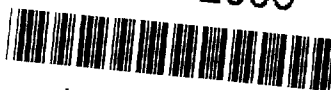


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original documents or copy thereof.

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Commissioner of Patents and T

1. Name of conveying party(ies):

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

9-11-00

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Confirmation of Assignment dated 6/30/98
- Merger
- Change of Name

Execution Date: August 31, 2000

2. Name of receiving party(ies):

Name: Where International, L.P., a Delaware limited partnership of Miller Publishing Group, LLC and Internal Address: Where International Holdings, LLC

Street Address: 11100 Santa Monica Boulevard

City: Los Angeles State: CA ZIP: 90025

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

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

A. Trademark Application No.(s)

75/287,305
75/286,371
75/286,217

Additional numbers

B. Trademark Registration No.(s)

2,280,351
730,450
26,579

Yes No

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

Name: Jeffrey G. Sheldon, Esq.

Internal Address: SHELDON & MAK

Street Address: 225 South Lake Avenue

9th Floor

City: Pasadena State: CA ZIP: 91101

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

6

7. Total fee (37 CFR 3.41):.....\$ 165.00

- Enclosed: \$40.00
- Additional fees to be charged to:
Authorized to be charged to deposit account: \$125.00

8. Deposit account number:

19-2090

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

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.

Jeffrey G. Sheldon

Name of Person Signing

Jeffrey G. Sheldon
Signature

9/17/2000
Date

Total number of pages including cover sheet, attachments, and

3

TRADEMARK

ASSIGNMENT

Where International, L.P., a Delaware Limited Partnership of 1228154 Ontario Limited and Where International Holdings, LL.C., hereby assigns to Where International, L.P., a Delaware limited partnership, having a place of business at 11100 Santa Monica Boulevard, No. 600, Los Angeles, California 90025, all right, title, and interest it may have in the marks, trademark applications, and registrations identified in Attachment A hereto, including the goodwill associated with the marks and the right to sue for past infringement.

Where International, L.P. has as a limited partner Miller Publishing Group, LLC, a Delaware limited liability company, and as a limited and general partner Where International Holdings, LLC, a Delaware limited liability company.

The partners have a principal place of business at 11100 Santa Monica Boulevard, No. 600, Los Angeles, California 90025.

This document is a confirmation of the assignment that was effected on June 30, 1998.

WHERE INTERNATIONAL L.P.

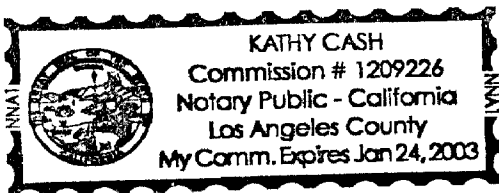
By: Robert L. Miller
Robert L. Miller
Chairman of the Board & Chief Executive Officer

August 31, 2000
Date

STATE OF CALIFORNIA)
) ss.
COUNTY OF LOS ANGELES)

On AUGUST 31, 2000, before the undersigned, a Notary Public for the State and County aforesaid, personally appeared Robert L. Miller, known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the above assignment, and acknowledged that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature [Handwritten Signature]

Attachment A

1. **WHERE** - Registration No. 2,280,351, registered September 28, 1999
2. **SILVER PLUME AWARDS** - Serial No. 75/287,305, filed May 6, 1997
3. **VISITORS CHOICE AWARDS** - Serial No. 75/286,371, filed May 5, 1997
4. **STARS OF THE CITY** - Serial No. 75/286,217, filed May 5, 1997
5. **WHERE** - Registration No. 730,450, registered April 24, 1962
6. **SILVER PLUME AWARDS** - Minnesota Registration No. 26,579, registered September 2, 1997

August 30, 2000

TRADEMARK

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RECORDED: 09/11/2000