

09-13-2002



To the Honorable Commissioner of Pat

ached original documents or copy hereof.

102220277

1. Name of conveying party(ies):

DOTMUSIC.COM LIMITED

1022202

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other England Company

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

2. Name and address of receiving party(ies):

Name: British Telecommunications plc

Address: 81 Newgate Street
London EC1A 7AJ, England

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other England & Wales Public Limited Company

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) & addresses attached? Yes No

3. Nature of conveyance:

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

Execution Date: April 2, 2002

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
76/162,974 76/164,962

B. Trademark Registration No.(s).

Additional Numbers attached? Yes No

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

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

09/11/2002 TDIAZI 00000036 76162974

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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.

Patrick Boisson
Name of Person Signing

Boisson
Signature

8/20/2002
Date

Total number of pages comprising cover sheet: _____

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Applicant: British Telecommunications plc :
Serial No: 76/164,962 :
Filed: November 14, 2000 :
Mark: DOTMUSIC.COM & Design :
Our Ref: B01-0204197 :

**REVOCATION OF POWER OF ATTORNEY,
REQUEST FOR CHANGE OF ADDRESS FOR CORRESPONDENCE, AND
APPOINTMENT OF DOMESTIC REPRESENTATIVE**

Box NO FEE
Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

Applicant, British Telecommunications plc, a corporation organized and existing under the laws of the United Kingdom, located at 81 Newgate Street, London EC1A 7AJ, England, hereby revokes all Powers of Attorney heretofore granted in connection with this application.

ADDRESS FOR CORRESPONDENCE

Applicant requests that all correspondence in connection with this application be directed to the law firm of Fross Zelnick Lehrman & Zissu, P.C., 866 United Nations Plaza, New York, New York 10017, ATTENTION: Nancy C. DiConza (Tel.: 212-813-5900), its attorneys.

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Applicant hereby appoints the law firm of Fross Zelnick Lehrman & Zissu, P.C. of 866 United Nations Plaza, New York, New York 10017 (Tel: 212-813-5900) its attorneys and representatives upon whom notices or process in proceedings affecting the above-identified mark may be served.

Dated: AUGUST 12, 2002

British Telecommunications plc

By: MILES BECKINHAM

Name: MILES BECKINHAM

Title: TRADE MARK ATTORNEY

THIS ASSIGNMENT is made on 2nd April, 2002

BETWEEN:

- (1) DOTMUSIC.COM LIMITED (registered number 3969952) whose registered office is at Ludgate House, 245 Blackfriars Road, London SE1 9UY ("Dotmusic");

- (2) MILLER FREEMAN WORLDWIDE LIMITED (registered number 01750865) whose registered office is at Blenheim House, 630 Chiswick High Road, Chiswick, London W4 5RY ("Miller Freeman"); and
- (2) BRITISH TELECOMMUNICATIONS PLC (registered number 01800000) whose registered office is at 81 Newgate Street, London EC1A 7AJ ("BT").

WHEREAS:

- (A) Dotmusic is the proprietor or entitled to the benefit of the registered trade marks and trade mark applications listed in Schedule 1 (the "Trade Marks");
- (B) Miller Freeman is the proprietor of the registered trade marks shown against its name in Schedule 1 (the "Dotmusic Marks");
- (C) Under the terms of the agreement between BT and Dotmusic dated 6th March, 2002 (the "Business Sale Agreement"), BT and Dotmusic agreed to enter into an agreement for the assignment of Dotmusic's right, title and interest in the Trade Marks to BT; and
- (D) Miller Freeman is a party to this agreement for the limited purpose of assigning its right, title and interest in the Dotmusic Marks to BT in furtherance of the Business Sale Agreement.

IT IS AGREED as follows:

- (1) In consideration of the sum of [REDACTED] now paid by BT to Dotmusic, the receipt and sufficiency of which is hereby acknowledged, Dotmusic hereby assigns to BT with full title guarantee the Trade Marks together with all goodwill associated with the use of the Trade Marks. In consideration of the further sum of [REDACTED] now paid by BT to Miller Freeman, the receipt and sufficiency of which is hereby acknowledged, Miller Freeman hereby assigns to BT with full title guarantee the Dotmusic Marks together with all goodwill associated with the use of the Dotmusic Marks.
- (2) Dotmusic shall (and Miller Freeman shall, in respect of the Dotmusic Marks), at the request and expense of BT, sign any documents and do, or procure to be done, all other things which may be necessary to give effect to this assignment and to enable BT to fulfil all relevant registry requirements for the recordal of the assignment of the Trade Marks in those registries.
- (3) BT acknowledges that Dotmusic and Miller Freeman give no representation, warranty, indemnity or guarantee in respect of the Trade Marks or the Dotmusic Marks, in this assignment, but this is without prejudice to the provisions of the Business Sale Agreement.
- (4) Dotmusic and Miller Freeman shall transfer to BT (or to a nominee appointed by BT) copies of all material records, data and information (in any medium) which are in Dotmusic's possession, power or control (or those of its professional advisers and agents) and which relate to the Trade Marks or the Dotmusic Marks as soon as reasonably possible after the date of this assignment.

(5) This agreement is governed by and shall be construed in accordance with English law.

AS WITNESS the hands of the duly authorised representatives of the parties on the date which first appears on page 1.


SCHEDULE 1

TRADE MARKS AND TRADE MARK APPLICATIONS

TRADEMARK	COUNTRY	TYPE	CLASS	APP. NO.	APP. DATE	STATUS	PROPRIETOR
DOTMUSIC.COM	Australia	Name & Device	9,16,35,39,41	853061	10.10.00	Pend	Dotmusic.com Ltd
DOTMUSIC	Brazil	Name & Device	9	823402584	17.10.00	Pend	Dotmusic.com Ltd
DOTMUSIC	Brazil	Name & Device	35	823402576	17.11.00	Pend	Dotmusic.com Ltd
DOTMUSIC	Brazil	Name & Device	41	823402568	17.11.00	Pend	Dotmusic.com Ltd
DOTMUSIC.COM	Canada	Name & Device	9,16,35,39,41	1078078	10.10.00	Pend	Dotmusic.com Ltd
DOTMUSIC.COM	Community	Device	9,16,35,39,41	1901057	28.09.00	Pend	Miller Freeman
DOTMUSIC	Community	Name	9,16,35,39,41	1580083	22.03.00	Reg	Worldwide Limited Miller Freeman
DOTMUSIC.COM	Japan	Name & Device	9,16,35,39,41	2000-122597	13.11.00	Pend	Worldwide Limited
DOTMUSIC	New Zealand	Name & Device	9	626622	06.11.00	Reg	Dotmusic.com Ltd
DOTMUSIC	New Zealand	Name & Device	35	626623	06.11.00	Reg	Dotmusic.com Ltd
DOTMUSIC	New Zealand	Name & Device	41	626624	06.11.00	Reg	Dotmusic.com Ltd
DOTMUSIC	France	Name	16,38,41,42	82718099	06.12.99	Reg	Miller Freeman
DOTMUSIC.COM	USA	Device	9,16,35,39,41	767164962	14.11.00	Pend	Worldwide Limited
DOTMUSIC	USA	Name	9,16,35,39,41	767162974	09.11.00	Pend	Dotmusic.com Ltd

SIGNATORIES

SIGNED for and on behalf of
DOTMUSIC.COM LIMITED


Signature: 


Name: Tanya Shamlian for Crosswall Nominees Ltd

Title: Director

Date: 2nd April 2002

SIGNED for and on behalf of
MILLER FREEMAN WORLDWIDE LIMITED

Signature: 

Name: Tanya Shamlian for ~~Crosswall Nominees Ltd~~ UNM Investments Ltd 

Title: Director

Date: 2nd April 2002

SIGNED for and on behalf of
BRITISH TELECOMMUNICATIONS PLC

Signature:

Name:

Title:

Date:

SIGNATORIES

SIGNED for and on behalf of
DOTMUSIC.COM LIMITED

Signature:

Name:

Title:

Date:

SIGNED for and on behalf of
MILLER FREEMAN WORLDWIDE LIMITED

Signature:

Name:

Title:

Date:

SIGNED for and on behalf of
BRITISH TELECOMMUNICATIONS PLC

Signature:

Name: *John Raczka*

Title: *Sr. Vice President of Content*

Date: *2 April 2002*