

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

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

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)

3. Nature of conveyance:

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

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**

9. Signature:

James R. Meyer / kab
Signature

March 9, 2007
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

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CH \$190.00 133405 2932304

TRADEMARK

REEL: 003497 FRAME: 0329

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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





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d documents or the new address(es) below.

To the Director of the U. S. Patent and Trademark Office
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2.5.07

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 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other Citizenship (see guidelines) – United Kingdom
Execution Date(s) **April 8, 2005**
Additional name(s) of conveying party(ies) attached? Yes No

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 Citizenship:
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship **China**
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
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 Security Agreement Change of Name
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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

9. Signature: _____ Date: **February 2007**
Signature
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

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TRADEMARK

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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



TRADEMARK

REEL: 003497 FRAME: 0332

Schedule of Trademarks

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MG in Octagon Logo (1928 Version) 	76/498,337 18-Mar-2003	2932375 15-Mar-2005	Registered
MG in Octagon Logo (1947 Version) 	75/367781 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

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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

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THIS AGREEMENT is made on

2005

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**.

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- (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

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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.

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SCHEDULE 4

Trade Marks

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TRADEMARK

REF: 003497 FRAME: 0338

USPTO Serial	Applicant	Country	Trademark	Class	Reg. No.	Reg. Date	Reg. Class	Reg. Date	Attorney
12482	MG Rover Group Ltd	United Kingdom	MG in Octagon Logo (Series of 2) (1996 & 1947 Versions)	6, 7, 9, 11, 12, 17, 20, 26, 27, 36	2009494	01-Feb-1995	RBG	01-Feb-2015	Pinsent's
12476	MG Rover Group Ltd	United Kingdom	MG in Octagon Logo (Series of 2) (1996 & 1947 Versions)	2, 39	2067053	29-Mar-1996	RBG	29-Mar-2006	Pinsent's
14166	MG Rover Group Ltd	United States of America	MG	12	76/444715	20-Aug-2002	PEN		Oblon, Spivak, McClelland, Maler & Neustadt, PC
14907	MG Rover Group Ltd	United States of America	MG in Octagon Logo (1928 Version)	12	76/498,337	18-Mar-2003	PEN		Oblon, Spivak, McClelland, Maler & Neustadt, PC
14849	MG Rover Group Ltd	United States of America	MG in Octagon Logo (1996 Version)	12	76/490925	21-Apr-2003	PEN		Oblon, Spivak, McClelland, Maler & Neustadt, PC
12094	MG Rover Group Ltd	Uruguay	MG in Octagon Logo (1928 Version)	1, 4, 6, 7, 9, 10, 11, 12, 17, 19, 22	54993	07-Nov-1950	RBG	31-Jan-2012	Barbosa Caravia & Co
12587	Rover Group Limited	Austria	MG in Octagon Logo (1947 Version)	12	13466	06-Sep-1935	RBG	30-Sep-2005	Pantamwaite Krause, Casati Itze
2277	Rover Group Limited	Brazil	MG in Octagon Logo (1997 Version)	12	820527408	26-Jan-1998	PEN		Monsen Leonardos & Cia

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REG. NO.	REGISTRATION CLASS	REGISTRATION TYPE	REGISTRATION DATE	REGISTRATION NUMBER	REGISTRATION CLASS	REGISTRATION TYPE	REGISTRATION DATE	REGISTRATION NUMBER	REGISTRATION CLASS	REGISTRATION TYPE	REGISTRATION DATE	REGISTRATION NUMBER	REGISTRATION CLASS	REGISTRATION TYPE	REGISTRATION DATE	REGISTRATION NUMBER	REGISTRATION CLASS	REGISTRATION TYPE	REGISTRATION DATE	REGISTRATION NUMBER
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									
07730	MG Rover Group Limited	Benelux	MAESTRO	12	45033	03-Feb-1981	371329	03-Feb-1981	REG	03-Feb-2011	Gevers & Partners									
751	MG Rover Group Limited	Brazil	CDT	12	821280694	15-Dec-1998	821280694	22-Oct-2002	REG	22-Oct-2012	Mommsen Leonardos & Cia									



REGISTRATION NO.	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS	REGISTRATION CLASS
12895	Rover Group Limited	Tanganyika	AUSTIN	12	439 19 Sep 1927	439 19 Sep 1927	REG	19 Sep 2007	Donaldson & Wood								
12896	Rover Group Limited	Tanganyika	AUSTIN in Script	12	440 19 Sept 1927	440 19 Sept 1927	REG	19 Sep 2007	Donaldson & Wood								
12897	Rover Group Limited	Tanganyika	AUSTIN in Script	12	441 19 Sept 1927	441 19 Sept 1927	REG	19 Sep 2007	Donaldson & Wood								
12893	Rover Group Limited	Tanganyika	WOLSELEY	12	3881 03 Feb 1954	3881 03 Feb 1954	REG	03 Feb 2006	Donaldson & Wood								
12892	Rover Group Limited	Tunisia	AUSTIN in Script	7, 11, 12	214 22 Nov 1952	HE.97.0713 22 Nov 1952	REG	06 May 2012	Lysaght & Co								
12899	Rover Group Limited	Turkey	CDT	12	1998/17850 15-Dec-1998	204132 15-Dec-1998	REG	18-Dec-2008	Stock Industrial Property Services AS (AL)								
12068	Rover Group Limited	Ukraine	CDT	12	98124795 14-Dec-1998	23648 14-Dec-1998	REG	14-Dec-2008	Grischenko & Partners								
12910	Rover Group Limited	United States of America	CDT	12	75/605874 15-Dec-1998	2340491 11-Apr-2000	REG	11-Apr-2010	Evanson, McKeown, Edwards & Lenahan PLLC								
12915	Rover Group Limited	United States of America	STERLING	12	73/533924 16-Aug-1985	1436355 14-Apr-1987	REG	14-Apr-2007	Oblon Spivak McClelland, Maier & Nannacht PC								
12918	Rover Group Limited	United States of America	VITESSE	12	75/242201 14-Feb-1997	2149123 07-Apr-1998	REG	07-Apr-2008	Crowell Moring								
12919	Rover Group Limited	Venezuela	MG in Octagon Logo (1928 Version)	12	21348 03-Sep-1949	21348 03-Sep-1949	REG	03-Sep-2004	Clarke Modet & Co								

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11 July 2005 beatlec

TRADEMARK

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
LONDON E2A

Occupation: **SOLICITOR**

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

Witness signature:

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)

TRADEMARK