

10-08-1999

FRONT SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

ONLY

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101165618

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
Citicorp USA, Inc.

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

Name: First Union National Bank,
as Successor Administrative
Agent

Internal Address: _____

Street Address: 301 College St.

City: Charlotte State: NC ZIP: 28288

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

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

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Assignment of security interest
- Merger
- Change of Name

Execution Date: Aug. 13, 1997

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

A. Trademark Application No.(s)

75304063
75287305
75286328
75286217

B. Trademark registration No.(s)

07030450

Additional numbers attached? Yes No

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

Name: Anne H. Lewallen

Internal Address: Cravath, Swaine & Moore
Worldwide Plaza

Street Address: 825 Eighth Avenue

City: _____ State: _____ ZIP: _____

6. Total number of applications and registrations involved: _____

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7. Total fee (37 CFR 3.41): _____

\$ 140⁰⁰-

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

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DO NOT USE THIS SPACE

01 FC:481 40.00 DP
02 FC:482 100.00 DP

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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.

Anne H. Lewallen

Anne H. Lewallen

TRADEMARK

REEL: 001971 FRAME: 0886

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ASSIGNMENT

THIS ASSIGNMENT (the "*Assignment*"), dated as of August 6, 1997, is made and entered into by CITICORP USA, INC. (as successor to Salomon Brothers Inc) (the "*Assignor*"), in its capacity as Administrative Agent under the Security Agreement dated as of June 6, 1997, among Where International, L.P., Where International Holdings, LLC, certain subsidiaries of Where International, L.P. and the Assignor (the "*Security Agreement*"), in favor of FIRST UNION NATIONAL BANK, a Delaware corporation (the "*Assignee*"), in its capacity as successor Administrative Agent under the Security Agreement. Capitalized terms used herein and not defined herein shall have the meanings assigned to such terms in the Security Agreement.

RECITALS

A. Assignor and Assignee are parties to the Assignment and Acceptance and Resignation of Administrative Agent dated as of August 13, 1997 (the "*Assignment and Resignation*").

B. The Assignment and Resignation provides, among other things, for (i) the Assignor to resign as Administrative Agent under the Security Agreement, (ii) the Assignee to succeed the Assignor as Administrative Agent under the Security Agreement and (iii) the Assignee to become vested with all rights, powers, privileges and duties of the Assignor under the Security Agreement.

C. Assignor is the grantee under the Security Agreement dated as of June 6, 1997, among Where International, L.P., Where International Holdings, LLC, certain subsidiaries of Where International, L.P. and the Assignor, for the benefit of the Secured Parties of a security interest in each of the trademarks listed on Schedule I, recorded in the U.S. Patent and Trademark Office on August 13, 1997 at Reel 1620, Frame 0684.

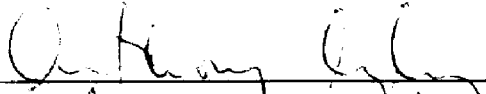
D. Assignor makes and enters into this Assignment for the purpose of confirming and providing record notice of the Assignment and Resignation and to assign to Assignee, with respect to each of the trademarks listed on Schedule I, all of Assignor's right, title and interest under the Security Agreement.

NOW, THEREFORE, pursuant to and in consideration of the Assignment and Resignation, record notice of which is hereby given, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee, with respect to the trademarks listed on Schedule I, for the benefit of the Secured Parties, all of Assignor's right, title and interest in, to and

under the Security Agreement. Such assignment shall be effective as of the day and year first above written.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed by their respective authorized officers as of September __, 1999.

CITICORP USA, INC. (as successor to Salomon Brothers Inc),

By: 
Name: Anthony Molloy
Title: Vice President

FIRST UNION NATIONAL BANK,

By: _____
Name:
Title:

STATE OF New York)
COUNTY OF Nassau)

SS.

On September 23 1999, before me, Kamla D. Haniff, a Notary Public in and for the State of New York, personally appeared Anthony Murphy, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me 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 Kamla D. Haniff

(Seal)

KAMLA D. HANIFF
Notary Public, State of New York
No. 01HA6023523
Qualified in Nassau County
Commission Expires April 26, 2001

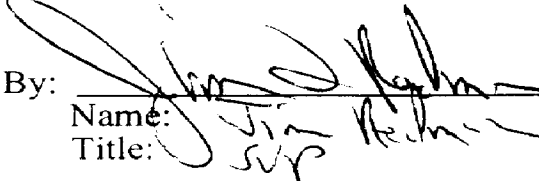
under the Security Agreement. Such assignment shall be effective as of the day and year first above written.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed by their respective authorized officers as of September __, 1999.

CITICORP USA, INC. (as successor to Salomon Brothers Inc),

By: _____
Name:
Title:

FIRST UNION NATIONAL BANK,

By:  _____
Name: Jim Rehm
Title: SVP

STATE OF North Carolina)
)
COUNTY OF Mecklenburg)

ss.

On September 27, 1999, before me, Dabrina A. Pagan, a Notary Public in and for the State of North Carolina, personally appeared Tim Solomon, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me 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 Dabrina A. Pagan

(Seal)

Schedule I

Trademarks

<u>Trademark</u>	<u>Registration Number</u>	<u>Application Number</u>
1. WHERE		75304063
2. SILVER PLUME AWARDS		75287305
3. MOST MEMORABLE MEAL		75286328
4. STARS OF THE CITY		75286217
5. WHERE	07030450	72123944