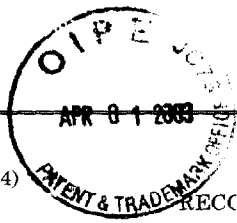


Form PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)



04-04-2003

orney Docket No. 080437.02594US
S DEPARTMENT OF COMMERCE
Patent and Trademark Office



102409790

To the Honorable Commissioner of Patents and Trademarks. Please record this document or copy thereof.

1. Name of conveying party(ies):
4-1-03
Max K. Conover
 Individuals(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies)
Name: **Bayerische Motoren Werke Aktiengesellschaft**
Address:
**Petuelring 130
D-80809 Muenchen, Germany**
 Individuals(s)
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: **March 6, 2003**

If assignee is not domiciled in the United States,
a domestic representative designated is attached:
 Yes No
Additional name(s) & address(es) attached?
 Yes No

4. Application number(s) or trademarks number(s):

If this document is being filed together with a new application, the execution date of the application is:
A. Trademark Application No.(s) **75/699,744**
B. Trademark Registration(s).

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
**CROWELL & MORING
P.O. BOX 14300
Washington, D.C. 2004-4300**

6. Total number of applications and registrations involved: **1**
7. Total Fee (37 CFR 3.41): **\$ 40.00**
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 05-1323
 Authorized to be charged to Deposit Account
8. Deposit Account No. 05-1323
(Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN 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.

Name: **James F. McKeown** Date: **April 1, 2003**
TOTAL NUMBER OF PAGES INCLUDING COVER SHEET, ATTACHMENTS, AND DOCUMENT: **4**

DO NOT WRITE IN THIS SPACE

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:
**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

04/03/2003 LNUELLER 00000175 75699744

01 FC:8521

40.00 DP

TRADEMARK
REEL: 002706 FRAME: 0245

TRADEMARK ASSIGNMENT

This Trademark Assignment is made effective this 1st day of December, 2002, from Max K. Conover, an individual citizen of the United States having a post office address at P.O. Box 749, Parkton, Maryland 21120, (hereinafter "Assignor"), in favor of Bayerische Motoren Werke Aktiengesellschaft, a company organized under the laws of Germany, located and conducting business at Petuelring 130, D-80809 M Muenchen, Germany, (hereinafter "Assignee").

WHEREAS, Assignor is the owner of all rights, title and interest in and to U.S. Trademark Application No. 75/699,744 for the mark MOBILE TRADITION, and the goodwill developed through the use of the mark;

WHEREAS, Assignee is desirous of acquiring all rights to the Mark, the goodwill associated therewith, and the pending application and the resulting registration.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee, the entire right, title, interest in and to the Mark, the application, and the registration issuing therefrom as identified herein and the goodwill of the business connected with the Mark, with all rights of action, in law and in equity for past or future infringement thereof. Said Mark, application and registration therefore is to be held and enjoyed by Assignee for its own use and behoof and for its successors, assigns and other legal representatives, to the full end of the terms for which said registration will be granted and any and all renewals thereof, as fully and entirely as the same would have been held by the said Assignor had this Assignment not been made.

Signed this 6 day of March, 2002³

Max K. Conover

Max K. Conover

Additionally, Crowell & Moring LLP, P.O. Box 14300, Washington, D.C. 20044-4300, is hereby designated applicant's representative upon whom notices or process in proceedings affecting this mark may be served.

Date: March 24, 2003

BAYERISCHE MOTOREN WERKE AKTIENGESELLSCHAFT

By: i. V. J. Volkmer

Name: Dr. Jochen Volkmer

Title: General Manager Trademarks

By: i. V. M. Luepke

Name: Dr. Marcus Luepke

Title: Internal Trademark Counsel