14:41

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) RECORDATION FOR TRADEMAR	RM COVER SHEET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
Tab settings ⇔⇔⇔ ▼▼	the bed existed dors ments or copy thereof.	
The Manageble Commissioner of Patents and Trademarks: Please record the attacked original		
Name of conveying party(ies): Trans World Entertainment Corporation	2. Name and address of receiving party (ver) Name:Trans World New York, LLC Internal Address:	
Individual(s) Association General Partnership Limited Partnership Corporation-State OtherNew York Additional name(s) of conveying party(les) attached? Yes ✓ No. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date:10/21/2003	Street Address: _38 Corporate Circle City: _Albany	
4. Application number(s) or registration number(s): 76322127 A. Trademark Application No.(s)	B. Trademark Registration No.(s) 2681776; 2220453 2190710; 2121182; 2580728; 2611271	
Additional number(s) attached V Yes No		
Name and address of party to whom correspondence concerning document should be mailed:	6. Total number of applications and registrations involved:	
Name:Kathy Silberthau Strom Internal Address:_Cahill Gordon & Reindel LLP	7. Total fee (37 CFR 3.41)	
Street Address: 1990 K Street, NW Suite 950	8. Deposit account number: 50-2893	
City: Washington State: DC Zip: 20006	JOE THIS SPACE	
DO NOT USE THIS SPACE		
9. Signature. Kathy Silberthau Strom, Esq	thy 51/20than Str. November 17, 2003	
Name of Boston Signing Signature 17		
Name of Person digitally author 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

Item No. 4B Continued

Registration Numbers

TRADEMARK

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<u>ASSIGNMENT</u>

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 2134 day of October, 2003.

TRANS WORLD ENTERTAINMENT CORPORATION As Assignor

Executive Vice President

On this 215 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.

Alyssa Elisworth Notary Public. State of New York

No. 01EL6065780 Qualified in Schenectady County

Commission Expires Oct. 29, 20 055

TRANS WORLD NEW YORK, LLC

As Assignee

By: Record Town Michigan, Inc., its member

Treasurer

before me appeared John TS 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, State of New York No. 01EL6065780 Qualified in Schenectady County Commission Expires Oct. 29, 20 0 5

APPLICATION OR

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SCHEDULE 1 Trademark Applications and Registrations

FEDERAL APPLICATIONS AND REGISTRATIONS

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 Reg. No. 2580728	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 LIFE IS WHAT HAPPENS WHILE YOU'RE LISTENING TO MUSIC
Reg. No. 2611271 Reg. No. 2590342 Reg. No. 2543872 Reg. No. 2572655 Reg. No. 2368882	WHEREHOUSE MUSIC WHEREHOUSEMUSIC.COM TU MUSICA WHEREHOUSEMUSIC and design LIFE IS WHAT HAPPENS WHILE YOU'RE LISTENING TO MUSIC
Reg. No. 2474319 Reg. No. 2448231 Reg. No. 2502374 Reg. No. 2264351 Reg. No. 2052666 Reg. No. 2441826 Reg. No. 2086053	GAMESPACE WHEREHOUSE MUSIC WHEREHOUSE TU MUSICA! THE WHEREHOUSE and design THE WHEREHOUSE and design EARMAIL BRAIN BREAK
-	

W and design

Reg. No. 2256229 Reg. No. 2042097 Reg. No. 2049909 Reg. No. 1870164 Reg. No. 1712399	design only THE WHEREHOUSE MUSIC PLUS THE WHEREHOUSE MUSIC, MOVIES & MORE and design
Reg. No. 1759018 Reg. No. 1770887 Reg. No. 1520242	SOUNDCHECK and design JUST MUSIC ROCKY MOUNTAIN RECORDS & TAPES and design
Reg. No. 1387785 Reg. No. 1303263 Reg. No. 1125648 Reg. No. 1580778 Reg. No. 1023400 Reg. No. 1393547	MERLIN WE and design THE WHEREHOUSE MUSIC PLUS and design RECORD BAR. SOUND WAREHOUSE and design

STATE REGISTRATIONS

OT ATE	REG. NO.	MARK
Washington Washington Washington Washington	19825 19824 19823 19822	SUPERSTAR stylized letters SUPERSTAR and design STAR and design STAR and design THE WHEREHOUSE stylized letters FREQUESNT RENTER PROGRAM and design STAR STAR and design
Washington		
Washington	17650	
Nevada Nevada	None (Book 23/Page 605) None (Book 23/Page 606)	

None (Book 23/Page 604) Nevada

None (Book 23/Page 603) Nevada

Reg. No. 19901056596 Colorado

Colorado

FREQUENT RENTER PROGRAM Reg. No. 19901074481

STAR

FOREIGN REGISTRATIONS

COUNTRY REG. NO.

1044919 Canada

-03

MARK

WHEREHOUSE MUSIC

SUPERSTAR and design

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