

CORRECTED

FORM PTO-1594
(Rev. 6-83)

12-22-1998

ON
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMI No. 0651-001



11-20-1998

Tab settings

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Jemar.

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #47

Mail documents or copy thereof.

1. Name of conveying party(ies):

Trans World Entertainment Corporation

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

MRW 11-20-98

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

3. Nature of conveyance: Corrected Assignment to Correct Assignee Name

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

Execution Date: July 31, 1998

2. Name and address of receiving party(ies)

Name: Trans World Royalty, LLC

Internal Address:

Street Address: 38 Corporate Circle

City: Albany State: NY ZIP: 12203

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

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 patent number(s):

A. Trademark Application No.(s)

75/247,125
75/229,031

B. Trademark Registration No.(s)

2,023,160
2,063,205

Additional numbers attached? Yes No

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

Name: Kathy Silberthau Strom, Esq.

Internal Address: Cahill Gordon & Reindel

Street Address: 1990 K Street, N.W.

Suite 950

City: Washington State: DC ZIP: 20006

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page 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.

Kathy Silberthau Strom
Name of Person Signing

Kathy Silberthau Strom
Signature

Nov. 20, 1998

Date

Total number of pages including cover sheet, attachments, and documents: 9

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

REEL: 1829 FRAME: 0260



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100797576

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

1. Name of conveying party(ies):

Trans World Entertainment Corporation

7-31-98

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

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

2. Name and address of receiving party(ies)

Name: Trans World New York, LLC

Internal Address: _____

Street Address: 38 Corporate Circle

City: Albany State: NY ZIP: 12203

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

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


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

Execution Date: July 31, 1998

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

A. Trademark Application No. (U.S. Patent & TMO/TM Mail Rpt Dt. #70)

75/247,125  07-31-1998

75/229,031

B. Trademark Registration No.(s)

2,023,160

2,063,205

Additional numbers attached? Yes No

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

Name: Kathy Silberthau Strom, Esq.

Internal Address: Cahill Gordon & Reindel

Street Address: 1990 K Street, N.W.

Suite 950

City: Washington State: DC ZIP: 20006

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- Authorized to be charged to deposit account

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

08/20/1998 INVOICE 00000000 2003100

DO NOT USE THIS SPACE

01 FC:461 40.00 CP
02 FC:462 75.00 CP

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.

Kathy Silberthau Strom

Name of Person Signing

Kathy Silberthau Strom
Signature

July 31, 1998

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignment TRADEMARK
Washington, D.C. 20231

REEL: 1829 FRAME: 0261

ASSIGNMENT OF SERVICE MARKS

THIS AGREEMENT is made and entered into as of this 31st day of July, 1998 between Trans World Entertainment Corporation, a corporation organized and existing under the laws of New York and having its principal place of business at 38 Corporate Circle, Albany, NY 12203 the "Assignor") and Trans World ^{Royalty ~~LLC~~} ~~New York~~, LLC, a limited liability company organized and existing under the laws of New York and having its principal place of business at 38 Corporate Circle, Albany, NY 12203, (the "Assignee").

WHEREAS, the Assignor has adopted, has used, and is using the trademarks listed in Exhibit A (the "Mark(s)"); and

WHEREAS, the Assignee desires to acquire the Mark(s) and any registrations thereof, together with the associated goodwill of the Assignor's business, and the Assignor wishes to convey and transfer to the Assignee the Mark(s), and registrations thereof and the associated goodwill;

NOW, THEREFORE, in consideration of the mutual agreement herein provided, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor and the Assignee hereby agree as follows:

1. Assignment.

The Assignor hereby sells, assigns, transfers and sets over unto the Assignee all of its right, title and interest in and to the Mark(s) and any registrations thereof or applications therefor, together with the associated goodwill of the Assignor's business symbolized by the Mark(s), and all rights in the Mark(s), including the right to file for protection around the world on the Mark(s), and the right to renew any registrations on the Mark(s), including the right to sue for past and future infringement of the Mark(s), to be used as fully and entirely as said rights would have been held and enjoyed by the Assignor had this assignment and transfer not been made.

2. Binding Effect. This Assignment shall be binding upon and inure to the benefit of the parties hereto and their respective transferees, successors and assigns.

3. Amendment of Agreement. No modification, changes, or additions to this Assignment shall be effective except by written amendment executed by both parties.

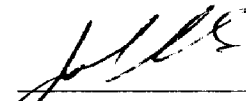
4. Severability. The invalidity of any provision of this Assignment shall not affect the enforceability of any other provisions of this Agreement. The invalidity of any pro-

vision of this Assignment shall merely render such irvalid pro-
vision ineffective.

5. Governing Law. The parties hereby agree that
this Assignment shall be governed by and construed under and in
accordance with the laws of New York.

IN WITNESS WHEREOF, the parties hereto have caused
this Assignment to be executed by their duly authorized repre-
sentatives as a sealed instrument as of the day and year first
above written.

TRANS WORLD ENTERTAINMENT
CORPORATION

By: 
Name: John J. Sullivan
Title: Senior Vice President
of Finance and Chief
Financial Officer
TRANS WORLD ^{ROYALTY} ~~NEW YORK~~, LLC

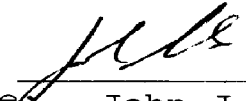
By: 
Name: John J. Sullivan
Title: Senior Vice President
of Finance and Chief
Financial Officer

Exhibit A

TRADEMARKS

Trademarks in company name of: Trans World Entertainment Corporation

<u>Trademarks</u>	<u>Reg. #</u>	<u>Reg. Date</u>	<u>Status/Due Date</u>
Media Source	2023160	12/17/96	Decl. of Use 12/17/01-02
Soundnet	2063205	5/20/97	Decl. of Use 5/20/02-03
	<u>App. #</u>	<u>App. Date</u>	
Music That Changed Our Lives	75/247125	2/21/97	In Process
Saturday Matinee The Movie Store & Design	75/229031	1/21/97	In Process



CAHILL GORDON & REINDEL
A PARTNERSHIP INCLUDING A PROFESSIONAL CORPORATION

11-20-1998

U.S. Patent & TMO/TM Mail Rpt Dt. #47

1990 K STREET, N. W.
WASHINGTON, D. C. 20006

TELEPHONE 202-862-8900

EIGHTY FINE STREET
NEW YORK, N. Y. 10005

RADIO AND CABLE ADDRESS:
"COTTOFRANK WASHINGTON"
"COTTOFRANK NEWYORK"
"COTTOFRANK PARIS"

19 RUE FRANÇOIS IER
75008 PARIS, FRANCE

FACSIMILE 202-862-8958

TELETYPE DIRECT DIAL NUMBER
202-862-8944

November 20, 1998

Commissioner of Patent and Trademarks
2900 Crystal Drive
Arlington, VA 22202-3513

ATTN: Box Assignments

Re: Request for Correction of Recordation Form Cover
Sheet for the Trademarks: Serial No. 75/247,125;
Serial No. 75/229,031; Reg. No. 2,023,160; and
Reg. No. 2,063,205
Recorded on: July 31, 1998
Reel No.: 1771 Frame No.: 0448

TRADEMARK FEE PROCESS.
RECEIVED

NOV 20 P 4: 07

ASSIGNMENT &
TRADEMARK OFFICE

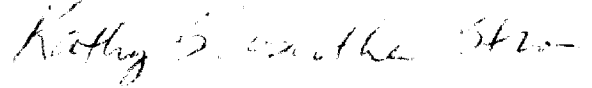
Enclosed for recording please find a Corrected
Recordation Form Cover Sheet for the transaction identified above
of the above-referenced marks originally filed on July 31, 1998,
which Assignment was recorded at Reel No. 1771, Frame No. 0448.
The previously submitted Sheet contained the following error:
incorrect name of assignee. In addition, the original assignment
contained a good faith error in the name of assignee which has
also been corrected.

These errors have been corrected on the enclosed
Recordation Form Cover Sheet and attached Assignment of Marks.
The following is enclosed herewith: 1) a Corrected Recordation
Form Cover Sheet; 2) the original USPTO Notice of Recordation of
Assignment of Document, including the corrected original
Assignment; and 4) a check for \$115.00, the fee for recording
this corrected assignment.

TRADEMARK
REEL: 1829 FRAME: 0266

Should you have any questions concerning this request for recordation, please call me at the following number (202) 862-8944.

Respectfully submitted,



Kathy Silberthau Strom
Correspondent

[Enclosures]