

RE

05-16-2003

OFFICE OF PUBLIC RECORDS
Form PTO-1594
(Rev. 03/01)
MCKENZIE-DALLAS
QMBN 00851-0027 (Exp. 5/31/2002)

RECORDS & TRADEMARKS

DEPARTMENT OF COMMERCE
Patent and Trademark Office

102443629

FINANCE SECTION

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
BMW Specialties, Ltd. 3-14-02

Individual(s) _____ Association _____
General Partnership Limited Partnership _____
Corporation-State _____
Other _____

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
Assignment _____ Merger _____
Security Agreement Change of Name _____
Other _____

Execution Date: 12-30-1997

2. Name and address of receiving party(ies)
Name: Titan Specialties, Ltd.
Internal Address: _____

Street Address: 2838 W. Alcock
City: Pampa State: Texas

Individual(s) citizenship _____
Association _____
General Partnership _____
 Limited Partnership Texas
Corporation-State _____
Other _____

It assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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FINANCE SECTION
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4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,959,966

Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed:
Name Nicole B. Emmons
Baker & McKenzie
Internal Address: _____

Street Address: 2001 Ross Avenue, Suite 2300

City: Dallas, State: Texas Zip: 75201

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-0480

(Attach duplicate copy of this page if paying by deposit account)

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.

Nicole B. Emmons 3-4-02
Name of Person Signing Signature Date

Total number of pages (including cover sheet, attachments, and document): 1

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

3/27/2002 BTOM11 00000100 1959966
01 FC:401 40.00 OP

**CONVEYANCE OF ASSETS CONTRIBUTED TO
BMW SPECIALTIES, LTD.**

For and in consideration of the assumption of the Assumed Liabilities by BMW Specialties, Ltd., a Texas limited partnership (the "Assignee") and the admission of Assignor to BMW Specialties, Ltd. as a limited partner in accordance with the Partnership Agreement, Titan Specialties, Inc., a Delaware corporation (the "Assignor") hereby assigns, grants and conveys to Assignee the Contributed Assets.


1. The Contributed Assets. The Contributed Assets means all Assets of Assignor whether real or personal, tangible or intangible.

2. Assumption of Liabilities. In consideration of the contribution of the Contributed Assets, Assignee hereby assumes all liabilities of Assignor including all obligations of Assignor under existing security documents or loan agreements and related documents and expressly agrees that it takes such assets subject to such liabilities and all existing liens and security interest. Assignee further agrees that additional or other property owned or hereafter acquired by it shall be subject to the liens or security interest and obligations it would be subject to under existing security documents and related documents in the same manner as if such additional or other property were owned or hereafter acquired by Assignor.

EXECUTED effective the 31st day of December, 1997.


ASSIGNOR:

TITAN SPECIALTIES, INC.

By: 
Jerry C. Wilson, Executive
Vice President

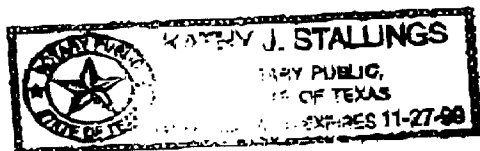
ASSIGNEE:

BMW SPECIALTIES, LTD., acting
through its General Partner,
BMW Management Company, L.L.C.

By: 
Jerry C. Wilson, Executive
Vice President

THE STATE OF TEXAS §
COUNTY OF POTTER §

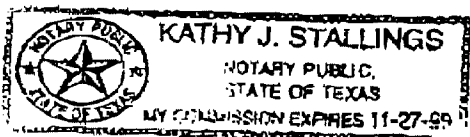
This instrument was acknowledged before me on the 30th day of December, 1997, by JERRY C. WILSON, Executive Vice President of TITAN SPECIALTIES, INC., a Delaware corporation, on behalf of said corporation.



Kathy J. Stallings
Notary Public, State of Texas
My Commission Expires: 11-27-99

THE STATE OF TEXAS §
COUNTY OF POTTER §

This instrument was acknowledged before me on the 30th day of December, 1997, by JERRY C. WILSON, Executive Vice President of BMW MANAGEMENT COMPANY, L.L.C., General Partner, on behalf of BMW SPECIALTIES, LTD., a Texas limited partnership.



Kathy J. Stallings
Notary Public, State of Texas
My Commission Expires: 11-27-99