

05/01/00

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-12-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



101355485

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date =
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached
 Execution Date
 Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002071 FRAME: 0619

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75479515"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

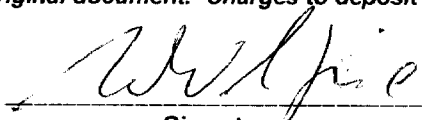
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Michael McGuire



May 1, 2000

Name of Person Signing

Signature

Date Signed

RELEASE AND REASSIGNMENT

This **RELEASE AND REASSIGNMENT** is granted on this 14th day of April, 2000 by Imperial Bank, a California chartered bank with a place of business at 11512 El Camino Real, Suite 350, San Diego, California 92130 ("**Assignor**"), as the Secured Party under the Credit Agreement, dated as of June 10, 1999 (the "**Credit Agreement**"), in favor of People Mover, Inc., a Delaware corporation with a place of business at 1500 Rosecrans Avenue, Suite 310, Manhattan Beach, California 90266 ("**Assignee**").

WHEREAS, in connection with the Credit Agreement, dated as of June 10, 1999, Assignee has executed and delivered to Assignor an Intellectual Property Security Agreement, dated as of June 19, 1999 (the "**Security Agreement**"), granting Assignor a security interest in all of Assignor's Intellectual Property Collateral (as such term is defined in the Security Agreement) including, but not limited to all the Trademarks listed on Exhibit A thereto, and all files and records relating to Intellectual Property Collateral, and the proceeds thereof, whether owned at the time of execution or thereafter acquired; and

WHEREAS, the Security Agreement was recorded in the United States Patent and Trademark Office on June 25, 1999, at Reel 1920/Frame 0236 et. seq.; and

WHEREAS, Assignor has discharged Assignee from the Indebtedness (as defined in the Credit Agreement) and all other obligations set forth in the Credit Agreement and the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby terminates and releases its security interest in and lien upon the Intellectual Property Collateral, including but not limited to the Trademarks set forth in Exhibit A hereto, and reassigns to Assignee any and all right, title, and interest in the Intellectual Property Collateral previously assigned to it by Assignee.

04/10/00 11:53 IMPERIAL BANK → 91917773714
IMPERIAL BANK IRVINE

Apr 7 2000 11:45

NO. 072 P003
P. 04

04/07/2000 14:32 SKADDEN ARPS → 9194975461807847040

NO. 977 003

1000 Pages - 20007 Page 7

IN WITNESS WHEREOF, Assignor has caused this RELEASE AND
REASSIGNMENT to be duly executed and delivered by its officer and its duly
authorized as of the date here above first written.

IMPERIAL BANK

James Cunningham
James Cunningham
Senior Vice President

Exhibit A

Mark	Application No.	Application Date
PEOPLEMOVER	75/479,515	May 5, 1998