

05-29-2001

FORM PTO-1618A
Expires 06/30/03
OMB 0651-0027

Resubmission MUD
5-23-01



101700366

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

1-16-01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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
Effective Date
Month Day Year
10311999
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Camelot Music, Inc.

10311999

Formerly _____

2169389

- Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Pennsylvania

Receiving Party

Mark if additional names of receiving parties attached

Name Record Town, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 98 Corporate Circle

Address (line 2) _____

Address (line 3) Albany

New York

12203

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

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.)

- Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

01/23/2001 07:41 0000030 2169389

01/23/01
02/21/02

05/01/01
05/01/01

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 Burden 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

FORM PTO-1618B
Expires 09/30/99
OMR 05/31/2007

Page 2

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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"/> |
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| | | |
|--------------------------------------|--------------------------------------|----------------------|
| <input type="text" value="2169389"/> | <input type="text" value="1871733"/> | <input type="text"/> |
| <input type="text" value="2163869"/> | <input type="text"/> | <input type="text"/> |
| <input type="text" value="2077001"/> | <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.

Kelly Mooney-Lester

Name of Person Signing

Signature

1/9/01

Date Signed

ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement is made and entered into as of the close business on October 31, 1999 (the "Effective Date") by and between Camelot Music, Inc., a Pennsylvania corporation ("Camelot"), and Record Town, Inc., a New York corporation ("Record Town").

WHEREAS, Camelot and Record Town are among the parties to a certain Agreement and Plan of Asset Transfer and Reorganization dated as of October 31, 1999 (the "Reorganization Agreement") by and among Record Town, Camelot, Camelot Music Holdings, Inc., a Delaware corporation ("CMHI"), Camelot Midwest Region, Inc., a Delaware corporation ("Midwest"), Camelot Northeast Region, Inc., a Delaware corporation ("Northeast"), Camelot Southeast Region, Inc., a Delaware corporation ("Southeast") and Camelot Western Region, Inc., a Delaware corporation ("Western"), (Midwest, Northeast, Southeast and Western sometimes referred to collectively herein as the "Camelot Subsidiaries" and individually herein as a "Camelot Subsidiary"), Record Town Michigan, Inc., a Delaware corporation ("Michigan"), and Record Town Minnesota, Inc. ("Minnesota"); and

WHEREAS, Camelot and Record Town are also among the parties to a certain Joint Plan of Reorganization (the "Plan"), a copy of which Plan is attached to the Reorganization Agreement; and

WHEREAS, capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Reorganization Agreement; and

WHEREAS, pursuant to the Reorganization Agreement and the Plan, Camelot desires to assign to Record Town its right, title and interest in and to all of Camelot's property, rights and assets, real and personal, tangible and intangible, wherever found or situated, including but not limited to (i) the leases to all of its stores wherever located and all rights attendant, appurtenant and related thereto; (ii) all inventory, equipment, furniture and other personal property, (iii) all contract rights, account and receivables, and (iv) all trade marks, service marks and other intellectual property, and all rights, licenses and royalties thereto (the "Camelot Marks"), which Camelot Marks are listed on the attached Schedule A hereto, and specifically including all of the shares of stock of its subsidiaries (the "Assets"), in a transaction comporting with Code section 368(a)(1)(D), and to effect that transaction as set forth in this Agreement.

NOW, THEREFORE, for and in consideration of the premises and for other good and valuable consideration, it is agreed:

1. Assignment. From and after the Effective Date, Camelot hereby assigns, transfers and conveys to Record Town all of its right, title and interest in the Assets. The Assets are assigned and transferred as is, where is, and subject to any liabilities, covenants and conditions currently existing.

2. **Acceptance and Assumption.** From and after the Effective Date, Record Town hereby accepts the Assets and any rights attendant thereto and assumes all liabilities and obligations in connection therewith and agrees to perform all of the terms, conditions and covenants under any leases, contracts, or other instruments assumed.

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3. **Entire Agreement.** This Agreement, the Reorganization Agreement and the Plan (including the documents and the instruments referred to herein and therein) constitute the entire agreement and supersede all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter hereof.

4. **Governing Law.** This Agreement and the legal relations between the parties hereto will be governed by and construed in accordance with the laws of the State of New York, without giving effect to the choice of law principles thereof.

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IN WITNESS WHEREOF, the parties have caused this Assignment to be signed by their respective officers duly authorized all as of the date first above written.

CAMELOT MUSIC, INC.

By: 

Edward W. O'Brien
Assistant Treasurer

RECORD TOWN, INC.

By: 

John J. Sullivan
Senior Vice President-Finance,
Chief Financial Officer and Treasurer

MACD-1/TWEC-CIG ASSIGNMENT

Schedule A
"Camelot Marks"

Camelot Music

| <u>Description</u> | <u>Registration No.</u> | <u>Date Issued</u> |
|--|-------------------------|--------------------------|
| Camelot Music No One Knows Music Better (with design) | 2169389 | 6/30/98 |
| No One Knows Music Better (with design) | 2163869 | 6/9/98 |
| Repeat Performer | 2077001 | 7/8/97 |
| Camelot Repeat Performer | 1871733 | 1/3/95 (filings 2000-01) |

The Wall Music

| | | |
|--|---------|----------------------------|
| The Wall Lifetime Music Guarantee Hear it First. Hear it Forever. (with ear design). | 2123401 | 12/23/97 |
| Hear it First. Hear it Forever. | 2123400 | 12/23/97 |
| The Wall Lifetime Music Guarantee | 2123399 | 12/23/97 |
| BuzzClub | 2123398 | 12/23/97 |
| The Wall (with box type design) | 2123397 | 12/23/97 |
| The Wall. Lifetime Music. Guaranteed. (with simple box design) | 1927196 | 10/17/95 (filings 2000-01) |
| The Wall (with ceiling ring design) | 1924228 | 10/3/95 (filings 2000-01) |
| The Wall (with store wall design) | 1924227 | 10/3/95 (filings 2000-01) |
| The Wall Music, Inc. (flash design with no words) | 1922618 | 9/26/95 (filings 2000-01) |
| The Wall Music, Inc. (brain icon design with no words) | 1891497 | 4/25/95 (filings 2000-01) |

| | | |
|---|---------|----------------------------|
| The Wall (with flash design) | 1891484 | 4/25/95 (filings 2000-01) |
| We got our mind on the music | 1887609 | 4/4/95 (filings 2000-01) |
| We got our mind on the music (with box design) | 1874408 | 1/17/95 (filings 2000-01) |
| Square Circle (with design) | 1527503 | 2/28/89 (check expiration) |

Wee Tree

| | | |
|----------------------------------|---------|----------|
| The Wall | 1783699 | 7/20/93 |
| Record World (with world design) | 1421531 | 12/16/86 |
| Listening Booth (renewal) | 0939144 | 7/25/92 |



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

APRIL 04, 2001

PTAS



101596047A

HONEN & WOOD, P.C.
KELLY MOONEY-LESTER
126 STATE STREET, FIFTH FLOOR
ALBANY, NEW YORK 12207

UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF NON-RECORDATION OF DOCUMENT

DOCUMENT ID NO.: 101596047

THE ENCLOSED DOCUMENT HAS BEEN EXAMINED AND FOUND NON-RECORDABLE BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. THE REASON(S) FOR NON-RECORDATION ARE STATED BELOW. DOCUMENTS BEING RESUBMITTED FOR RECORDATION MUST BE ACCOMPANIED BY A NEW COVER SHEET REFLECTING THE CORRECT INFORMATION TO BE RECORDED AND THE DOCUMENT ID NUMBER REFERENCED ABOVE.

THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

1. THE COVER SHEET SUBMITTED FOR RECORDING IS NOT ACCEPTABLE. AN EXECUTION DATE MUST BE INDICATED FOR EACH CONVEYING PARTY.

KIMBERLY WHITE, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS