

Form PTO-1594
(rev 3/1)**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**U. S. Department of Commerce
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

**Wherehouse Entertainment, Inc.
19701 Hamilton Avenue
Torrance, CA 90502**☐ Individual(s) ☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation - **Delaware**
☐ OtherAdditional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ OtherExecution Date: **October 2, 2003**

2. Name and Address of receiving party(ies)

**Trans World Entertainment Corporation
38 Corporate Circle
Albany, NY 12203**☐ Individual(s) citizenship☐ Association
☐ General Partnership
☐ Limited Partnership
☒ Corporation - **New York**
☐ OtherIf 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 ☒ No

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

Please see attached.Additional numbers attached? ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

**Carole Aciman, Esq.
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
Four Times Square
New York, New York 10036**6. Total number of applications/registrations involved: **34**7. Total fee (37 CFR 3.41) **\$865**☒ All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 082100/2)8. Deposit Account No. **19-2385****DO NOT USE THIS SPACE**

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*Carole Aciman

Name

Carole Aciman
SignatureOctober 9, 2003

Date

Total number of pages including cover sheet, attachments, and document: **7**

CH \$865.00 192385 76322127

Page 2

CONTINUATION OF ITEM 4. Trademark Application and Registration Numbers

A. Trademark Application No(s).	B. Trademark Registration No(s).
76322127	2681776
	2220453
	2190710
	2121182
	2043013
	2048783
	2580728
	2611271
	2590342
	2543872
	2572655
	2368882
	2474319
	2448231
	2502374
	2264351
	2052666
	2441826
	2086053
	2256229
	2042097
	2049909
	1870164
	1712399
	1759018
	1770887
	1520242
	1387785
	1303263
	1125648
	1580778
	1023400
	1393547

Oct-02-2003 13:58

From: O'MELVENY & MYER LLP LA1/2

T-223 P.010/023 F-688

ASSIGNMENT

WHEREAS, Wherehouse Entertainment Inc., its debtor affiliates and their respective chapter 11 estates, ("ASSIGNOR"), has adopted and is using, or has a bona fide intent to use 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 (the "Marks") and is the owner of the domain names set forth in Schedule 2 ("Domain Names"); and

WHEREAS, ASSIGNOR and ASSIGNEE are parties to the Agency Agreement dated October , 2003 (the "Agency Agreement"), pursuant to which ASSIGNOR has agreed to transfer to ASSIGNEE, and ASSIGNEE has agreed to accept and assume from ASSIGNOR, all of ASSIGNOR's intellectual property, including, without limitation, the Marks and Domain Names;

WHEREAS, Trans World Entertainment Corporation ("ASSIGNEE"), is desirous of acquiring all right, title, and interest in and to the Marks and Domain Names, including the applications and registrations therefore, as well as the portion of the business to which the Marks and Domain Names 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 Domain Names and the applications and registrations therefore, together with the goodwill connected with the use of and symbolized by the Marks and Domain Names and the portion of its business to which said the Marks and Domain Names 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 and Domain Names to ASSIGNEE.

EXCEPT AS OTHERWISE SET FORTH IN THE AGENCY AGREEMENT, ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES WITH RESPECT TO THE MARKS AND DOMAIN NAMES CONVEYED HEREBY.

Executed in Los Angeles, California, this 2nd day of October, 2003.

Wherehouse Entertainment Inc.

By: _____

Name: *Charles Fuertich*

Title: *Chief Operating Officer*

Oct-02-2003 13:58 From: O'MELVENY & MYER LLP LA1/2

T-223 P.020/023 F-688

SCHEDULE 1
Trademark
Applications and Registrations

FEDERAL APPLICATIONS AND REGISTRATIONS

**APPLICATION OR
REGISTRATION NO.**

MARK

Ser. No. 76/322127

DIGITAL WHEREHOUSE

Reg. No. 2681776

WHERE THE BUZZ BEGINS

Reg. No. 2220453

!TU MUSICA! Stylized letters

Reg. No. 2190710

5 FOR 1 DEAL and design

Reg. No. 2121182

THE WHEREHOUSE and design

Reg. No. 2043013

WHEREHOUSE STAR and design

Reg. No. 2048783

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

Oct-02-2003 13:58 From: O'MELVENY & MYER LLP LA1/2

T-223 P.021/023 F-608

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

Oct-02-2003 13:59 From: O'MELVENY & MYER LLP LA1/2

T-223 P.022/023 F-688

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

Oct-02-2003 13:59 From-O'MELVENY & MYERLLP LA1/2

T-223 P.023/023 F-688

SCHEDULE 2
DOMAIN NAMES

Wherehousemusic.com
Wherehouse.com
Thewherehouse.com
Xchangeused.com
Xchangenew.com
Wherehouseexchange.com
Wherehousemovies.com
Wherehousegames.com
Wherehouseent.com
Warehousemusic.com
Warehousemovies.com
Warehousegames.com
Inumusica.com
Enumusica.com
Cdwherehouse.com
Alvarezmarsal.com
Wherehousemusic.biz
Alvarezandmarsal.com
Wherehouse-music.com

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

FOUR TIMES SQUARE
NEW YORK 10036-6522TELEPHONE No.: (212) 735-3000
FACSIMILE No.: (212) 735-2000

EMAIL: bhendric@skadden.com

FACSIMILE TRANSMITTAL SHEET

FROM: Benjamin H. HendrickDATE: October 9, 2003DIRECT DIAL: 212-735-5157FLOOR/OFFICE No.: 30-119DIRECT FACSIMILE: 917-777-5157REFERENCE No.: 082100/2

THIS FACSIMILE IS INTENDED ONLY FOR USE OF THE ADDRESSEE(S) NAMED HEREIN AND MAY CONTAIN LEGALLY PRIVILEGED AND/OR CONFIDENTIAL INFORMATION. IF YOU ARE NOT THE INTENDED RECIPIENT OF THIS FACSIMILE, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS FACSIMILE IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS FACSIMILE IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL FACSIMILE TO US AT THE ADDRESS ABOVE VIA THE LOCAL POSTAL SERVICE. WE WILL REIMBURSE ANY COSTS YOU INCUR IN NOTIFYING US AND RETURNING THE FACSIMILE TO US.

TOTAL NUMBER OF PAGES INCLUDING COVER(S): 8

PLEASE DELIVER THE FOLLOWING PAGE(S) TO:

NAME: Assignment DivisionFIRM: U.S. Patent and Trademark OfficeCITY: ArlingtonTELEPHONE No.: 703-308-9723FACSIMILE No.: 703-306-5995MESSAGE: **Trademarks**

The Commissioner is authorized to charge all fees for the attached recordation request to our deposit account 19-2385.


Benjamin H. Hendrick