TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Trans World Entertainment Corporation		05/04/2012	CORPORATION: NEW YORK
Record Town, Inc.		05/04/2012	CORPORATION: NEW YORK
Record Town USA, LLC		05/04/2012	LIMITED LIABILITY COMPANY: DELAWARE
Trans World New York, LLC		05/04/2012	LIMITED LIABILITY COMPANY: NEW YORK
Trans World Florida, LLC		05/04/2012	LIMITED LIABILITY COMPANY: FLORIDA
Movies Plus, Inc.		05/04/2012	CORPORATION: NEW YORK
Record Town Utah, LLC		05/04/2012	LIMITED LIABILITY COMPANY: NEW YORK
Media Logic, USA, LLC		05/04/2012	LIMITED LIABILITY COMPANY: NEW YORK
Bank of America, N.A.		05/04/2012	National Bank: UNITED STATES

RECEIVING PARTY DATA

Name:	Wells Fargo, National Bank
Street Address:	One Boston Place
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	Bank: UNITED STATES

PROPERTY NUMBERS Total: 89

Property Type	Number	Word Mark
Registration Number:	3063127	MEDIA LOGIC
Registration Number:	2023241	MEDIA LOGIC
Serial Number:	77819442	BRAND AMP

CH $2240.00 3063127

Serial Number:	77819799	CONVERSATION-CENTRIC MARKETING
Serial Number:	77819629	INTEGRATED CCM
Serial Number:	77819720	SOCIAL JUICE PROMOTIONS
Serial Number:	77819511	ZEITGEIST & COFFEE
Serial Number:	77819764	MINE & DINE
Serial Number:	74620655	CLUB CD
Serial Number:	73802183	COMPACT DISC WORLD
Serial Number:	75635131	DISC JOCKEY
Serial Number:	76474491	GOODY GEAR
Serial Number:	73801428	MOVIES PLUS
Serial Number:	73803328	MUSIC PLUS
Serial Number:	73801429	MOVIES PLUS SUPER VIDEO CENTER
Serial Number:	72327394	MUSICLAND
Serial Number:	76473081	REPLAY MUSICVAULT
Serial Number:	73802986	REQUEST
Serial Number:	73791257	TAPE WORLD
Serial Number:	73791266	TAPE WORLD
Serial Number:	73015101	THE WHEREHOUSE
Serial Number:	76359006	TREX
Serial Number:	77868395	F.Y.E. TUNES
Registration Number:	2220453	¡TU MUSICA!
Registration Number:	2264351	TU MUSICA! THE WHEREHOUSE
Registration Number:	3136149	BACKSTAGE CASH
Registration Number:	1871733	CAMELOT REPEAT PERFORMER
Registration Number:	2789055	CD WORLD
Registration Number:	2007540	CHANNEL 1000
Registration Number:	1263284	COCONUTS
Registration Number:	2758439	COCONUTS MUSIC MOVIES
Registration Number:	2755735	COCONUTS MUSIC MOVIES
Registration Number:	3001564	COCONUTS.COM
Registration Number:	1156232	EXCELSIOR
Registration Number:	1880186	F.Y.E.
Registration Number:	3109282	F.Y.E.
Registration Number:	3145820	F.Y.E. BACKSTAGE CASH
Registration Number:	3188052	F.Y.E. BACKSTAGE PASS

	3685668	F.Y.E. BACKSTAGE PASS VIP
Registration Number:	3171179	F.Y.E. DOWNLOAD ZONE
Registration Number:	3229256	F.Y.E. DOWNLOAD ZONE
Registration Number:	2752524	F.Y.E. FOR YOUR ENTERTAINMENT
Registration Number:	3005988	F.Y.E. FOR YOUR ENTERTAINMENT MUSIC MOVIES GAMES MORE
Registration Number:	2755734	FYE 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:	2642858	FYE.COM
Registration Number:	1799857	GOODY GOT IT
Registration Number:	3254220	GRAZE
Registration Number:	1839757	KID'S MATINEE
Registration Number:	2779236	LOCALEYEZ
Registration Number:	2884270	LVS
Registration Number:	1889483	MEDIA PLAY
Registration Number:	2023160	MEDIA SOURCE
Registration Number:	2936489	MEDIAPLAY.COM
Registration Number:	2565292	MUSIC FYE MOVIES
Registration Number:	2560411	NEVER STOP PLAYING
Registration Number:	1716936	ON CUE
Registration Number:	1872958	PLANET MUSIC
Registration Number:	1451459	RECORD TOWN
Registration Number:	1661247	SAM GOODY
Registration Number:	1661268	SAM GOODY'S MUSICLAND
Registration Number:	2543286	SAMGOODY.COM
Registration Number:	3749751	SATURDAY MATINEE
Registration Number:	1600036	SATURDAY MATINEE
Registration Number:	2203546	SATURDAY MATINEE THE MOVIE STORE
Registration Number:	3258581	SECOND SPIN
Registration Number:	3192557	SECONDSPIN.COM

Registration Number:	2987577	SHOWBIDZ
Registration Number:	1983911	SPECS MUSIC
Registration Number:	1675448	STRAWBERRIES
Registration Number:	2992429	STREETSIDE RECORDS
Registration Number:	1621693	SUNCOAST MOTION PICTURE COMPANY
Registration Number:	2565609	SUNCOAST.COM
Registration Number:	2506778	THE WALL
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:	2502374	WHEREHOUSE
Registration Number:	2448231	WHEREHOUSE MUSIC
Registration Number:	2611271	WHEREHOUSE MUSIC
Registration Number:	3004300	WHEREHOUSE MUSIC MOVIES
Registration Number:	3343153	WHEREHOUSE.COM
Registration Number:	2572655	WHEREHOUSEMUSIC

CORRESPONDENCE DATA

Fax Number: 3026365454

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 800-927-9801 x2348

Email: jpaterso@cscinfo.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	05/17/2012

Total Attachments: 16

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Form **PTO-1594** (Rev. 12-08)
OMB Collection 0651-0027 (exp. 01/31/2009)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Trans World Entertainment Corporation - New York
Record Town, Inc. -New York
Record Town USA, LLC - Delaware
Trans World New York, LLC - New York

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation- State:
☐ Other

Citizenship (see guidelines)

Additional names of conveying parties attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☐ No

Name: Wells Fargo, National Bank
Internal Address:
Street Address: One Boston Place
City: Boston
State: MA
Country: USA Zip: 02108

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☒ Other Bank Citizenship USA

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) May 4, 2012

☑ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
See Attached Schedule A

B. Trademark Registration No.(s)
See Attached Schedule A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name:
Internal Address:
Street Address:
City:
State: Zip:
Phone Number:
Fax Number:
Email Address:

6. Total number of applications and registrations involved: 91

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $

☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

Deposit Account Number
Authorized User Name

9. Signature:

Signature Date

Lisa A. Cobbett
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 15

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ADDITIONAL CONVEYING PARTIES

Trans World Florida, LLC – Florida LLC

Movies Plus, Inc. – New York Corporation

Record Town Utah, LLC – New York LLC

Media Logic, USA, LLC – New York LLC

Bank of America, N.A. – National Bank (USA)

ASSIGNMENT OF GRANT OF SECURITY INTEREST IN UNITED STATES INTELLECTUAL PROPERTY

W I T N E S S E T H:

WHEREAS, reference is made to (i) that certain Amended and Restated Credit Agreement, dated as of April 15, 2010 (as amended, restated, supplemented or otherwise modified and in effect from time to time (including pursuant to the First Amendment referred to below), the "Credit Agreement"), by, among others, Trans World Entertainment Corporation, Record Town, Inc., Record Town USA, LLC, Trans World New York, LLC, Trans World Florida, LLC, Movies Plus, Inc. and Record Town Utah, LLC (each such Person, individually a "Borrower" and collectively the "Borrowers"), Media Logic, USA, LLC, (individually a "Facility Guarantor" and collectively with any other Person now or hereafter party thereto as a Facility Guarantor, the "Facility Guarantors") (the Borrowers and the Facility Guarantors are hereinafter referred to as the "Grantors"), the Lenders party thereto from time to time, and Bank of America, N.A., as Administrative Agent and Collateral Agent (in such capacity, the "Existing Agent"), Swingline Lender and Issuing Bank; and (ii) that certain Intellectual Property Security Agreement dated as of April 15, 2010 by and between the Grantors and the Existing Agent, which was recorded with the U.S. Patent and Trademark Office on May 5, 2010, at Reel 024342, Frame 0001 (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Existing Intellectual Property Security Agreement" and, together with the Credit Agreement, the "Existing Agreements").

WHEREAS, pursuant to the Existing Agreements, the Grantors granted to the Existing Agent a security interest in, among other things, the Trademarks (as defined herein).

WHEREAS, effective as of the date hereof, the Existing Agent has resigned as Administrative Agent and Collateral Agent, and Wells Fargo has been appointed successor Administrative Agent and Collateral Agent under the Credit Agreement (the "New Agent") under the Credit Agreement and the other Loan Documents (as defined in the Credit Agreement).

WHEREAS, reference is further made to that certain First Amendment to Credit Agreement, dated as of May4, 2012, by and between, among others, the Grantors and Wells Fargo Bank, National Association ("Wells Fargo"), as administrative agent and collateral agent (the "First Amendment").

NOW, THEREFORE, the Existing Agent hereby transfers, conveys, assigns, and delivers all of its right, title and interest in the Existing Intellectual Property Security Agreement to the New Agent, together with any lien and security interest which was granted to the Existing Agent pursuant to the Existing Agreements in those trademarks, service marks, applications for trademarks or services marks owned by the Grantors and identified in Schedule A attached hereto (as further defined in the Existing Intellectual Property Agreement, the "Trademarks").

To all whom it may concern be it known that for, and in consideration of, said agreements and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Existing Agent has transferred, conveyed, assigned and delivered and by these presents does hereby transfer, convey, assign and deliver unto the New Agent, its

successors, assigns, and legal representatives, the Existing Agent's entire right, title and interest in and to the Trademarks, throughout the United States of America, its territories and all foreign countries, together with any and all goodwill related thereto.

The Existing Agent agrees that, upon request of the Grantors or the New Agent, and at the Grantors' sole expense, the Existing Agent will execute any document, cause to be made any filing or take any other action deemed reasonably necessary or advisable by the New Agent to effectuate the assignment of interests contemplated herein.

[Signature pages follow]

IN TESTIMONY WHEREOF, the Existing Agent has hereunto signed on the date set forth below.

BANK OF AMERICA, N.A., as Existing Agent

By: _____

Name: Matthew Potter

Title: Vice President

Signature Page to Assignment of Trademarks

Acknowledged and Accepted by:

GRANTORS:

TRANS WORLD ENTERTAINMENT CORPORATION, as Lead Borrower and as a Borrower

By: _____
Name: Tom G. Seaver
Title: Chief Financial Officer

RECORD TOWN, INC., as a Borrower

By: _____
Name: Tom G. Seaver
Title: Chief Financial Officer

RECORD TOWN USA, LLC, as a Borrower

By: _____
Name: Tom G. Seaver
Title: Chief Financial Officer

TRANS WORLD NEW YORK, LLC, as a Borrower

By: _____
Name: Tom G. Seaver
Title: Chief Financial Officer

TRANS WORLD FLORIDA, LLC, as a Borrower

By: _____
Name: Tom G. Seaver
Title: Chief Financial Officer

MOVIES PLUS, INC., as a Borrower

By: _____
Name: Tom G. Seaver
Title: Chief Financial Officer

RECORD TOWN UTAH, LLC, as a Borrower

By: _____
Name: Tom G. Seaver
Title: Chief Financial Officer

MEDIA LOGIC USA, LLC, as a Facility Guarantor

By: Record Town, Inc., its sole member

By: _____
Name: Tom G. Seaver
Title: Chief Financial Officer

Acknowledged and Accepted by:

WELLS FARGO BANK, NATIONAL ASSOCIATION, as New Agent

By: _____
Name: Peter Foley
Title: Authorized Signatory

SCHEDULE A

List of Trademarks and Trademark Licenses

MEDIA LOGIC USA, LLC

Description	Registration/ Application Number	Registration/ Application Date
MEDIA LOGIC	3,063,127	2/28/2006
MEDIA LOGIC	2,023,241	12/17/1996
BRAND AMP	77819442	9/3/2009
CONVERSATION-CENTRIC MARKETING	77819799	9/3/2009
INTEGRATED CCM	77819629	9/3/2009
SOCIAL JUICE PROMOTIONS	77819720	9/3/2009
ZEITGEIST & COFFEE	77819511	9/3/2009
MINE & DINE	77819764	9/3/2009

TRANS WORLD NEW YORK, LLC

Description	Registration/ Application Number	Registration/ Application Date
CLUB CD	74620655	4/22/1997
COMPACT DISC WORLD	73802183	2/6/1990

DISC JOCKEY	75635131	2/15/2000
GOODY GEAR	76474491	12/30/2003
MOVIES PLUS	73801428	11/20/1990
MOVIES PLUS SUPER VIDEO CENTER	73801429	12/18/1990
MUSIC PLUS	73803328	1/30/1990
MOVIES PLUS SUPER VIDEO CENTER	73801429	12/18/1990
MUSIC PLUS	73803328	1/30/1990
MUSICLAND	72327394	4/28/1970
REPLAY MUSICVAULT	76473081	11/18/2003
REQUEST	73802986	2/13/1990
TAPE WORLD	73791257	2/20/1990
TAPE WORLD	73791266	1/16/1990
THE WHEREHOUSE	73015101	10/2/1979
TREX	76359006	3/16/2004
F.Y.E. TUNES	77868395	11/9/2009

¡TU MUSICA!	2220453	1/26/1999
TU MUSICA! THE WHEREHOUSE	2264351	7/27/1999
BACKSTAGE CASH	3136149	8/29/2006
CAMELOT REPEAT PERFORMER	1871733	1/3/1995
CD WORLD	2789055	12/2/2003
CHANNEL 1000	2007540	10/15/1996
COCONUTS	1263284	1/3/1984
COCONUTS MUSIC MOVIES	2758439	9/2/2003
COCONUTS MUSIC MOVIES	2755735	8/26/2003
COCONUTS.COM	3001564	9/27/2005
EXCELSIOR	1156232	6/2/1981
F.Y.E.	1880186	2/21/1995
F.Y.E.	3109282	6/27/2009
F.Y.E. BACKSTAGE CASH	3145820	9/19/2006
F.Y.E. BACKSTAGE PASS	3188052	12/19/2006

F.Y.E. BACKSTAGE PASS VIP	3685668	9/22/2009
F.Y.E. DOWNLOAD ZONE	3171179	11/14/2006
F.Y.E. DOWNLOAD ZONE	3229256	4/17/2007
F.Y.E. FOR YOUR ENTERTAINMENT	2752524	8/19/2003
F.Y.E. FOR YOUR ENTERTAINMENT MUSIC MOVIES GAMES MORE	3005988	10/11/2006
FYE FOR YOUR ENTERTAINMENT MUSIC MOVIES GAMES MORE	2755734	8/26/2003
FYE FOR YOUR ENTERTAINMENT	1870180	12/27/1994
FOR YOUR ENTERTAINMENT	3053923	1/31/2006
FYE	2586555	6/25/2002
FYE	2660535	12/10/2002
FYE	2592880	7/9/2002
FYE.COM	2642858	10/29/2002
GOODY GOT IT	1799857	10/19/1993
GRAZE	3254220	6/19/2007
KID'S MATINEE	1839757	6/14/1994

LOCALEY EZ	2779236	11/4/2003
LVS	2884270	9/14/2004
MEDIA PLAY	1889483	4/11/1995
MEDIA SOURCE	2023160	12/17/1996
MEDIAPLAY.COM	2936489	3/29/2005
MUSIC FYE MOVIES	2565292	4/30/2002
NEVER STOP PLAYING	2560411	4/9/2002
ON CUE	1716936	9/15/1992
PLANET MUSIC	1872958	1/10/1995
RECORD TOWN	1451459	8/4/1997
SAM GOODY	1661247	10/15/1991
SAM GOODY'S MUSICLAND	1661268	10/15/1991
SAMGOODY.COM	2543286	2/26/2002
SATURDAY MATINEE	3749751	2/16/2010
SATURDAY MATINEE	1600036	6/5/1990

SATURDAY MATINEE THE MOVIE STORE	2203546	11/17/1998
SECOND SPIN	3258581	7/3/2007
SECONDSPIN.COM	3192557	1/2/2007
SHOWBIDZ	2987577	8/23/2005
SPECS MUSIC	1983911	7/2/1996
STRAWBERRIES	1675448	2/11/1992
STREETSIDE RECORDS	2992429	9/6/2005
SUNCOAST MOTION PICTURE COMPANY	1621693	11/6/1990
SUNCOAST.COM	2565609	4/30/2002
THE WALL	2506778	11/13/2001
THE WHEREHOUSE	2121182	12/16/1997
THE WHEREHOUSE	2052666	4/15/1997
THE WHEREHOUSE MUSIC, MOVIES & MORE	1712399	9/1/1992
TRANS WORLD ENTERTAINMENT	2112677	11/11/1997
TU MUSICA	2543872	3/5/2002

WHEREHOUSE	2502374	10/30/2001
WHEREHOUSE MUSIC	2448231	5/1/2001
WHEREHOUSE MUSIC	2611271	8/27/2002
WHEREHOUSE MUSIC MOVIES	3004300	10/4/2005
WHEREHOUSE.COM	3343153	11/27/2007
WHEREHOUSEMUSIC	2572655	5/28/2002

Foreign Trademarks

Description	Registration	Country
Channel 1000	TMA253,371	Canada
Excelsior	TMA246,862	Canada
FYE.com (Canada)	TMA592,342	Canada
Sam Goody & Design	TMA243,280	Canada
Excelsior	434,928	EU
Musicland	2,248,094	EU
FYE.com (Europe)	002649432	Europe
Excelsior	2,002,286	Great Britain
Musicland	172,532	Hungry
Musicland	61282001 MI	Italy
Excelsior	4,266,636	Japan
Media Play	3,199,511	Japan
¡TU MUSICA! The Warehouse (& Design)	585,906	Mexico
Tu Musica	607,323	Mexico
Warehouse	477,779	Mexico
Warehouse Music	696,658	Mexico