[Column 4]

a) General Representation Rules

b) Executive Board, Management Body, Executive Directors, Personally Liable Partners, Executives, Authorized Representatives and especially Representative Authority

4

- 1 a) If only one Executive is appointed, he represents the company by himself. If several Executives are appointed, the company is represented by two Executives or by one Executive together with an authorized officer. If only one Executive is appointed, he is authorized to perform legal transactions in the name of the company with his name

alone or as a representative of a third party.

b) Executive:

Dr. Schmidt, Peter Christian, Hamburg, *8/04/1964

Sole Authorized Representative; with the authority to conclude legal transactions in the name of the company with his name alone or as a representative of a third party.

Executive:

Zanker, Helmut, Planegg *12/2/1956

Sole authorized representative; with the authority to conclude legal transactions in the name of the company with his name alone or as a representative of a third party.

4 b) Retired:

Executive:

Dr. Schmidt, Peter Christian, Hamburg, *8/04/1964

Appointed:

Executive:

Arnold, Hartwig, Eisenach, *1/25/1966

Sole authorized representative; with the authority to conclude legal transactions in the name of the company with his name alone or as a representative of a third party.

5 b) Personal data officially corrected:

Executive:

Arnold, Jons-Hartwig, Eisenach, *1/25/1966

Sole authorized representative with the authority to conclude legal transactions in the name of the company with his name alone or as a representative of a third party.

[Column 5]

Power of Attorney

5

- 1 Sole authorized representative; with the authority to conclude legal transactions in the name of the company with his name alone or as a representative of a third party:

Haft, Stephan Andreas, Munich, *5/22/1969

- 3 Lapsed power of attorney:

Haft, Stephan Andreas, Munich, *5/22/1969

Joint power of attorney together with an Executive or another fully authorized officer:

Foth, Franz Felix, Germering, *4/24/1963

Haft, Stephan Andreas, Munich, *5/22/1969

Haack, Jürgen Christoph, Pelßenberg, *7/20/1963

Scheid, Helmut Franz, Denklingen, *9/28/1961

Schmidt, Helmut, Munich, *7/13/1958

Krägenbring, Günter, Strasburg, *3/14/1955

[Column 6]

- a) Legal Form, Start-Up, Corporate Charter or Partnership Agreement

b) Other Legal Relations

6

1 a) Limited Liability Company

Partnership agreement dated 11/23/2005, most recently amended on 11/28/2005.

The shareholders' meeting of 4/21/2006 resolved to amend §1 (firm, previously 'NEUE FALKEN Zweite Verwaltungsgesellschaft mbH,' and domiciled previously in Hamburg, Hamburg Municipal Court, HRB 95530).

- a) The Webasto Bus GmbH, domiciled in Gauting (Munich Municipal Court HRB 158988) is merged with the company on the same day based on the merger agreement dated 4/21/2006 and the resolutions of the shareholders' meeting.
- On 4/21/2006, the company concluded the agreement on direct control and surrender of profits with the NEUE FALKEN Erste Verwaltungsgesellschaft mbH domiciled in Hamburg (Hamburg Municipal Court HRB 95528) as the dominant company. The shareholders' meeting approved the resolution dated 4/21/2006.

- 2 a) The shareholders' meeting of 6/1/2005 resolved to amend §§ 2 (object of the firm) and 3 (investments) of the partnership agreement.

[Column 7]

a) Date of Entry

b) Remarks

7

- 1 a) 5/23/2006
 Wickop

 b) Resolutions p. 5, 6 SB;
 Merger Agreement, p. 5 SB;
 New Partnership Agreement, p. 10 SB;
 Contract, p. 7 SB;
- 2 a) 6/16/2006
 Dr. Klein

 b) Resolution p. 14 SB; New Partnership Agreement, p. 15 SB;
- 3 a) 6/26/2006
 Legath
- 4 a) 7/17/2006
 Legath
- 5 a) 7/26/2006
 Legath

Nummer der Eintragung	F a) Name des Zweigvereins b) Sitz und Niederlage c) Gegenstand	d-oder Sitzm platz ka	a) Allgemeine Verbandsregelung b) Personen, die den Verband führen c) Name des Vorsitzenden d) Name des Schriftführers e) Name des Kassiers f) Name des Schlichters g) Name des Revisors h) Name des Mitglieds	Prokura	a) Rechtsform, Bezeichnung, Sitz b) Sonstige Rechtsverhältnisse	a) Tag der Eintragung b) Tag der Eintragung
1						
4			<p>1. Name des Vereins: ...</p> <p>2. Name des Vorsitzenden: ...</p> <p>3. Name des Schriftführers: ...</p> <p>4. Name des Kassiers: ...</p> <p>5. Name des Schlichters: ...</p> <p>6. Name des Revisors: ...</p> <p>7. Name des Mitglieds: ...</p>			7 a) 0. 2006 b) 7 c) 7 d) 7 e) 7 f) 7 g) 7 h) 7
5			<p>1. Name des Vereins: ...</p> <p>2. Name des Vorsitzenden: ...</p> <p>3. Name des Schriftführers: ...</p> <p>4. Name des Kassiers: ...</p> <p>5. Name des Schlichters: ...</p> <p>6. Name des Revisors: ...</p> <p>7. Name des Mitglieds: ...</p>			2 a) 0. 008 b) 7 c) 7 d) 7 e) 7 f) 7 g) 7 h) 7