

TRANS WORLD ENTERTAINMENT CORP  
Form SC 13G/A  
August 15, 2008

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(b)

(Amendment No. 2)\*

Trans World Entertainment Corporation  
(Name of Issuer)

Common stock, \$0.01 par value per share  
(Title of Class of Securities)

89336Q100  
(CUSIP Number)

May 12, 2008  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be

subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 89336Q100

13G

1 NAME OF REPORTING PERSONS

ABN AMRO Holding N.V.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

The Netherlands

5 SOLE VOTING POWER 1,518,700

NUMBER OF SHARES  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
WITH

6 SHARED VOTING POWER 0

7 SOLE DISPOSITIVE POWER 1,518,700

8 SHARED DISPOSITIVE POWER 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,518,700

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.89%

12 TYPE OF REPORTING PERSON

HC



Item 1(a). Name of Issuer:

Trans World Entertainment Corporation.

Item 1(b). Address of Issuer's Principal Executive Offices:

38 Corporate Circle, Albany, New York 12203.

Item 2(a). Name of Person Filing:

ABN AMRO Holding N.V.

Item 2(b). Address of Principal Business Office or, if None, Residence:

Gustav Mahlerlaan 10, 1082 PP, Amsterdam, The Netherlands.

Item 2(c). Citizenship:

The Netherlands.

Item 2(d). Title of Class of Securities:

Common stock, \$0.01 par value per share.

Item 2(e). CUSIP Number:

89336Q100

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act;
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act;
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.  x

Item 4. Ownership.

(a) Amount beneficially owned: see item 9 on page 2.

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- (b) Percent of class: see item 11 on page 2.
- (c) Number of shares as to which such person has:
  - (i) Sole power to vote or to direct the vote: see item 5 on page 2.
  - (ii) Shared power to vote or to direct the vote: see item 6 on page 2.
  - (iii) Sole power to dispose or to direct the disposition of: see item 7 on page 2.
  - (iv) Shared power to dispose or to direct the disposition of: see item 8 on page 2

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following x.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Please see Exhibit 99.1.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 15, 2008

ABN AMRO HOLDING N.V.

By: /s/ Anita Peloso  
Name: Anita Peloso  
Title: Vice President, Compliance  
Department

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EXHIBIT INDEX

Exhibit No.	Description
99.1	Item 7 Information.

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