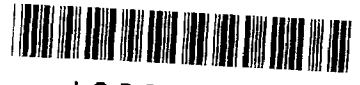


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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Deutsche Vereinigte Schuhmaschinen GMBH & Co., Berner Strasse 87-89 D-60437, Frankfurt-Am-Main, DE
[ ] Individual(s) [ ] Association
[ ] General Partnership [ ] Limited Partnership
[ ] Corporation-State
[X] Other an entity organized under the laws of Germany
Additional name(s) of conveying party(ies) attached? [ ] Yes [X] No

2. Name and address of receiving party(ies)
Name: USM Group Holdings, Ltd.
Internal
Address: c/o Arthur Andersen
Street Address: 1 Surrey Street
City: London State: WC2R 2NT England Zip:
[ ] Individual(s) citizenship
[ ] Association
[ ] General Partnership
[ ] Limited Partnership
[ ] Corporation-State
[X] Other an entity organized under the laws of
If assignee is not domiciled in the United States, a domestic England and
representative designation is attached: [X] Yes [ ] No Wales
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [X] No

3. Nature of conveyance:
[X] Assignment [ ] Merger
[ ] Security Agreement [ ] Change of Name
[ ] Other
Execution Date: February 20, 2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 995,576; 938,715; 939,746
Additional number(s) attached [ ] Yes [X] No

B. Trademark Registration No.(s) 995,576; 938,715; 939,746
Additional number(s) attached [ ] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: David F. Hannan, Esq.
Internal Address: Hogan & Hartson L.L.P.
Attn: Box Intellectual Property
Street Address: 8300 Greensboro Drive
City: McLean State: VA Zip: 22102

6. Total number of applications and registrations involved: 3
7. Total fee (37 CFR 3.41).....\$ 90
[X] Enclosed
[X] Authorized to be charged to deposit account
8. Deposit account number: 50-1349
(Attach duplicate copy of this page if paying by deposit account) 40.00 OR 50.00

DO NOT USE 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.
DAVID F. HANNAN
Name of Person Signing

Signature: David F. Hannan
Date: 3/13/02
Total number of pages including cover sheet, attachments, and document: 5

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

TRADEMARK REEL: 002463 FRAME: 0955

03/18/2002 JMEILLER 00000230 995576 01 FC:481 02 FC:482

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

In the Matter of:       Marks: USM; Ring Logo; Ring Logo  
Registered Trademarks Nos.: 995,576; 938,715; 939,746

Registrant:           USM Group Holdings Ltd.  
                          (In Administrative Receivership)

Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513  
Post Registration Division

**DESIGNATION OF DOMESTIC REPRESENTATIVE**

Registrant, USM Group Holdings Ltd. (In Administrative Receivership), an entity currently organized under the laws of England and Wales (currently in administration in the United Kingdom), hereby appoints SHELLY L. MCGEE (member of the bar of the District of Columbia), and DAVID F. HANNAN (member of the bar of the State of Maryland), attorneys-at-law and members of the law firm of Hogan & Hartson L.L.P., as domestic representative for the prosecution of the transfer of the above-listed trademarks.

**POWER OF ATTORNEY**

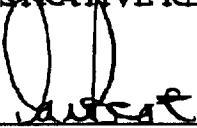
Registrant, USM Group Holdings Ltd. (In Administrative Receivership) hereby appoints SHELLY L. MCGEE (member of the bar of the District of Columbia) and DAVID F. HANNAN (member of the bar of the State of Maryland), attorneys-at-law and members of the law firm of Hogan & Hartson L.L.P., 8300 Greensboro Dr., Suite 1100, McLean, Virginia 22102, to prosecute the transfer of above-listed trademarks. The following attorney should be listed as the primary attorney of record for this application: David F. Hannan.

Please direct all correspondence to.

Hogan & Hartson L.L.P.  
Attn: Dox Intellectual Property  
8300 Greensboro Drive  
Suite 1100  
McLean, Virginia 22102

USM GROUP HOLDINGS LTD.  
(IN ADMINISTRATIVE RECEIVERSHIP)

Date: 12/3/02

By:   
Ian Best  
Joint Administrative Receiver

**IN THE UNITED STATES TRADEMARK OFFICE**

Marks: USM; Ring Logo; Ring Logo  
Registration Numbers: 995,576; 938,715; 939,746

**TRADEMARK ASSIGNMENT**

WHEREAS, Deutsche Vereinigte Schumaschinen GmbH & Co., an entity organized under the laws of Germany (currently in administrative receivership in Germany) with offices at Berner Straße 87 - 89, 60437 Frankfurt am Main, DE (the "Assignor"), owns the federal trademark registration of the mark USM, which is registered in the United States Patent and Trademark Office, Registration No. 995,576, dated October 15, 1974 (the "USM Mark");

WHEREAS, Assignor owns the federal trademark registration of the "Ring Logo" mark, which is registered in the United States Patent and Trademark Office, Registration No. 938,715, dated July 25, 1972 ("Ring Logo 1");

WHEREAS, Assignor owns the federal trademark registration of the "Ring Logo" mark, which is registered in the United States Patent and Trademark Office, Registration No. 939,746, dated August 1, 1972 ("Ring Logo 2" and, together with the USM Mark and Ring Logo 1, the "Trademarks"), and

WHEREAS, USM Group Holdings Limited. (In Administrative Receivership), an entity organized under the laws of England and Wales (currently in Administrative Receivership in the United Kingdom) ("Assignee"), desires to acquire all right, title and interest in and to each of the Trademarks, including the registration thereof.

NOW THEREFORE, for the consideration of £1 paid by Assignee, the receipt and sufficiency of which is hereby acknowledged by the Assignor, Assignor hereby assigns to Assignee all of Assignor's right, title and interest in and to each of the Trademarks, together with the goodwill of the business symbolized by each of the Trademarks and the right to sue and collect damages and/or profits for past infringements of each of the Trademarks.

Assignee accepts the foregoing assignment of each of the Trademarks.

IN WITNESS WHEREOF, the parties have voluntarily, knowingly and willingly executed this Trademark Assignment on this 20 day of February, 2002.

Deutsche Vereinigte Schumaschinen GmbH & Co.  
(In Administrative Receivership)

By: *Rechtsanwalt Ottmar Hennemann*  
Name: *[Signature]*  
Title: *als Insolvenzverwalter (appointed receiver)*

**Hermann, Bähr, Michl  
Lenhard, Feiler**  
Rechtsanwälte  
Graben 14, 80331 München, Germany  
Tel. 089-9124124  
Fax 089-9124125

USM GROUP HOLDINGS LIMITED.  
(In Administrative Receivership)

By: *[Signature]*  
Name: IAN BEST  
Title: JOINT ADMINISTRATIVE RECEIVER  
ACTING AS AGENT OF THE COMPANY  
AND EXPRESSLY WITHOUT PERSONAL  
LIABILITY