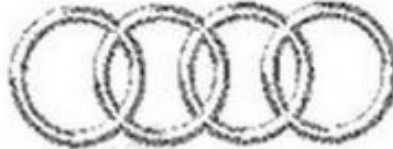


and innovative design. Among the purchasing public, genuine Audi Products are instantly recognizable as such and symbolize high quality.

7. Plaintiff distributes and sells Audi Products through a network of licensed independent Audi dealerships, who then sell to consumers throughout the United States, including through several licensed Audi dealerships in Illinois. Since at least as early as 1997, Plaintiff also can purchase genuine Audi parts, automotive accessories, and personal goods and accessories.

8. Audi AG incorporates a variety of distinctive marks in the design of its various Audi Products and uses its trademarks in connection with the marketing of its Audi Products. Under agreement with Audi AG, Plaintiff uses the trademarks in connection with the marketing of Audi Products in the United States. Audi AG is the exclusive owner of numerous federally-registered trademarks for automobiles, parts, accessories, and a long list of related services and merchandise, including the following marks which are collectively referred to as the “Audi Trademarks.” The Audi Trademarks cover automobile parts and accessories, including, but not limited to, automobile emblems, floor mats, and parts and accessories for vehicle lighting.

Registration No.	Trademark
4,995,364 5,093,264	AUDI
1,283,271 3,241,273 3,702,707	QUATTRO
2,875,529	S-LINE
2,083,439	

3,007,305	
3,201,037	
3,848,240	
4,405,143	
5,457,305	

9. The Audi Trademarks have been used exclusively and continuously by Plaintiff within the United States for many years and have never been abandoned. The above U.S. registrations for the Audi Trademarks are valid, subsisting, in full force and effect, and many are incontestable pursuant to 15 U.S.C. § 1065. True and correct copies of the United States Registration Certificates for the above-listed Audi Trademarks are attached hereto as **Exhibit 1**. The registrations for the Audi Trademarks constitute *prima facie* evidence of their validity and of the exclusive right to use the Audi Trademarks pursuant to 15 U.S.C. § 1057(b).