



Item No. 4B ContinuedRegistration Numbers

2590342  
2543872  
2572655  
2368882  
2474319  
2448231  
2502374  
2264351  
2052666  
2441826  
2086053  
2256229  
1870164  
1712399  
1770887  
1520242  
1387785  
1303263  
1125648  
1580778  
1023400  
1393547

### ASSIGNMENT

WHEREAS, Trans World Entertainment Corporation ("ASSIGNOR"), owns the marks set forth in Schedule 1 which are the subject of registrations or applications for registration with the U.S. Patent and Trademark Office and in various states and in Canada (the "Marks"); and

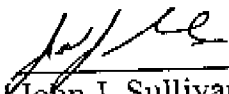
WHEREAS, Trans World New York, LLC ("ASSIGNEE"), is desirous of acquiring all right, title, and interest in and to the Marks, including the applications and registrations therefore, as well as the portion of the business to which the marks pertain.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said ASSIGNOR hereby assigns unto the said ASSIGNEE all right, title and interest in and to the Marks and the applications and registrations therefore, together with the goodwill connected with the use of and symbolized by the Marks and the portion of its business to which said the Marks pertain and including all causes of actions, claims and demands or other rights for, or arising from any infringement, including past infringement, all rights of priority under any international conventions and any other international agreements to which the United States adheres, all income, royalties, damages, claims and payments now or hereafter due or payable with respect thereto and all rights corresponding thereto throughout the world. ASSIGNOR will take all actions necessary or otherwise reasonably requested by ASSIGNEE to effectuate the transfer of the Marks to ASSIGNEE.

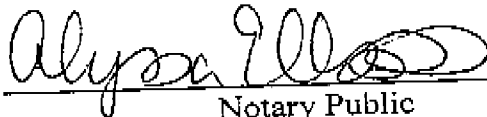
IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their duly authorized representatives as a sealed instrument as of the day and year first above written.

Executed in Albany, New York, this 21<sup>st</sup> day of October, 2003.

TRANS WORLD ENTERTAINMENT CORPORATION  
As Assignor

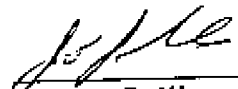
By:   
John J. Sullivan  
Executive Vice President

On this 21<sup>st</sup> day of October, 2003,  
before me appeared John J. Sullivan  
who signed this instrument and who  
acknowledged that he signed it on behalf  
of Trans World Entertainment Corporation  
with authority to do so.

  
Notary Public

Alyssa Ellsworth  
Notary Public, State of New York  
No. 01EL6065780  
Qualified in Schenectady County  
Commission Expires Oct. 29, 2005

TRANS WORLD NEW YORK, LLC  
As Assignee  
By: Record Town Michigan, Inc.,  
its member

By:   
John J. Sullivan  
Treasurer

On this 21<sup>st</sup> day of October, 2003,  
before me appeared John J. Sullivan,  
who signed this instrument and who  
acknowledged that he signed it on behalf  
of Trans World New York, LLC  
with authority to do so.

  
Notary Public

Alyssa Ellsworth  
Notary Public, State of New York  
No. 01EL6065780  
Qualified in Schenectady County  
Commission Expires Oct. 29, 2005

**SCHEDULE 1**  
**Trademark**  
**Applications and Registrations**

**FEDERAL APPLICATIONS AND REGISTRATIONS**

**APPLICATION OR  
REGISTRATION NO.**

**MARK**

Ser. No. 76/322127

Reg. No. 2681776

Reg. No. 2220453

Reg. No. 2190710

Reg. No. 2121182

Reg. No. 2043013

Reg. No. 2048783

DIGITAL WHEREHOUSE

WHERE THE BUZZ BEGINS

!TU MUSICA! Stylized letters

5 FOR 1 DEAL and design

THE WHEREHOUSE and design

WHEREHOUSE STAR and design

WHEREHOUSE SUPERSTAR and

design

Reg. No. 2580728

LIFE IS WHAT HAPPENS WHILE  
YOU'RE LISTENING TO MUSIC

Reg. No. 2611271

WHEREHOUSE MUSIC

Reg. No. 2590342

WHEREHOUSEMUSIC.COM

Reg. No. 2543872

TU MUSICA

Reg. No. 2572655

WHEREHOUSEMUSIC and design

Reg. No. 2368882

LIFE IS WHAT HAPPENS WHILE  
YOU'RE LISTENING TO MUSIC

Reg. No. 2474319

GAMESPACE

Reg. No. 2448231

WHEREHOUSE MUSIC

Reg. No. 2502374

WHEREHOUSE

Reg. No. 2264351

TU MUSICA! THE  
WHEREHOUSE and design

Reg. No. 2052666

THE WHEREHOUSE and design

Reg. No. 2441826

EARMAIL

Reg. No. 2086053

BRAIN BREAK

Reg. No. 2256229  
Reg. No. 2042097  
Reg. No. 2049909  
Reg. No. 1870164  
Reg. No. 1712399

Reg. No. 1759018  
Reg. No. 1770887  
Reg. No. 1520242

Reg. No. 1387785  
Reg. No. 1303263  
Reg. No. 1125648  
Reg. No. 1580778  
Reg. No. 1023400  
Reg. No. 1393547

W and design  
design only  
THE WHEREHOUSE  
MUSIC PLUS  
THE WHEREHOUSE MUSIC,  
MOVIES & MORE and design  
SOUNDCHECK and design  
JUST MUSIC  
ROCKY MOUNTAIN RECORDS  
& TAPES and design  
  
MERLIN  
WE and design  
THE WHEREHOUSE  
MUSIC PLUS and design  
RECORD BAR  
SOUND WAREHOUSE and design

**STATE REGISTRATIONS**

STATE	REG. NO.
Washington	19825
Washington	19824
Washington	19823
Washington	19822
Washington	18786
Washington	17650
Nevada	None (Book 23/Page 605)
Nevada	None (Book 23/Page 606)

**MARK**

SUPERSTAR stylized letters  
SUPERSTAR and design  
STAR and design  
STAR and design  
THE WHEREHOUSE stylized  
letters  
FREQUENT RENTER  
PROGRAM and design  
STAR  
STAR and design

Nevada None (Book 23/Page 604)  
 Nevada None (Book 23/Page 603)  
 Colorado Reg. No. 19901056596  
 Colorado Reg. No. 19901074481

SUPERSTAR and design  
 SUPERSTAR  
 SUPERSTAR  
 FREQUENT RENTER PROGRAM  
 STAR

**FOREIGN REGISTRATIONS**

COUNTRY	REG. NO.
Canada	1044919

**MARK**

**WHEREHOUSE MUSIC**