TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wachovia Bank, National Association (successor to Congress Financial Corporation)	FORMERLY Congress Financial Corporation	04/07/2006	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Trans World New York, LLC
Street Address:	38 Corporate Circle
City:	Albany
State/Country:	NEW YORK
Postal Code:	12203
Entity Type:	LIMITED LIABILITY COMPANY: NEW YORK

PROPERTY NUMBERS Total: 68

Property Type	Number	Word Mark
Registration Number:	2123398	BUZZCLUB
Registration Number:	1871733	CAMELOT REPEAT PERFORMER
Registration Number:	2789055	CD WORLD
Registration Number:	1263284	COCONUTS
Registration Number:	2755735	COCONUTS MUSIC MOVIES
Registration Number:	2758439	COCONUTS MUSIC MOVIES
Registration Number:	3001564	COCONUTS.COM
Registration Number:	1582010	COMPACT DISC WORLD
Registration Number:	2319143	DISC JOCKEY
Registration Number:	2441826	EARMAIL
Registration Number:	1880186	F.Y.E.
Registration Number:	3109282	F.Y.E.
		F.Y.E. FOR YOUR ENTERTAINMENT IT'S NOT JUST A

OP $1715.00 2123398

Registration Number:	2490844	STORE, IT'S AN EXPERIENCE
Registration Number:	3005988	F.Y.E. FOR YOUR ENTERTAINMENT MUSIC MOVIES GAMES MORE
Registration Number:	1870180	FYE FOR YOUR ENTERTAINMENT
Registration Number:	3053923	FOR YOUR ENTERTAINMENT
Registration Number:	2586555	FYE
Registration Number:	2660535	FYE
Registration Number:	2592880	FYE
Registration Number:	2752524	FYE FOR YOUR ENTERTAINMENT
Registration Number:	2755734	FYE FOR YOUR ENTERTAINMENT MUSIC MOVIES GAMES MORE
Registration Number:	2736437	FYELOCALEYEZ
Registration Number:	2642858	FYE.COM
Registration Number:	2474319	GAMESPACE
Registration Number:	1839757	KID'S MATINEE
Registration Number:	2580728	LIFE IS WHAT HAPPENS WHILE YOU'RE LISTENING TO MUSIC
Registration Number:	2779236	LOCALEYEZ
Registration Number:	2884270	LVS
Registration Number:	2023160	MEDIA SOURCE
Registration Number:	1624177	MOVIES PLUS
Registration Number:	1628714	MOVIES PLUS SUPER VIDEO CENTER
Registration Number:	2565292	MUSIC FYE MOVIES
Registration Number:	1580778	MUSIC PLUS
Registration Number:	2200459	MUSIC THAT CHANGED OUR LIVES
Registration Number:	2608257	MUZINE
Registration Number:	2560411	NEVER STOP PLAYING
Registration Number:	1872958	PLANET MUSIC
Registration Number:	1451459	RECORD TOWN
Registration Number:	2077001	REPEAT PERFORMER
Registration Number:	1520242	ROCKY MOUNTAIN RECORDS & TAPES
Registration Number:	1600036	SATURDAY MATINEE
Registration Number:	2203546	SATURDAY MATINEE THE MOVIE STORE
Registration Number:	1983911	SPECS MUSIC
Registration Number:	1675448	STRAWBERRIES
Registration Number:	2992429	STREETSIDE RECORDS

Registration Number:	1584079	TAPE WORLD
Registration Number:	1578306	TAPE WORLD
Registration Number:	2506778	THE WALL
Registration Number:	2123397	THE WALL
Registration Number:	1125648	THE WHEREHOUSE
Registration Number:	2121182	THE WHEREHOUSE
Registration Number:	2052666	THE WHEREHOUSE
Registration Number:	1712399	THE WHEREHOUSE MUSIC, MOVIES & MORE
Registration Number:	2112677	TRANS WORLD ENTERTAINMENT
Registration Number:	2543872	TU MUSICA
Registration Number:	2220453	¡TU MUSICA!
Registration Number:	2264351	TU MUSICA! THE WHEREHOUSE
Registration Number:	2673622	TWEC.COM-THE WEB'S ENTERTAINMENT CENTER
Registration Number:	2681776	WHERE THE BUZZ BEGINS
Registration Number:	2502374	WHEREHOUSE
Registration Number:	2448231	WHEREHOUSE MUSIC
Registration Number:	2611271	WHEREHOUSE MUSIC
Registration Number:	2572655	WHEREHOUSEMUSIC
Registration Number:	3004300	WHEREHOUSE MUSIC MOVIES
Registration Number:	2590342	WHEREHOUSEMUSIC.COM
Serial Number:	76433414	BACKSTAGE CASH
Serial Number:	76433413	FYE BACKSTAGE CASH
Serial Number:	76269136	FYE BACKSTAGE PASS

CORRESPONDENCE DATA

Fax Number: (518)434-0665

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 518-373-2004

Email: akatz@bsfllp.com

Correspondent Name: Amy Katz

Address Line 1: 10 North Pearl Street

Address Line 4: Albany, NEW YORK 12207

NAME OF SUBMITTER:	Amy L. Katz
Signature:	/Amy L. Katz/
Date:	07/12/2006

Total Attachments: 5
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RELEASE OF SECURITY INTEREST IN TRADEMARKS

KNOW ALL MEN BY THESE PRESENTS, that WACHOVIA BANK, NATIONAL ASSOCIATION, a national banking association (hereinafter referred to as "Secured Party"), having an office at 1133 Avenue of the Americas, New York 10036, DOES HEREBY CERTIFY that the security interest it holds in those certain trademarks, as set forth in Schedule "A" attached hereto and incorporated herein (the "Trademarks"), together with the goodwill associated therewith, of TRANS WORLD NEW YORK, LLC, a New York limited liability company (hereinafter referred to as "Debtor"), having a place of business at 38 Corporate Circle, Albany, New York 12203, pursuant to a certain Trademark Collateral Assignment and Security Agreement, dated December 31, 1998, by and between Debtor and Secured Party, recorded on May 23, 2003, with the U.S. Patent and Trademark Office (the "PTO") at Reel 2738, Frame 0817, as amended by Amendment No. 1 to Trademark Collateral Assignment and Security Agreement dated May 30, 2003, recorded on April 16, 2004, with the PTO at Reel 3025, Frame 0001 (collectively, the "Security Agreement"), is released and all interests in the Trademarks, and any related property, including goodwill, previously pledged to Secured Party under the Security Agreement are hereby released to Debtor, without representation, warranty or recourse of any kind, nature or description.

IN WITNESS WHEREOF, Secured Party has caused this Release of Security Interest in Trademarks to be executed by its duly authorized corporate officer this 7 day of April, 2006.

WACHOVIA BANK, NATIONAL ASSOCIATION

By: _____

Title: Director

631154.1

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 7 day of April, 2006, before me personally came Thomas Grabosky, to me known, who being by me duly sworn, did depose and say, that he/she is the Director of WACHOVIA BANK, NATIONAL ASSOCIATION and that said instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged said instrument to be the free act of deed of said corporation.

Maria Camacho
Notary Public

MARIA CAMACHO
NOTARY PUBLIC, State of New York
No.: 01CA5086952
Qualified in Orange County
Certificate Filed in New York County
Commission Expires October 27, 2009

631154.1

TRADEMARK
REEL: 003345 FRAME: 0819

SCHEDULE A
TRANS WORLD NEW YORK, LLC TRADEMARKS

Trademark	Reg. #	Reg. Date	App. #	App. Date	Status	Affidavit Date	Renewal Date	Class	Country
Backstage Cash	Intent to Use App		76433414	7/16/2002		5/27/2006		16, 35	US
Buzzclub	2,123,398	12/23/1997			Registered		12/23/2007	35	US
Camelot Music (CA Reg)	039578	11/12/1991			Registered		11/12/2011	42	CA
Camelot Repeat Performer	1,871,733	1/3/1995			Registered		1/3/2015	42	US
CD World	2,789,055	12/2/2003			Registered	12/2/2009	12/2/2013		US
Coconuts	1,263,284	1/3/1984			Registered		1/3/2014	42	US
Coconuts Music Movies (Color Design)	2,755,735	8/26/2003			Registered	8/25/2009	8/26/2013	35	US
Coconuts Music Movies (Design)	2,758,439	9/2/2003			Registered	9/1/2009	9/2/2013	35	US
Coconuts.com	3,001,564	9/27/2005			Registered	9/26/2011	9/27/2015	35	US
Compact Disc World	1,582,010	2/6/1990			Registered		2/6/2010		US
Disc Jockey	2,319,143	2/15/2000			Registered		2/15/2010	35	US
Earmail	2,441,826	4/10/2001			Registered	4/10/2007	4/10/2011	38	US
F.Y.E.	1,880,186	2/21/1995			Registered		2/21/2015	42	US
f.y.e. & color design	3,109,282	6/27/2006	78/667,312	July 2005	Registered	6/26/2011	6/27/2016	35	US
f.y.e. Backstage Cash	Application filed 10/12/05		76433413	7/16/2002				16, 35	US
F.Y.E. For Your Entertainment It's Not Just a Store; It's an Experience	2,490,844	9/18/2001			Registered	9/8/2007	9/18/2011	35	US
f.y.e. for your entertainment music movies games more (& Design)	3,005,988 #	10/11/2005	78/478,533	9/1/2004	Registered	10/10/2011	10/11/2015	35	US
For Your Entertaiment & Design (old logo)	1,870,180	12/27/1994			Registered		12/27/2014	42	US
For Your Entertainment (words only)	3,053,923	1/31/2006			Registered	1/31/2011	1/31/2016	35	US
FYE	2,586,555	6/25/2002			Registered	6/25/2008	6/25/2012	35	US
FYE (& Color Design)	2,660,535	12/10/2002			Registered	12/11/2007	12/10/2012	35	US
FYE (Black & White & Design)	2,592,880	7/9/2002			Registered	7/9/2008	7/9/2012	35	US
FYE Backstage Pass	Intent to Use App		76269136	6/11/2001				35	US
FYE For Your Entertainment	2,752,524	8/19/2003			Registered	8/18/2009	8/19/2013	35	US
fye For Your Entertainment Music Movies Games More (&Design)	2,755,734	8/26/2003			Registered	8/25/2009	8/26/2013	35	US
FYE Localeyez	2,736,437	7/15/2003			Registered	7/14/2009	7/15/2013	35	US
FYE.com (Canada)	TMA592,342	10/15/2003			Registered		10/15/2018		Canada
FYE.com (Europe)	002649432	8/7/2003			Registered		4/10/2012	35	Europe
FYE.com (US)	2,642,858	10/29/2002			Registered	10/29/2007	10/29/2012	35	US
Gamespace	2,474,319	7/31/2001			Registered	7/31/2007	7/31/2011	35	US
Kid's Matinee	1,839,757	6/14/1994			Registered		6/14/2014	42	US
Life is What Happens While You're Listening to Music	2,580,728	6/18/2002			Registered	6/18/2008	6/18/2012	41	US
Localeyez	2,779,236	11/4/2003	76446859	8/20/2002	Registered	11/3/2009	11/4/2013	35	US
LVS	2,884,270	9/14/2004			Registered	9/15/2009	9/14/2014	35	US
Media Source	2,023,160	12/17/1996	Renewal sent 12/14/05		Registered		12/17/2006	9	US
Movies Plus	1,624,177	11/20/1990			Registered		11/20/2010	42	US
Movies Plus Super Video Center (Design)	1,628,714	12/18/1990			Registered		12/18/2010	42	US
Music FYE Movies (& Design)	2,565,292	4/30/2002			Registered	4/30/2008	4/30/2012	35	US
Music Plus (& Design)	1,580,778	1/30/1990			Registered		1/30/2010	42	US
Music That Changed Our Lives	2,200,459	10/27/1998			Registered		10/27/2008	35	US
Muzine	2,608,257	8/13/2002			Registered	8/13/2007	8/13/2012		US
Never Stop Playing	2,560,411	4/9/2002			Registered	4/9/2008	4/9/2012	35	US
Planet Music	1,872,958	1/10/1995			Registered		1/10/2015	42	US

TRADEMARK
REEL: 003345 FRAME: 0820

SCHEDULE A
TRANS WORLD NEW YORK, LLC TRADEMARKS

Trademark	Reg. #	Reg. Date	App. #	App. Date	Status	Affidavit Date	Renewal Date	Class	Country
Record Town (Stylized)	1451459	8/4/1987			Registered		8/4/2007	42	US
Repeat Performer	2,077,001	7/8/1997			Registered		7/8/2007	35	US
Rocky Mountain Records & Tapes (& Design)	1,520,242	1/10/1989			Registered		1/10/2009	42	US
Saturday Matinee	1,600,036	6/5/1990			Registered		6/5/2010	42	US
Saturday Matinee The Movie Store (Design)	2,203,546	11/17/1998	(amended design 12/18/03)		Registered	11/17/2007	11/17/2008	35	US
Spec*s Music in box with wavy line between words	1,983,911	7/2/1996			Registered		7/2/2016	42	US
Strawberries	1,675,448	2/11/1992			Registered		2/11/2012	42	US
Streetside Records	2,992,429	9/6/2005			Registered	9/5/2011	9/5/2015	35	US
Tape World	1,584,079	2/20/1990			Registered		2/20/2010	42	US
Tape World (Stylized)	1,578,306	1/16/1990			Registered		1/16/2010	42	US
The Wall	2,506,778	11/13/2001			Registered	11/13/2007	11/13/2011	35	US
The Wall & Design (sq/shadow)	2,123,397	12/23/1997			Registered		12/23/2007	35	US
The Wherehouse	1,125,648	10/2/1979			Registered		10/2/2009	42	US
The Wherehouse (& Design)	2,121,182	12/16/1997			Registered		12/16/2007	35	US
The Wherehouse (& Design)	2,052,666	4/15/1997			Registered		4/15/2007	35	US
The Wherehouse Music, Movies & More (& Design)	1,712,399	9/1/1992			Registered		9/1/2012	42	US
Trans World Entertainment	2,112,677	11/11/1997			Registered		11/11/2007	42	US
Tu Musica	2,543,872	3/5/2002			Registered	3/5/2008	3/5/2012	35	US
Tu Musica	607323	4/28/1999			Registered		4/28/2009	42	Mexico
!Tu Musica! (Design)	2,220,453	1/26/1999			Registered		1/26/2009	35	US
!Tu Musica! The Wherehouse (& Design)	2,264,351	7/27/1999			Registered		7/27/2009	35	US
!Tu Musica! The Wherehouse (& Design)	585906	8/28/1998			Registered		8/28/2008	42	Mexico
!TuMusica! (Design)	585907	8/28/1998			Registered		8/28/2008	42	Mexico
Twec.com-The Web's Entertainmenet Center	2,673,622	1/14/03			Registered	1/13/2009	1/14/2013	35, 38, 41, 42	US
Where the Buzz Begins	2,681,776	1/28/2003			Registered	1/28/2009	1/28/2013	35	US
Wherehouse	2,502,374	10/30/2001			Registered	10/30/2007	10/30/2011	35	US
Wherehouse	477779	10/24/1994			Registered		10/24/2014	41	Mexico
Wherehouse Music	2,448,231	5/1/2001			Registered	5/1/2007	5/1/2011	35	US
Wherehouse Music	2,611,271	8/27/2002			Registered	8/27/2008	8/27/2012	41	US
Wherehouse Music	693358	4/26/2001			Registered		4/26/2011	35	Mexico
Wherehouse Music	735833	2/28/2002			Registered		2/28/2012	41	Mexico
Wherehouse Music	695524	4/25/2001			Registered		4/25/2011	38	Mexico
Wherehouse Music	705501	6/29/2001			Registered		6/29/2011	38	Mexico
Wherehouse Music (and Design)	2,572,655	5/28/2002			Registered	5/28/2008	5/28/2012		US
Wherehouse Music Movies & Design	3,004,300	10/4/2005			Registered	10/3/2010	10/4/2015	35	US
Wherehouse Music.com	2,590,342	7/9/2003			Registered	7/9/2009	7/9/2013	41	US
Wherehousemusic (& Design)	2,572,655	5/28/2002			Registered	5/28/2008	5/28/2012	35	US

TRADEMARK
REEL: 003345 FRAME: 0821

SCHEDULE A

TRANS WORLD NEW YORK, LLC DISCONTINUED TRADEMARKS

Trademark	Reg. #	Reg. Date	App. #	App. Date	Status	Affidavit Date	Renewal Date	Class	Country
5 For 1 Deal (Design)	2,190,710	9/22/1998			Registered	9/22/2004	9/22/2008	35	
Brain Break	2,086,053	8/5/1997			Registered	8/5/2003	8/5/2007	35	
Camelot Music (Fed Reg) [registration denied by examiner due to Kamelot. JS did not want to appeal]			76269135	6/11/2001	Pending			35	CALIF
CD Compact Disc World Club (and Design)	2,041,119	2/25/1997			Registered		2/25/2007		US
Club CD	2,055,921	4/22/1997			Registered		4/22/2007	42	US
Coconuts (Puerto Rico)	PR8108	10/27/1995			Registered		9/23/2004	42	PR
Coconuts Music & Video (& Design)	1,503,387	9/6/1988			Registered		9/6/2008	42	US
Digital Wherehouse	76/322,127	suspended							
Just Music	1,770,887	5/11/1993			Registered	Accepted	5/11/2003	42	
Kid's Matinee & Design	1,862,132	11/8/1994			Registered		11/8/2004	42	US
Life is What Happens While You're Listening to Music	2,368,882	7/18/2000			Registered	7/18/2006	7/18/2010	35	US
Merlin	1,387,785	3/25/1986			Registered		3/25/2006	41	US
Miscellaneous Design	2,042,097	3/4/1997			Registered	3/4/2003	3/4/2007	42	
Music Plus	1,870,164	12/27/1994			Registered		12/27/2004	42	
Record Bar	1,023,400	10/21/1975			Registered		10/21/2005	35	US
Record World (& Design)	1,421,531	12/16/1986			Registered		12/16/2006	42	US
Sound Warehouse (& Design)	1,393,547	5/13/1986			Registered		5/13/2006	41	US
Soundcheck (& Design)	1,759,018	3/16/1993			Registered	Accepted	3/16/2003	42	
Soundnet	2,063,205	5/20/1997			Registered	5/20/2003	5/20/2007	41	US
Spec*s Music in box with wavy line under words	1,983,910	7/2/1996			Registered		7/2/2006	42	US
Square Circle & Design	1,527,503	2/28/1989			Registered		2/28/2009	42	US
The Wall & Design (Box w/lines)	1,922,618	9/26/1995			Registered		9/26/2005	42	US

RECORDED: 07/12/2006

TRADEMARK
REEL: 003345 FRAME: 0822