



01-13-2004

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102643623

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

1. Name of conveying party(ies): Volkswagen of America, Inc. 1-8-04
Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other New Jersey
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Audi A.G.
Internal Address:
Street Address: 85045 Ingolstadt
City: Ingolstadt State: DE Zip:
Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State
Other Germany Corporation
If 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

3. Nature of conveyance:
Assignment Merger
Security Agreement Change of Name
Other
Execution Date: 12/12/03

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,767,558
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Barth X. deRosa, Esq.
Internal Address: Stevens Davis Miller Mosher LLP
Street Address: 1615 L Street, Suite 850
City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$ 40.00
Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 19-4375

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9. Signature.
Barth X. deRosa
Name of Person Signing
Signature
Date: January 8, 2003
Total number of pages including cover sheet, attachments, and document: 1

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

TRADEMARK
REEL: 002894 FRAME: 0833

ASSIGNMENT

WHEREAS, Volkswagen of America, Inc., a corporation incorporated under the laws of the state of New Jersey, domiciled and doing business at 3800 Hamlin Road, Auburn Hills, MI 48326, (Assignor), is the present title owner of the trademark "NEVER FOLLOW," and the federal trademark Registration:

Registration No. 2,767,558

AND WHEREAS, Audi A.G., a corporation incorporated under the laws of Germany, domiciled and doing business at 85045 Ingolstadt, GERMANY, (Assignee), is desirous of acquiring the right, title and interest in and to the trademark "NEVER FOLLOW," and the federal trademark Registration:

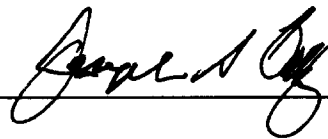
Registration No. 2,767,558

NOW THEREFORE, for nominal consideration, receipt of which is hereby acknowledged, the said Assignor of these presents does, sell, assign, and transfer unto the said Assignee, its successors and assigns, all right, title and interest in and to the said trademark and in and to Registration No. 2,767,558, together with that part of the goodwill of the Assignor's business in connection with the use of and symbolized by the said trademark.

IN WITNESS WHEREOF, the Assignor has hereunder executed this instrument this 12th day of December, 2003.

VOLKSWAGEN OF AMERICA, INC.

By:



Date:

12-12-03