

12-28-2000

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



12-18-2000

U.S. Patent & TMOfo/TM Mail Ropt. Dt. #40



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TRADEMARK

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

12-18-00

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
- Merger
- Change of Name
- Other

Effective Date  
Month Day Year  
10302000

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/AKATA

Composed of

Address (line 1)

Address (line 2)

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

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.)

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: 002202 FRAME: 0206

**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"/>	<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" value="2319143"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="1159560"/>	<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.

KATHY SILBERTHAU STROM

Name of Person Signing

*Kathy Silberthau Strom*

Signature

12/18/2000

Date Signed

## TRADEMARK ASSIGNMENT

WHEREAS, WAX WORKS, INC., a Kentucky corporation ("Assignor"), has adopted and used the trademarks and trade names listed on Exhibit A annexed hereto (collectively, the "Marks"); and

WHEREAS, Assignor, by virtue of the Asset Purchase Agreement dated as of September 9, 2000 ("the Agreement"), by and between Assignor and Trans World Entertainment Corporation, a New York corporation, has agreed to assign the Marks and the goodwill attendant thereto to Trans World Entertainment Corporation and Trans World Entertainment Corporation has directed that the Marks be assigned to its subsidiary TRANS WORLD NEW YORK, LLC, a limited liability company organized under the laws of New York ("Assignee"); and

WHEREAS, Assignor and Assignee, are desirous of memorializing the transfer of the Marks and the goodwill attendant thereto to Assignee, pursuant to the Agreement.


NOW, THEREFORE, Assignor, for good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, does hereby assign to Assignee, all right, title and interest in and to the Marks together with the goodwill of the business connected with the use of and symbolized by the Marks and the registration thereof.

Assignor and Assignee, agree that this Trademark Assignment is intended solely to memorialize the transfer of Assignor's rights in and to the Marks and the goodwill associated therewith to Assignee, resulting from the transaction stated in the Agreement. All representations and warranties related to the Marks are contained in the Agreement and no additional representations or warranties are made or intended to be made herein.

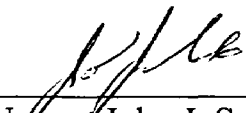
This Trademark Assignment is effective as of the 30th of October, 2000 and supersedes the Trademark Assignment dated as of the 30th of October, 2000 between Wax Works, Inc. and Trans World Entertainment Corporation.

Executed at New York, New York this 14<sup>th</sup> day of  
December, 2000.

WAX WORKS, INC.  
("Assignor")

By:   
Name: Terry Woodward  
Title: President

TRANS WORLD NEW YORK, LLC  
("Assignee")

By:   
Name: John J. Sullivan  
Title: Chief Financial Officer

**EXHIBIT A**

Registered Trademarks:	U.S. Reg. No.
DISC JOCKEY	2,319,143
DISC JOCKEY (and design)	1,159,560

Other Trademarks and Trademarks:

- Disc Jockey Stores
- Disc Jockey Music Stores
- Reel Collections
- Reel Collections Stores
- Reel Collections Music Stores
- Reel Collections Video Stores