1-16-04

08-17-2004

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rm PTO-1594
Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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

Tab settings ⇨⇨⇨ ▼

102815189

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 NEW YORK, LLC
8/12/04 7-16-03

- [ ] Individual(s)
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other Limited Liability Company

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

2. Name and address of receiving party(ies)
Name: CONGRESS FINANCIAL CORPORATION
Internal Address:
Street Address: 1133 avenue of the Americas
City: New York State: NY Zip: 10036

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [x] Corporation-State of Delaware
- [ ] Other

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 [x] No

3. Nature of conveyance:

- [ ] Assignment
- [ ] Merger
- [x] Security Agreement
- [ ] Change of Name
- [x] Other Amendment No.1 to Security Agreement

Execution Date: 05/30/2003

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

A. Trademark Application No.(s)
See Schedule A Attached

B. Trademark Registration No.(s)
See Schedule A attached

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Otterbourg, Steindler, Houston & Rosen, P.C.
Attn: Preston Cappello
Street Address: 230 Park Avenue
City: New York State: NY Zip: 10169

6. Total number of applications and registrations involved: 75

7. Total fee (37 CFR 3.41).....$ Paid on 7/10/2003

- [ ] Enclosed
- [ ] Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Preston R. Cappello
Name of Person Signing

Preston R Cappello
Signature

January 15, 2004
Date

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

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

Schedule A

"Camelot Marks"

Camelot Music

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

The Wall Music

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

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

Wee Tree

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

Schedule A

TRANS WORLD ENTERTAINMENT & SUBSIDIARIES
TRADEMARKS

	Trademark	Reg. #	Reg. Date	App. #	App. Date	Status
			TRANS WORLD NEW YORK, LLC			
1	Backstage Cash			76433414	7/16/2002	Pending
2	Buzzclub	2123398	12/23/1997			Registered
	Camelot Music (California Registration Only)	039578	11/12/1991			Registered
3	Camelot Music (Federal Registration)			76269135	6/11/2001	Pending
4	Camelot Music No One Knows Music Better	2169389	6/30/1998			Registered
5	Camelot Repeat Performer	1871733	1/3/1995			Registered
6	Coconuts	1263284	1/3/1984			Registered
7	Coconuts Music & Video (& Design)	1503387	9/6/1988			Registered
8	Coconuts Music Movies (& Color Design)			76452224	9/20/2002	Pending
9	Coconuts Music Movies (& Design)			76432376	7/17/2002	Pending
10	Disc Jockey	2319143	2/15/2000			Registered
11	F.Y.E.	1880186	2/21/1995			Registered
12	F.Y.E. For Your Entertainment It's Not Just a Store; It's an Experience	2490844	9/18/2001			Registered
13	FYE	2586555	6/25/2002			Registered
14	FYE (& Color Design)	2660535	12/10/2002			Registered
15	FYE (Black & White & Design)	2592880	7/9/2002			Registered
16	FYE Backstage Cash			76433413	7/16/2002	Pending
17	FYE Backstage Pass			76269136	6/11/2001	Pending
18	FYE For Your Entertainment			76452221	9/20/2002	Pending
19	For Your Entertaiment & Design	1870180	12/27/1994			Registered
20	For Your Entertainment Music Movies Games More (&Design)			76452222	9/20/2002	Pending
21	FYE.com (US)			76372429	2/20/2002	Pending
22	FYE Localeyez			76446858	8/20/2002	Pending
23	Hear It First, Hear It Forever	2123400	12/23/1997			Registered
24	Kid's Matinee	1839757	6/14/1994			
25	Kid's Matinee & Design	1862132	11/8/1994			Registered
26	Localeyez			76446859	8/20/2002	Pending
27	Media Source	2023160	12/17/1996			Registered
28	Movies Plus	1624177	11/20/1990			Registered
29	Movies Plus Super Video Center (& Design)	1628714	12/18/1990			Registered

5/9/2003

TRADEMARK
REEL: 003025 FRAME: 0004

TRANS WORLD ENTERTAINMENT & SUBSIDIARIES
TRADEMARKS

Trademark	Reg. #	Reg. Date	App. #	App. Date	Status
		TRANS WORLD NEW YORK, LLC (Continued)			
30 Music FYE Movies (& Design)	2565292	4/30/2002			Registered
31 Music That Changed Our Lives	2200459	10/27/1998			Registered
32 Never Stop Playing	2560411	4/9/2002			Registered
33 No One Knows Music Better	2163869	6/9/1998			Registered
34 Planet Music	1872958	1/10/1995			Registered
35 Record Town (Stylized)	1451459	8/4/1987			Registered
36 Record World (& Design)	1421531	12/16/1986			Registered
37 Repeat Performer	2077001	7/8/1997			Registered
38 Saturday Matinee	1600036	6/5/1990			Registered
39 Saturday Matinee The Movie Store (& Design)	2203546	11/17/1998			Registered
40 Soundnet	2063205	5/20/1997			Registered
41 Square Circle & Design	1527503	2/28/1989			Registered
42 Strawberries	1675448	2/11/1992			Registered
43 Tape World	1584079	2/20/1990			Registered
44 Tape World (Stylized)	1578306	1/16/1990			Registered
45 The Wall	2506778	11/13/2001		1/6/2001	Registered
46 The Wall & Design (Box w/lines)	1922618	9/26/1995			Registered
47 The Wall & Design (rectangle)	1924227	10/3/1995			Registered
48 The Wall & Design (ring or circle)	1924228	10/3/1995			Registered
49 The Wall & Design (sq w/shadow)	2123397	12/23/1997			Registered
50 The Wall Lifetime Music Guarantee	2123399	12/23/1997			Registered
51 The Wall Lifetime Music Guarantee Hear It First, Hear It Forever (& Design)	2123401	12/23/1997			Registered
52 The Wall, LifetimeMusic, Guaranteed & Design	1927196	10/17/1995			
53 Trans World Entertainment	2112677	11/11/1997			Registered
54 Twec.com-The Web's Entertainmenet Center	2673622	1/14/03			Registered

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7/10/03

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(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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U.S. Patent and Trademark Office

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☑ Corporation-State of Delaware
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(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? ☐ Yes ☐ No

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3. Nature of conveyance:
☐ Assignment ☐ Merger
☑ Security Agreement ☐ Change of Name
☑ Other Amendment No.1 to Security Agreement
Execution Date: 5/30/2003

4. Application number(s) or registration number(s):
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B. Trademark Registration No.(s) See Attached Schedule A
Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Otterbourg, Steindler, Houston
Internal Address: & Rosen, P.C.
Attn: Preston R. Cappello
230 Park Avenue
City: New York State: NY Zip: 10169

6. Total number of applications and registrations involved: 75

7. Total fee (37 CFR 3.41) $1,890.00
☑ Enclosed
☐ Authorized to be charged to deposit account

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Preston R. Cappello — Name of Person Signing
Preston R. Cappello — Signature
7/9/03 — Date

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Washington, D C 20231

07/10/2003 GTON11 00000114 76433414
01 FC:8521 40.00 OP
02 FC:8522 1850.00 OP

Schedule A

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TRADEMARK
REEL: 003025 FRAME: 0007

TRANS WORLD ENTERTAINMENT & SUBSIDIARIES
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54 Twec.com-The Web's Entertainmenet Center	2673622	1/14/03			Registered

TRADEMARK
REEL: 003025 FRAME: 0008

Schedule A

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Camelot Music

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Camelot Repeat Performer	1871733	1/3/95 (filings 2000-01)

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