

09-13-2000



101455556

COVER SHEET

ONLY

8-11-00

Docket No.:

8765.71

Tab settings

To the Honorable Commissione

Record the attached original documents or copy thereof.

1. Name of conveying party(ies):

First Union National Bank, AS
301 College Street
Charlotte, North Carolina 28288

- Individual(s)
- General Partnership
- Corporation-State
- Other Successor Administrative Agent
- Association
- Limited Partnership

Additional names(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other RELEASE OF SECURITY INTERESTS
- Merger
- Change of Name

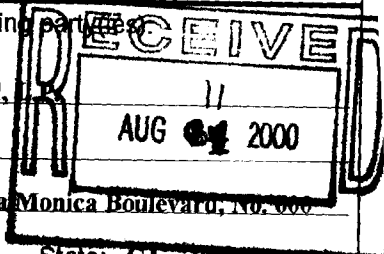
Execution Date: 06/08/2000

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

Name: Where International, Inc.
 Internal Address: _____
 Street Address: 11100 Santa Monica Boulevard, No. 600
 City: Los Angeles State: CA ZIP: 90025

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership a Delaware limited partnership
- Corporation-State
- Other

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



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

A. Trademark Application No.(s)

75/287,305
75/286,328
75/286,217

B. Trademark Registration No.(s)

2,280,351
730,450

Additional numbers attached? Yes No

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

Name: Jeffrey G. Sheldon

Internal Address: _____

Street Address: 225 South Lake Avenue, 9th Floor

City: Pasadena State: CA ZIP: 91101

6. Total number of applications and registrations involved:.....

5

7. Total fee (37 CFR 3.41):.....\$ \$200.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2090

9/12/2000 MTHA11 00000533 75287305

DO NOT USE THIS SPACE

1 FC:481 40.00 DP
2 FC:482 100.00 DP

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.

Danton K. Mak

Name of Person Signing

Signature

11 August 2000

Date

Total number of pages including cover sheet, attachments, and document: 4

Refund Ref: 09/12/2000 MTHA11 0000097703

CHECK Refund Total: \$60.00

RELEASE OF SECURITY INTERESTS

WHEREAS, by document recorded at the United States Patent and Trademark office on _____, First Union National Bank, AS ("First Union") received a security interest in the Marks set forth on Exhibit "A", attached hereto and incorporated herein by this reference (the "Marks"); and

WHEREAS, First Union now wishes to release First Union's security interest in and to the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, First Union hereby releases all of First Union's right, title and interest in and to the Marks including, without limitation, its security interest thereupon;

IN WITNESS WHEREOF, First Union has executed this Release of Security Interests as of this 8th day of June 2000.

FIRST UNION NATIONAL BANK, AS ("First Union")

By: [Signature]
Title: SVP

STATE OF North Carolina)
) ss.
COUNTY OF Mecklenburg)

On 6-8, 2000, before me, the undersigned, a Notary Public in and for said State, personally appeared here me, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument is the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]

Notary Public

(SEAL)

My Commission expires
September 28, 2001
[Signature]

EXHIBIT A

FIRST UNION NATIONAL BANK, AS

MARK

**REGISTRATION/
SERIAL NO.**

WHERE

2,280,351

SILVER PLUME AWARDS

75/287,305

VISITORS CHOICE AWARDS

75/286,371

MOST MEMORABLE MEAL

75/286,328

STARS OF THE CITY

75/286,217