

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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.

<p>1. Name of conveying party(ies): HMV Group Limited, now by change of name, HMV Retail Limited</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporate-State _____ <input checked="" type="checkbox"/> Other _____ U.K. company _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>July 19, 2003</u></p>	<p>2. Name and address of receiving party(ies)</p> <p>Name: <u>HMV (IP) Limited.</u> Internal Address: <u>Shelley House, 2-4 York Road,</u> Street Address: <u>Maldenhead, SL6 1SR, U.K.</u> City: _____ State: _____ ZIP: _____</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporate-State _____ <input checked="" type="checkbox"/> Other <u>English company</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) <u>2,291,753</u></p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Jay K. Meadway, Esquire</u> Internal Address: <u>Ballard Spahr Andrews & Ingersoll, LLP</u> Street Address: <u>1735 Market Street, 51st Floor</u> City: <u>Philadelphia</u> State: <u>PA</u> Zip: <u>19103-7599</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total Fee (37 CFR 3.41) \$ <u>40.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>02-0755</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Jay K. Meadway Jay Meadway 8/5/03
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

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

CH \$40.00 020755 2291753

US

ASSIGNMENT OF TRADEMARKS

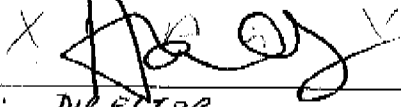
WHEREAS, HMV Group Limited, now by change of name, HMV Retail Limited a U.K. company, having an address of Shelley House, 2-4 York Road, Maidenhead, SL6 1SR, U.K. , has used and is using in its business the HATCHARDS trademark and U.S. Registration No. 2,291,753 therefor ("the Mark");

WHEREAS, HMV (IP) Limited, a company incorporated and existing under the laws of England and Wales having an address of Shelley House, 2-4 York Road, Maidenhead SL6 1SR, U.K., is desirous of acquiring all right, title and interest in and to the said mark in the U.S., including the goodwill associated with the Mark in the U.S., but no other goodwill is hereby transferred, and the registration thereof;

WHEREAS, it is desired that the assignment of said Mark and registration be made of record in the United States Patent and Trademark Office.

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and intending to be legally bound hereby, said HMV Retail Limited hereby assigns to said HMV (IP) Limited all rights, title and interest in and to the said Mark, together with the goodwill associated with the Mark in the U.S., but no other goodwill is hereby transferred, and the registration thereof, and all rights to damages and profits, due or accrued, arising out of past infringements of said Mark, and the right to sue for and recover the same.

HMV Group Limited, now by change of name,
HMV Retail Limited

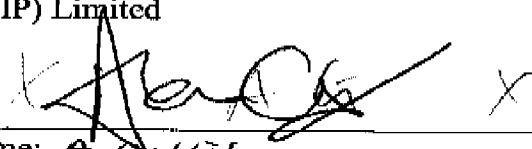
By: 
Title: DIRECTOR
Dated: 19 | 7 | 2003

attorneys, with full power of substitution and revocation, to transact all business in connection therewith.

HMV (IP) Limited

Date: 19/7/2003

By: _____



Name: A GILES
Title: DIRECTOR

IN THE UNITED STATES PATENT AND
TRADEMARK OFFICE

In re	: Trademark Registrations	:
	: of HVM (IP) Limited.	:
	:	:
Reg. No.	: 1,566,470	:
	:	:
Filed	: April 5, 1988	:
	:	:
Mark	: HVM	: Attorney Docket No. 081697

**REVOCATION OF ATTORNEY AND
APPOINTMENT OF DOMESTIC REPRESENTATIVE**

The undersigned, being the owner by assignment of the above-identified trademark registration and the registrations identified on the attached Schedule A, hereby revokes all former Powers of Attorney with respect to these registrations. A copy of this Revocation of Attorney and Appointment of Domestic Representative can be filed with the recordal of the assignment documents and in the file of each registration.

The applicant appoints the firm of Ballard Spahr Andrews & Ingersoll, LLP, as its domestic representative, upon whom notices or process in proceedings affecting the marks may be served.

Please recognize Roberta Jacobs-Meadway, a member of the bar of Pennsylvania; Jay K. Meadway, a member of the bar of Pennsylvania; Jamie B. Bischoff, a member of the bar of Pennsylvania; and Richard E. Peircoc, a member of the bar of Pennsylvania, with offices at 1735 Market Street, 51st Floor, Philadelphia, PA 19103-7599 (Telephone 215-665-8500), as our

SCHEDULE ARegistration No.Mark

1,566,470

HMY

1,605,067

HMY & Design

1,610,832

HMY & Design

2,291,753

HATCHARDS