

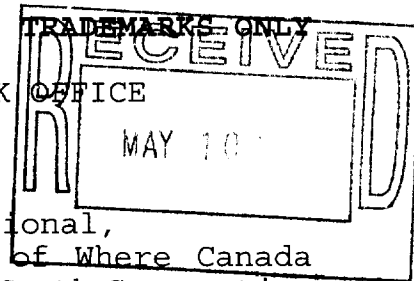
09-03-1999



IN THE UI

101117793

TRADEMARK OFFICE



IN RE APPLICATIONS AND REGISTRATIONS OF

: Where International, a partnership of Where Canada Inc. and Where South Corporation

FOR THE MARK

: WHERE w/Design (+ 5 others)

REG NO.

: 730,450 (+ 5 others)

REG. DATE

: April 24, 1962 (+ 5 others)

ATTORNEY DOCKET NOS.

: SMB 5 178; 679; 680; 681; 682; and 694

Cleveland, Ohio 44114-2518
May 6, 1999

5-10-99

CORRECTED
RECORDATION FORM COVER SHEET

Commissioner of Patents
and Trademarks
Washington, DC 20231

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

Where International, a partnership of
Where Canada Inc. and Where South Corporation

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State Canada
- Other _____

2. Name and Address of receiving Party(ies):

Name: Where International, a partnership comprised of
Where South Corporation and 1228154 Ontario Limited

05/13/1999 BNGUYEN 00000038 730450

01 FC:481 40.00 OP
02 FC:482 125.00 OP

165E
Nospec
TRADEMARK Fee
REEL: 001924 FRAME: 0582

Internal Address: _____

Street Address: 70 The Esplanade

City: Toronto, Ontario

State: Canada ZIP: M5E 1R2

Entity:

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State Canada
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment Change of Name
 Security Agreement Merger

Other _____

Execution Date: July 30, 1997

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

Additional sheet attached? Yes No

A. Trademark Appl. No.(s) B. Trademark Reg. No.(s)

_____ 730,450 (+ 5 others)

Additional numbers attached? Yes No

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

Name: James W. McKee

Firm: Fay, Sharpe, Beall,

Fagan, Minnich & McKee

Address: 1100 Superior Avenue

Suite 700

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 6

7. Total fee (37 C.F.R. 3.41): \$ 165.00

Enclosed

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): _____

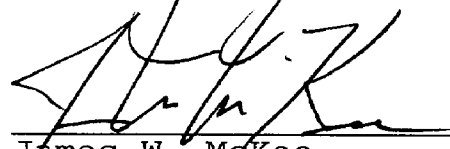
DO NOT USE THIS SPACE

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.

Respectfully submitted,

FAY, SHARPE, BEALL,
FAGAN, MINNICH & MCKEE



James W. McKee
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

May 6, 1999
Date

Total number of pages including cover sheet, attachments, and document: 21

4.(a) continued:

<u>MARK</u>	<u>REG. NO. or SERIAL NO.</u>	<u>REG. or FILING DATE</u>
WHERE w/Design	730,450	04/24/62
SILVER PLUME AWARDS	(75/287,305)	(05/06/97)
VISITORS CHOICE AWARDS	(75/286,371)	(05/05/97)
MOST MEMORABLE MEAL	(75/286,328)	(05/05/97)
STARS OF THE CITY	(75/286,217)	(05/05/97)
WHERE	(75/304,063)	(06/05/97)

03-23-1999



100941386

TRADEMARKS ONLY

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

D

IN RE APPLICATIONS AND REGISTRATIONS OF

Where South Corporation

FOR THE MARK

WHERE w/Design (+ 5 others)

REG NO.

30,450 (+ 5 others)

REG. DATE

April 24, 1962 (+ 5 others)

ATTORNEY DOCKET NOS.

SMB 5 178; 679; 680; 681; 682; and 694



Cleveland, Ohio 44114-2518

January 28, 1998

RECORDATION FORM COVER SHEET

Commissioner of Patents and Trademarks
Washington, DC 20231

Dear Sir:

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies):

Where South Corporation

Entity:

___ Individual(s)

___ Association

___ General Partnership

___ Limited Partnership

X Corporation-State Canada

___ Other

2. Name and Address of receiving Party(ies):

Name: Where International, a partnership of
Where South Corporation and 1228154 Ontario Limited

Internal Address: _____

00006025 730450 40.00 DP
125.00 DP
02/13/1998 TT0H11
01 FC:481
02 FC:482

2.2.98

Street Address: 70 The Esplanade

City: Toronto, Ontario

State: Canada ZIP: M5E 1R2

Entity:

Individual(s) citizenship Association
 General Partnership Limited Partnership
 Corporation-State Canada
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:

Yes No

(Designation must be a separate document from Assignment.)

3. Nature of Conveyance:

Assignment Change of Name
 Security Agreement Merger

Other _____

Execution Date: July 30, 1997

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

Additional sheet attached? Yes No

A. Trademark Appl. No.(s) B. Trademark Reg. No.(s)
_____ 730,450 (+ 5 others)

Additional numbers attached? Yes No

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

Name: James W. McKee

Firm: Fay, Sharpe, Beall,

Fagan, Minnich & McKee

Address: 1100 Superior Avenue

Suite 700

City: Cleveland

State: Ohio ZIP: 44114-2518

6. Total number of applications and registrations involved: 6

7. Total fee (37 C.F.R. 3.41): \$ 165.00

Enclosed

Authorized to be charge to deposit account

8. Deposit Account Number (attach duplicate copy of this form if paying by Deposit Account): _____

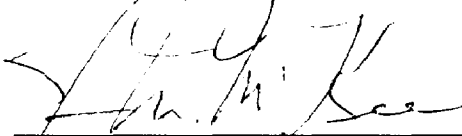
DO NOT USE THIS SPACE

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.

Respectfully submitted,

FAY, SHARPE, BEALL,
FAGAN, MINNICH & MCKEE



January 28, 1998

Date

James W. McKee
1100 Superior Avenue
Seventh Floor
Cleveland, OH 44114-2518
(216) 861-5582

Total number of pages including cover sheet, attachments, and document: 18

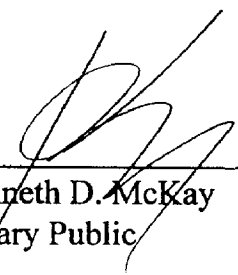
4. (a) continued:

<u>MARK</u>	<u>REG. NO. or SERIAL NO.</u>	<u>REG. or FILING DATE</u>
WHERE w/Design	730,450	04/24/62
SILVER PLUME AWARDS	(75/287,305)	(05/06/97)
VISITORS CHOICE AWARDS	(75/286,371)	(05/05/97)
MOST MEMORABLE MEAL	(75/286,328)	(05/05/97)
STARS OF THE CITY	(75/286,217)	(05/05/97)
WHERE	(75/304,063)	(06/05/97)

NOTARIAL CERTIFICATE

I, KENNETH D. McKAY of the City of Toronto, in the Province of Ontario, Canada, a Notary Public by Royal Authority duly appointed in and for the Province of Ontario, do hereby certify that annexed hereto is a true copy of an Assignment dated July 30, 1997 assigning the trade-marks set out in the schedule attached thereto from Where International, a Partnership of Where Canada Inc. and Where South Corporation to Where International, a Partnership of Where South Corporation and 1228154 Ontario Limited

An act being requested of me, I have granted the same under my hand and notarial seal to serve and avail as the occasion may or shall require this 29th day of Oct 1997.



Kenneth D. McKay
Notary Public

ASSIGNMENT

The undersigned, WHERE INTERNATIONAL, a Partnership of Where Canada Inc. and Where South Corporation, the full post office address of whose principal office or place of business is 70 The Esplanade, Toronto, Ontario, M5E 1R2, Canada, in consideration of the sum of \$10.00 and other good and valuable consideration, hereby confirms the assignment on July 11, 1997 to WHERE INTERNATIONAL, a Partnership of Where South Corporation and 1228154 Ontario Limited, the full post office address of whose principal office or place of business is 70 The Esplanade, Toronto, Ontario, M5E 1R2, Canada, its successors and assigns, all its rights in and to the trade-mark applications and registrations set out in the attached Schedule, including the goodwill of the business appertaining to the said trade-marks.

The undersigned agrees to cooperate with the assignee in the execution and delivery of any further documents as may be necessary to give effect to the assignment of rights reflected herein. The undersigned appoints the Secretary of the assignee to act as its attorney in fact in executing any such documents which the assignee deems necessary.

EXECUTED at Toronto, Ontario, this 30th day of July, 1997.

WHERE INTERNATIONAL, a Partnership of
Where Canada Inc. and Where South Corporation

By Jane Brown
Name: Jane Brown
Title : Vice-President, Finance

SCHEDULE "A"

<u>Number</u>	<u>Trade-mark</u>	<u>Regn/Appln Date</u>
<u>AUSTRIA</u>		
155922	WHERE	Reg'd December 22, 1994
83508	WHERE	Reg'd September 9, 1976
<u>BAHAMAS</u>		
13249	WHERE	Reg'd February 27, 1989
<u>BARBADOS</u>		
81/4698	WHERE	Reg'd April 16, 1991
<u>BENELUX</u>		
536,062	WHERE	Reg'd June 28, 1993
<u>BRAZIL</u>		
818470798	WHERE	Filed May 9, 1995
818470780	WHERE	Filed May 9, 1995
818470801	WHERE	Filed May 9, 1995
818470810	WHERE	Filed May 9, 1995

BRITISH VIRGIN ISLANDS

2351	WHERE - B.V.I.	Reg'd February 25, 1991
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CHILE

306428	WHERE	
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461,335	WHERE	Reg'd May 22, 1996
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460,073	WHERE	Reg'd April 17, 1996
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CHINA

863475	WHERE	Reg'd August 14, 1996
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CZECH REPUBLIC

187472	WHERE	Reg'd January 25, 1996
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FRANCE

94/508323	WHERE FAMILY	Reg'd February 25, 1994
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1510926	WHERE	Reg'd January 26, 1989
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1281874	WHERE	Reg'd August 10, 1984
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GERMANY

39714592.6	WHERE	Filed April 3, 1997
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2084531	WHERE FAMILY	Reg'd November 10, 1994
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2004205	WHERE	Reg'd September 19, 1991
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GREECE

107866	WHERE	Filed February 20, 1992
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HONG KONG

B01359 WHERE Reg'd February 9, 1996

HUNGARY

138802 WHERE Reg'd August 29, 1996

INDIA

WHERE

IRELAND

2326/93 WHERE Filed June 4, 1993

94/0916 WHERE FAMILY Filed February 14, 1994

ISRAEL

88976 WHERE Reg'd February 4, 1996

ITALY

M194C003566 WHERE FAMILY Filed April 14, 1994

553967 WHERE Reg'd December 15, 1988

JAPAN

3299596 WHERE Reg'd May 2, 1997

MEXICO

504,555 WHERE Reg'd September 22, 1995

NEW ZEALAND

191,420 WHERE Filed March 8, 1989

POLAND

Z-164.792

WHERE

Filed September 30, 1996

ROMANIA

37772

WHERE

Filed December 19, 1995

RUSSIAN FEDERATION

97705494

WHERE

Filed April 16, 1997

SPAIN

765,444

WHERE

Reg'd May 5, 1979

SINGAPORE

S/2470/89

WHERE

Reg'd December 15, 1988

S/62380/89

WHERE

Reg'd October 23, 1974

SOUTH AFRICA

93/8677

WHERE

Reg'd September 28, 1993

B74/4944

WHERE

Reg'd September 17, ~~1994~~1984
9/17THAILAND

152234

WHERE

Reg'd September 27, 1991

TURKEY

WHERE

UNITED KINGDOM

B1447257	WHERE	Reg'd June 3, 1994
B1562385	WHERE FAMILY	Reg'd December 2, 1995

UNITED STATES

75/304 063	WHERE	June 4, 1997
730,450	WHERE	Reg'd April 24, 1962
75-287,305	SILVER PLUME AWARDS	May 6, 1977 1997 <i>JF</i>
75-286,371	VISITORS CHOICE AWARDS	May 5, 1997
75-286,328	MOST MEMORABLE MEAL	May 5, 1997
75-286,217	STARS OF THE CITY	May 5, 1997

1. EXHIBIT A

The assignment recorded at Reel 1685, Frame 0367 shows the incorrect Assignor. While the assignment documents show the Assignor as Where International, a partnership of Where Canada Inc. and Where South Corporation, the recordation cover sheet and consequently the Notice of Recordation of Assignment Document show the Assignor as Where South Corporation. The proper Assignor should be Where International, a partnership of Where Canada Inc. and Where South Corporation, as shown in the assignment documents as filed.

2. EXHIBIT B

The assignment recorded at Reel 1685, Frame 0590 shows the incorrect Assignee. The recordation cover sheet shows the correct Assignee but the Notice of Recordation does not. The document shows two separate entities as assignees. The correct Assignee should be: Where International, a partnership comprised of 1228154 Ontario Limited and Where International Holdings LLC.

3. EXHIBIT C

The assignment recorded at Reel 1697, frame 0122 shows both the incorrect Assignor and the incorrect Assignee. The recordation cover sheet shows the correct parties while the Notice of Recordation shows two separate assignees and two separate assignors. The proper parties should be:

ASSIGNOR: Where International, a partnership comprised of 1228154 Ontario Limited and Where International Holdings LL.C.

ASSIGNEE: Where International L.P., a limited partnership comprised of 1228154 Ontario Limited and Where International Holdings LL.C.