

05-17-2002



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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): Grove's Dictionaries, Inc. 5-3-02
Individual(s) Association General Partnership Limited Partnership Corporation-State Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: HM Publishers Holdings Limited Internal Address: Street Address: Brunel Road, Houndmills City: Basingstoke State: Hampshire Zip: RG216XS
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company of The United Kingdom
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: 2/22/02

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,545,329
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: 1

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Gary J. Pitzer Internal Address: Amin & Turocy, LLP Street Address: 1900 E. 9th Street 24th Floor, National City Center City: Cleveland State: OH Zip: 44114

7. Total fee (37 CFR 3.41) \$ 40.00 Enclosed Authorized to be charged to deposit account: 8. Deposit account number: 50-1063 (Attach duplicate copy of this page if paying by deposit account)

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. Gary J. Pitzer Signature Date April 17, 2002
Total number of pages including cover sheet, attachments, and document: 4

OFFICE OF PUBLIC RECORDS FINANCE SECTION MAY -3 AM 11:42

05/16/2002 6TOM11 00000152 1545329 01 FC 581 40.00 DP

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

TRADEMARK REEL: 002508 FRAME: 0167

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

TRADEMARK EXAMINING OPERATION

Registrant : H.M. Publishers Holdings Limited
Registration No. : 1,545,329
Filing Date : March 28, 1988
Registration Date : June 27, 1989
Mark : THE NEW PALGRAVE
Law Office : TMEO #1
Attorney Docket No. : UDLT114US

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

**POWER OF ATTORNEY AND DESIGNATION OF DOMESTIC
REPRESENTATIVE**

Sir:

POWER OF ATTORNEY

Registrant hereby appoints: the law firm of Amin & Turocy, LLP; Gary J. Pitzer, Himanshu S. Amin, Gregory Turocy, Christopher P. Harris, and Deborah Liu, all members of the Bar of the State of Ohio, whose address is 24th Floor, National City Center, 1900 East 9th Street, Cleveland Ohio 44114, telephone number (216) 696-8730 to transact all business in the Patent and Trademark Office in connection therewith.

DESIGNATION OF DOMESTIC REPRESENTATIVE

Registrant also designates Amin & Turocy LLP, whose postal address is 24th Floor, National City Center, 1900 East 9th Street, Cleveland Ohio 44114 as Applicants' domestic representative upon whom notice or process in proceedings effecting the above-identified registration may be serviced.

CORRESPONDENCE ADDRESS

Please also direct all telephone calls and future correspondence in the above-identified matter to:

Gary J. Pitzer
Amin & Turocy, LLP
24th Floor, National City Center
1900 E. 9th Street
Cleveland Ohio 44114
Telephone number (216) 696.8730
Fax Number (216) 696.8731

H.M. Publishers Holdings Limited

5/4/2002
Date

Cathy Pleny G. L. [Signature]
COMPANY SECRETARY GROUP FINANCIAL
Title: _____ DIRECTOR

ASSIGNMENT

WHEREAS Grove's Dictionaries, Inc., a corporation formerly known as Grove Dictionaries of Music Inc. duly organised and existing under the laws of the state of Texas, with its principal place of business at 345 Park Avenue South, New York, has adopted, owns and uses in its business the U.S. Trademark Registration No. 1,545,329 for the mark THE NEW PALGRAVE (the "TRADEMARK"); and

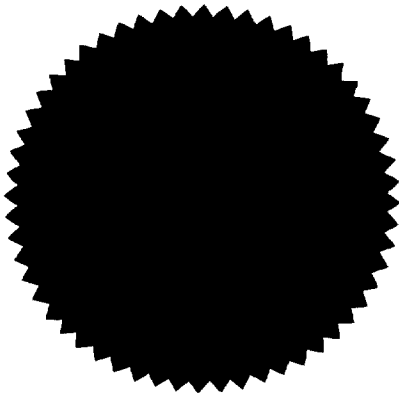
WHEREAS, HM Publishers Holdings Limited, a limited liability company having an address at Brunel Road, Houndmills, Basingstoke, Hampshire, RG21 6XS desires to acquire the TRADEMARK.

NOW THEREFORE, in consideration of an in exchange for one dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grove's Dictionaries Inc. does sell, assign, transfer, and set over unto HM Publishers Holdings Limited the entire right, title, and interest in, to and under the TRADEMARK, including all registrations thereof and all common law rights, in and to the TRADEMARK, together with all claims for profits and damages by reasons of past infringement, if any, of the TRADEMARK, with the right to sue for and collect the same for the use and advantage of HM Publishers Holdings Limited and for the use and advantage of the successors, assigns or other legal representatives of HM Publishers Holdings Limited.

Grove's Dictionaries Inc.

Date: 22nd February 2002 By: R. Hartgill
Name: RICHARD HENRY HARTGILL
Title: FINANCE DIRECTOR

SWORN TO BEFORE ME and subscribed in my presence on this 22nd day of February 2002, personally appeared before me RICHARD HENRY HARTGILL to me known to be the person named in and who executed the above instrument, and acknowledged to me that he executed the same for the uses and the purposes therein mentioned.



R. Innes-Ker

Notary Public (or other person authorised to administer oaths)

R. INNES-KER (NOTARY PUBLIC)
WILLS CHANDLER
SOLICITORS
76 BOUNTY ROAD
BASINGSTOKE, HANTS
RG21 3BZ