

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. 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):
Trans World Entertainment Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other New York

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Trans World New York, LLC
Internal Address: _____
Address: _____
Street Address: 38 Corporate Circle
City: Albany State: NY Zip: 12203

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other NY - Limited Liability Corporation

If 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 10/21/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76322127

Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2681776; 2220453
2190710; 2121182; 2580728; 2611271

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kathy Silberthau Strom
Internal Address: Cahill Gordon & Reindel LLP
Street Address: 1990 K Street, NW
Suite 950
City: Washington State: DC Zip: 20006

6. Total number of applications and registrations involved: 29

7. Total fee (37 CFR 3.41).....\$ 740.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-2893

DO NOT USE THIS SPACE

9. Signature.
Kathy Silberthau Strom, Esq. Kathy Silberthau Strom November 17, 2003
Name of Person Signing Signature Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$740.00 602893 76322127

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

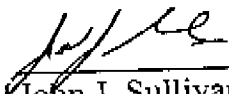
WHEREAS, Trans World New York, LLC ("ASSIGNEE"), is desirous of acquiring all right, title, and interest in and to the Marks, including the applications and registrations therefore, as well as the portion of the business to which the marks pertain.

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.

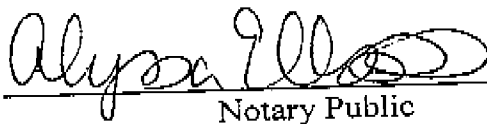
IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their duly authorized representatives as a sealed instrument as of the day and year first above written.

Executed in Albany, New York, this 21st day of October, 2003.

TRANS WORLD ENTERTAINMENT CORPORATION
As Assignor

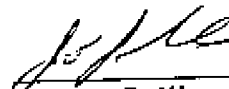
By: 
John J. Sullivan
Executive Vice President

On this 21st 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 21st 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

Reg. No. 2580728

Reg. No. 2611271

Reg. No. 2590342

Reg. No. 2543872

Reg. No. 2572655

Reg. No. 2368882

Reg. No. 2474319

Reg. No. 2448231

Reg. No. 2502374

Reg. No. 2264351

Reg. No. 2052666

Reg. No. 2441826

Reg. No. 2086053

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

WHEREHOUSE MUSIC

WHEREHOUSEMUSIC.COM

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WHEREHOUSEMUSIC and design

LIFE IS WHAT HAPPENS WHILE
YOU'RE LISTENING TO MUSIC

GAMESPACE

WHEREHOUSE MUSIC

WHEREHOUSE

TU MUSICA! THE

WHEREHOUSE and design

THE WHEREHOUSE and design

EARMAIL

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