



ET

To the Director of the U. S. Patent

103370154

d documents or the new address(es) below.

2.5.07

1. Name of conveying party(ies)/Execution Date(s):

MG Rover Group Limited

- Individual(s)
- General Partnership
- Corporation-State
- Other Citizenship (see guidelines) – United Kingdom
- Association
- Limited Partnership

Execution Date(s) April 8, 2005

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Nanjing Automobile (Group) Corporation

Street Address: 331 Zhongyang

City: Nanjing

State:

Country: China Zip: 210037

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Registration Nos.: see attached schedule

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See attached schedule

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

Name: James R. Meyer, Esquire

Schnader, Harrison, Segal, & Lewis, LLP

Street Address: 1600 Market Street, Suite 3600

City: Philadelphia

State: PA

Zip: 19103

Phone Number: 215-751-2622

Fax Number: 215-972-7677

Email Address: jmeyer@schnader.com

6. Total number of applications and registrations involved

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$190.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information

a. Credit Card Last 4 Numbers

Expiration Date

b. Deposit Account Number 133405

Authorized User Name James Meyer

OFFICE OF COMPLIANCE
FINANCE SECTION
700 FPO - 5
51744715
788
504551
0000082 133405
4000 PA
157.00 PA

9. Signature:

Signature

February 2005
Date

James R. Meyer





Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995

02/05/2007 11:01 AM
01 FC:6521
02 FC:6522
1403844v1

Schedule of Trademarks

Trademark	Application No Registration Date	Registration No Registration Date	Status
MG	76/444715 20-Aug-2002	2932304 15-Mar-2005	Registered
MG in Octagon Logo (1928 Version) 	76/498,337 18-Mar-2003	2932375 15-Mar-2005	Registered
MG in Octagon Logo (1947 Version) 	75/367761 03-Oct-1997	2745436 05-Aug-2003	Registered
MG in Octagon Logo (1996 Version) 	76/490925 13-Feb-2003	3140823 12-Sep-2006	Registered
MG in Octagon Logo (1996 Version) 	75/146194 19-Jul-1996	2147114 31-Mar-1998	Registered
CDT	75/605874 15-Dec-1998	2340491 11-Apr-2000	Registered
STERLING	73/553924 16-Aug-1985	1436355 14-Apr-1987	Registered

DATED

2005

- (1) MG ROVER GROUP LIMITED AND
POWERTRAIN LIMITED (all in administration)
- (2) ROBERT JONATHAN HUNT, ANTHONY VICTOR
LOMAS AND IAN CLIFFORD POWELL
- (3) ROBERT JONATHAN HUNT, ANTHONY VICTOR
LOMAS AND STEVEN ANTHONY PEARSON
- (4) NANJING AUTOMOBILE (GROUP)
CORPORATION

**ASSET SALE
AGREEMENT**

Eversheds LLP
Senator House
85 Queen Victoria Street
London EC4V 4JL
Tel +44 (0) 20 7919 4500
Fax +44 (0) 20 7919 4919
Ref: SW/102915.010148

BETWEEN:

- (1) Each of the companies whose names are specified in **Schedule 1** (the "Sellers");
- (2) **ROBERT JONATHAN HUNT** of PricewaterhouseCoopers LLP of Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT and **ANTHONY VICTOR LOMAS** and **IAN CLIFFORD POWELL** both of PricewaterhouseCoopers LLP of Plumtree Court, London, EC4A 4HT (the "MG Rover Administrators");
- (3) **ROBERT JONATHAN HUNT** of PricewaterhouseCoopers LLP of Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT and **ANTHONY VICTOR LOMAS** and **STEVEN ANTHONY PEARSON** of PricewaterhouseCoopers LLP of Plumtree Court, London, EC4A 4HT (the "Powertrain Administrators"); and
- (4) **NANJING AUTOMOBILE (GROUP) CORPORATION** of 331 Zhongyang, Nanjing 210037, China (the "Buyer").

BACKGROUND

- (A) The MG Rover Administrators and the Powertrain Administrators (together, the "Administrators") were appointed to act as joint administrators of each of the Sellers on 8 April 2005 with all of the powers conferred by the Insolvency Act 1986 (as amended).
- (B) Following the appointment of the Administrators, the Sellers carry on the Business for the limited purpose of continuing some vehicle and engine manufacturing (in the case of the Second Seller so as to complete a number of contracts for the benefit of the administration). The First Seller will cease all such operations by 1 August 2005 and the Second Seller will cease all such operations by 7 September 2005.
- (C) The Sellers, the Administrators and the Buyer have agreed to the sale to the Buyer of such assets as are defined below on the terms and subject to the conditions of this Agreement.
- (D) The Administrators are joined as a party to this Agreement for the purposes of receiving the benefit of the waivers and exclusions of liability and indemnities in their favour contained in this Agreement and for giving the confirmations in **clause 7.2**.

- (E) The Sellers and the Administrators acknowledge that (i) the Buyer intends to remove the majority of the tangible Assets from the Property and transfer them to China for its own use as soon as practicable following the Transfer Date and (ii) such removal is not intended to be affected by the carrying on by the limited manufacturing operations to be carried on by the Sellers as referred to in Recital (B) above.
- (F) The Administrators are not personally actually aware of any legal restriction on the proposed transfer referred to in Recital (E).

OPERATIVE PROVISIONS

1. INTERPRETATION

In this Agreement:

- 1.1 the following expressions have the following meanings unless inconsistent with the context:

"Administrators"	collectively the MG Rover Administrators and the Powertrain Administrators together
"Administrators' Solicitors"	Eversheds LLP, Senator House, 85 Queen Victoria Street, London, EC4V 4JL (Reference: SW/102915.010148)
"Agreement"	this agreement including its schedules and any attachments
"Assets"	all the assets of the Sellers whether tangible or intangible and wherever situated including those assets listed in clause 2.1.1 to 2.1.12 but excluding the Excluded Assets
"AWM Licence"	means the licence of today's date made between the First Seller, the MG Rover Administrators, the Buyer and Advantage West Midlands
"Books and Records"	means all books, papers, records, documents, files, ledgers, invoices and other records in the possession of the Sellers as at the Transfer Date and such hardware as is required to access such information relating wholly and exclusively to the

SCHEDULE 1

The Sellers

1. MG Rover Group Limited (in administration) (Company number 01595268) of the International Headquarters, Longbridge, Birmingham, West Midlands, B31 2TB acting by the MG Rover Administrators.
2. Powertrain Limited (in administration) (Company number 03950863) of the International Headquarters, Longbridge, Birmingham, West Midlands, B31 2TB acting by the Powertrain Administrators.

SCHEDULE 4

Trade Marks

12482	12476	14166	14907	14849	12094	12587	12277
MG Rover Group Ltd	MG Rover Group Ltd	MG Rover Group Ltd	MG Rover Group Ltd	MG Rover Group Ltd	MG Rover Group Ltd	Rover Group Limited	Rover Group Limited
United Kingdom	United Kingdom	United States of America	United States of America	United States of America	Uruguay	Austria	Brazil
MG in Octagon Logo (Series of 2) (1996 & 1947 Versions)	MG in Octagon Logo (Series of 2) (1996 & 1947 Versions)	MG	MG in Octagon Logo (1928 Version)	MG in Octagon Logo (1996 Version)	MG in Octagon Logo (1928 Version)	MG in Octagon Logo (1947 Version)	MG in Octagon Logo (1997 Version)
6, 7, 9, 11, 12, 17, 20, 26, 27, 36	2, 39	12	12	12	1, 4, 6, 7, 9, 10, 11, 12, 17, 19, 22	12	12
2009494 01-Feb-1995	2067053 29-Mar-1996	76/444715 20-Aug-2002	76/498,337 18-Mar-2003	76/490925 21-Apr-2003	54993 07-Nov-1950	13466 06-Sep-1935	820327408 26-Jan-1998
2009494 01-Feb-1995	2067053 29-Mar-1996				336830 07-Nov-1950	13466 06-Sep-1935	
REG	REG	PEN	PEN	PEN	REG	REG	PEN
01-Feb-2015	29-Mar-2006				31-Jan-2012	30-Sep-2005	
Pinsents	Pinsents	Obion, Spivak, McClelland, Maler & Neustadt, PC	Obion, Spivak, McClelland, Maler & Neustadt, PC	Obion, Spivak, McClelland, Maler & Neustadt, PC	Barbosa Caravia & Co	Pantentanwalte Krause, Casati Ibe	Momsten Leonardos & Cia

INDEX	Applicant Name	Country	Mark Name	Class	Priority No. & Date	REG. No. & Date	REG. No. & Date	Attorney
12260	Rover Group Limited	United States of America	MG in Octagon Logo (1947 Version)	6, 14, 18, 25	75/367761 03-Oct-1997	2745436 05-Aug-2003	REG 05-Aug-2013	Crowell Moring
12914	Rover Group Limited	United States of America	MG in Octagon Logo (1996 Version)	16, 28	75/146194 19-Jul-1996	2147114 31-Mar-1998	REG 31-Mar-2008	Crowell Moring
12908	Rover Group Limited	Uruguay	MG	12, 37	298594 30-Sep-1997	298594 15-Jun-1998	REG 15-Jun-2008	Barbosa Caravia & Co
12907	Rover Group Limited	Uruguay	MG in Octagon Logo (1997 Version)	12, 37	298595 30-Sep-1997	298595 15-Jun-1998	REG 15-Jun-2008	Barbosa Caravia & Co
11058	Rover Group Limited	Zambia	MG in Octagon Logo (1928 Version)	12	520176 07-Feb-1931	463/35 09-Oct-1935	REG 07-Feb-2015	Spoor and Fisher
12921	Rover Group Limited	Zimbabwe	MG in Octagon Logo (1928 Version)	12	49/36	49/36 24-Jul-2008	REG 24-Jul-2008	Honey & Blackenberg
12568	MG Rover Group Limited	Australia	CDT	12	780989 14-Dec-1998	780989 14-Dec-1998	REG 14-Dec-2008	Davies Collison Cave
10711	MG Rover Group Limited	Australia	STEPSPEED	12	872173 10-Apr-2001	872173 10-Apr-2001	REG 10-Apr-2011	Davies Collison Cave
12578	MG Rover Group Limited	Australia	STERLING	12	437194 28-Nov-1985	437194 28-Nov-1985	REG 28-Nov-2006	Davies Collison Cave
12584	MG Rover Group Limited	Australia	VITESSE	12	455510 18-Nov-1986	455510 18-Nov-1986	REG 18-Nov-2007	Davies Collison Cave
10730	MG Rover Group Limited	Benelux	MAESTRO	12	45033 03-Feb-1981	371329 03-Feb-1981	REG 03-Feb-2011	Gevers & Partners
11751	MG Rover Group Limited	Brazil	CDT	12	821280694 15-Dec-1998	821280694 22-Oct-2002	REG 22-Oct-2012	Mamuse Leonardos & Cia

SYMBOL	REGISTERED BY	COUNTRY	CLASS	MARK	CLASS	REGISTRATION NO.	REGISTRATION DATE	REGISTRATION TYPE	REGISTRATION DATE	AGENCY
12895	Rover Group Limited	Tanganyika	12	AUSTIN	439	19 Sep 1927	439	REG	19 Sep 2007	Donaldson & Wood
12896	Rover Group Limited	Tanganyika	12	AUSTIN in Script	440	19 Sep 1927	440	REG	19 Sep 2007	Donaldson & Wood
12897	Rover Group Limited	Tanganyika	12	AUSTIN in Script	441	19 Sep 1927	441	REG	19 Sep 2007	Donaldson & Wood
12893	Rover Group Limited	Tanganyika	12	WOLSELEY	3881	03 Feb 1954	3881	REG	03 Feb 2006	Donaldson & Wood
12892	Rover Group Limited	Tunisia	7, 11, 12	AUSTIN in Script	214	22 Nov 1952	EE.97.0713	REG	06 May 2012	Lysaght & Co
12899	Rover Group Limited	Turkey	12	CDT	1998/17850	15-Dec-1998	204132	REG	18-Dec-2008	Stock Industrial Property Services AS (AL)
12068	Rover Group Limited	Ukraine	12	CDT	98124795	14-Dec-1998	23648	REG	14-Dec-2008	Grischenko & Partners
12910	Rover Group Limited	United States of America	12	CDT	75/605874	15-Dec-1998	2340491	REG	11-Apr-2010	Evanson, McKeown, Edwards & Lenahan PLLC
12915	Rover Group Limited	United States of America	12	STERLING	73/553924	16-Aug-1985	1436355	REG	14-Apr-2007	Oblon Spivak McClelland, Maier & Nauenst PC
12918	Rover Group Limited	United States of America	12	VITESSE	75/242201	14-Feb 1997	2149123	REG	07-Apr-2008	Crowell Moring
12919	Rover Group Limited	Venezuela	12	MG in Octagon Logo (1928 Version)			21348	REG	03-Sep-2004	Clarke Modet & Co

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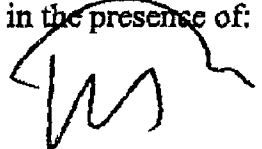
SIGNED as a deed by)
MG ROVER GROUP LIMITED)
(in administration) acting by its)
administrator appointed on 8 April 2005)
pursuant to powers conferred by the)
Insolvency Act 1986 and on his own behalf)
as such Administrator and on behalf of his)
joint administrators, in the presence of:)



by

in Administration

Witness signature:

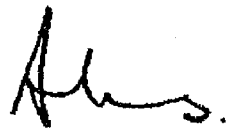


Name: LAWRENCE ELLIOTT

Address: HERBERT SMITH, EXCHANGE HSE
PRINCE STREET

Occupation: SOLICITOR LONDON E1A

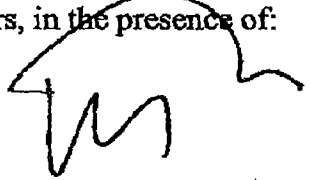
SIGNED as a deed by)
POWERTRAIN LIMITED)
(in administration) acting by its)
administrator appointed on 8 April 2005)
pursuant to powers conferred by the)
Insolvency Act 1986 and on his own behalf)
as such Administrator and on behalf of his)
joint administrators, in the presence of:)



by

in Administration

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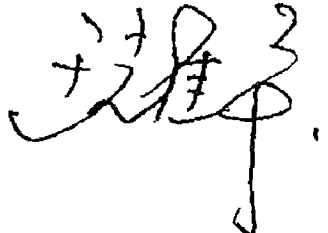


Name: LAWRENCE ELLIOTT





Address:

Occupation: SOLICITOR

EXECUTED (but not delivered until the)
date hereof) as a deed by)
NANJING AUTOMOBILE (GROUP))
CORPORATION)
acting by its attorney)



Schedule of Trademarks

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CDT	75/605874 15-Dec-1998	2340491 11-Apr-2000	Registered
STERLING	73/553924 16-Aug-1985	1436355 14-Apr-1987	Registered