



## CONFIRMATORY ASSIGNMENT

**WHEREAS, THE RUSSIAN TEA ROOM, INC.**, a corporation of the State of New York, having a place of business at 150 West 57 Street, New York, New York 10019 (hereinafter called the "Assignor"), was the owner of the trademarks and service marks listed on Schedule A annexed to this Assignment, each of which has been registered in the United States Patent and Trademark Office, under the Registration Numbers listed on the annexed Schedule A and are hereinafter referred to as "the said marks"; and

**WHEREAS, RTR, LLC**, a limited liability company of the State of New York, having a place of business at 1995 Broadway, New York New York 10019 (hereinafter called the Assignee") desired to acquire the entire right, title and interest in and to the said marks and the registrations therefor, together with that part of the goodwill of the business connected with the use of and symbolized by the said marks; and

**WHEREAS, Assignor** has heretofore sold, assigned and transferred to Assignee its entire right, title and interest in and to the said marks and registrations therefor, together with that part of the goodwill of the business connected with the use of and symbolized by the said marks; and


**WHEREAS, Assignee** desires this Confirmatory Assignment for the purpose of recording its ownership of the said marks and the registrations therefor at the United States Patent and Trademark office:

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NOW, THEREFORE, for good and valuable consideration, already received and hereby acknowledged, said Assignor does hereby confirm unto said Assignee that Assignor has transferred and assigned all rights, title and interest in and to the said marks and the registrations therefor, together with that part of the goodwill of its business connected with the use of and symbolized by the said marks, as well as the right to sue for past infringements thereof. Assignor and Assignee hereby agree and confirm that the previously recorded Trademark Security Agreement between Assignor and Assignee extends to and covers the said marks.

IN WITNESS WHEREOF, the said Assignor and Assignee have caused this Confirmatory Assignment to be executed by their duly authorized officers, as of the said date indicated below.


Dated: New York, New York  
May 5, 1998

  
THOMAS B. LoSQUADRO  
Notary Public, State of New York  
No. 41-4662086  
Qualified in Queens County  
Term Expires Sept. 30th, 1999

THE RUSSIAN TEA ROOM, INC.

by Faith Stewart-Gordon  
Faith Stewart-Gordon  
President

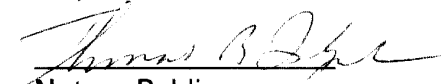
RTR, LLC

by   
Alan Garmise, Manager

STATE OF NEW YORK )  
 :  
COUNTY OF NEW YORK )

On this 5 day of May, 1998 before me Thomas B. LoSquadro  
a Notary Public, personally appeared FAITH STEWART-GORDON, who acknowledged  
herself to be the President of THE RUSSIAN TEA ROOM, INC., a New York  
corporation, and that she as President being authorized to do so, executed the above  
Confirmatory Assignment for the purpose therein contained by signing the name of  
the corporation by herself as President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

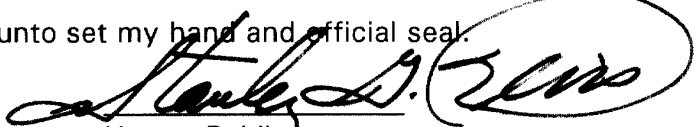
  
Notary Public

THOMAS B. LoSQUADRO  
Notary Public, State of New York  
No. 41-4662086  
Qualified in Queens County  
Term Expires Sept. 30th, 1999

STATE OF NEW YORK )  
 :  
COUNTY OF NEW YORK )

On this 3<sup>rd</sup> day of May, 1998 before me Stanley G. Weiss  
a Notary Public, personally appeared ALAN GARMISE, who acknowledged himself to  
be a Manager of RTR, LLC., a New York limited liability company, and that being  
authorized to do so, he executed the above Confirmatory Assignment for the purpose  
therein contained by signing the name of RTR LLC by himself as a Manager.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

STANLEY G. WEISS  
Notary Public, State of New York  
No. 31-4209525  
Qualified in New York County  
Certificate filed in Bronx County  
Commission Expires March ~~30~~, 1999

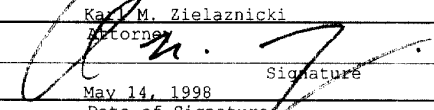
June 16, 1999

SPL|8258-03.AST

**Schedule A**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
RUSSIAN TEA ROOM	1,229,752	March 8, 1983
THE RUSSIAN TEA ROOM and design	1,306,293	November 20, 1984

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed: Commissioner of Patents and Trademarks, Box Assignments, Washington D.C. 20231, on-- May 14, 1998  
Date of Deposit

Karl M. Zielaznicki  
Attorney  
  
Signature  
May 14, 1998  
Date of Signature

The Assistant Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment to Account No. 11-0215.

RECORDED: 05/18/1998

TRADEMARK  
REEL: 1732 FRAME: 0798