

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM412775

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Trans World New York, LLC		01/17/2017	Limited Liability Company: NEW YORK
ETAILZ, Inc.		01/17/2017	Corporation: WASHINGTON

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association
Street Address:	1 Boston Place
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02108
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 51

Property Type	Number	Word Mark
Registration Number:	4686105	WOLLNICK'S
Registration Number:	4587842	ETAILZ
Registration Number:	4628682	BIG BETTY
Registration Number:	4730606	PERISPECT
Registration Number:	4699873	EHOLDINGZ
Registration Number:	4821925	DOMESTIC CORNER
Registration Number:	4808486	YOGAWISE
Registration Number:	2220453	¡TU MUSICA!
Registration Number:	2264351	TU MUSICA! THE WHEREHOUSE
Registration Number:	2007540	CHANNEL 1000
Registration Number:	2758439	COCONUTS MUSIC MOVIES
Registration Number:	1880186	F.Y.E.
Registration Number:	3109282	F.Y.E.
Registration Number:	3188052	F.Y.E. BACKSTAGE PASS
Registration Number:	3685668	F.Y.E. BACKSTAGE PASS VIP
Registration Number:	2752524	F.Y.E. FOR YOUR ENTERTAINMENT
Registration Number:	2755734	FYE FOR YOUR ENTERTAINMENT MUSIC MOVIES
Registration Number:	1870180	FYE FOR YOUR ENTERTAINMENT

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3053923	FOR YOUR ENTERTAINMENT
Registration Number:	2586555	FYE
Registration Number:	2660535	FYE
Registration Number:	2779236	LOCALEYEZ
Registration Number:	1889483	MEDIA PLAY
Registration Number:	2023160	MEDIA SOURCE
Registration Number:	2565292	MUSIC FYE MOVIES
Registration Number:	2560411	NEVER STOP PLAYING
Registration Number:	1872958	PLANET MUSIC
Registration Number:	1451459	RECORD TOWN
Registration Number:	1661247	SAM GOODY
Registration Number:	3749751	SATURDAY MATINEE
Registration Number:	1600036	SATURDAY MATINEE
Registration Number:	2203546	SATURDAY MATINEE THE MOVIE STORE
Registration Number:	3258581	SECONDSPIN
Registration Number:	3192557	SECONDSPIN.COM
Registration Number:	1983911	SPECS MUSIC
Registration Number:	1621693	SUNCOAST MOTION PICTURE COMPANY
Registration Number:	2121182	THE WHEREHOUSE
Registration Number:	2052666	THE WHEREHOUSE
Registration Number:	2112677	TRANS WORLD ENTERTAINMENT
Registration Number:	2502374	WHEREHOUSE
Registration Number:	2448231	WHEREHOUSE MUSIC
Registration Number:	3343153	WHEREHOUSE.COM
Registration Number:	4442855	COCONUTS
Registration Number:	4550793	FYE.COM
Registration Number:	4505496	GET YOUR GEEK ON
Registration Number:	4510336	PLAY IT. TRADE IT. REPEAT.
Serial Number:	87230484	ETAILZ
Serial Number:	87230518	ETAILZ THE NEXT WAVE OF COMMERCE
Serial Number:	74620655	CLUB CD
Serial Number:	77868395	F.Y.E. TUNES
Serial Number:	87085274	VINYL LISTEN IN COLOR

CORRESPONDENCE DATA

Fax Number: 8004947512

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

Phone: 202-370-4750

Email: ipteam@nationalcorp.com
Correspondent Name: Darlena Bari Stark
Address Line 1: 1025 Vermont Ave NW, Suite 1130
Address Line 2: National Corporate Research, Ltd.
Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: F167829 Trans World

NAME OF SUBMITTER: Kimberly Calvi

SIGNATURE: /Kimberly Calvi/

DATE SIGNED: 01/18/2017

Total Attachments: 5

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GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

January 17, 2017

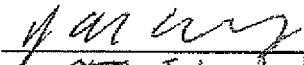
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **TRANS WORLD NEW YORK, LLC**, a New York limited liability company and **ETAILZ INC.**, a Washington corporation (each, a "Grantor," and collectively, the "Grantors"), each hereby grants to **WELLS FARGO BANK, NATIONAL ASSOCIATION**, in its capacity as administrative agent and collateral agent for itself and certain other credit parties (in such capacities, the "Grantee"), a continuing security interest in (i) all of such Grantor's right, title and interest in, to and under the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated, and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of each Grantor, as such term is defined in the Second Amended and Restated Security Agreement by, among others, the Grantors and the Grantee, dated as of the date hereof (as amended, restated, supplemented or otherwise modified and in effect from time to time, the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

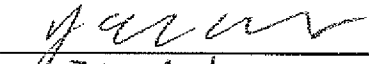
[signature pages follow]

IN WITNESS WHEREOF, the undersigned have executed this grant as of the date above first written.

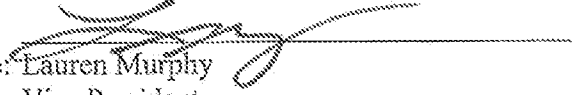
ETAILZ INC., as a Grantor

By: 
Name: John Anderson
Title: CEO

TRANS WORLD NEW YORK, LLC, as a Grantor

By: 
Name: John Anderson
Title: CEO

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Grantee

By: 
Name: Lauren Murphy
Title: Vice President

SCHEDULE A

<u>Grantor</u>	<u>Mark</u>	<u>Application / Registration Number</u>	<u>Registration Date / Application Date</u>
Etailz Inc.	Wollnick's	4686105	2/10/2015
Etailz Inc.	Etailz	4587842	8/19/2014
Etailz Inc.	Big Betty	4628682	10/28/2014
Etailz Inc.	Perispect	4730606	5/5/2015
Etailz Inc.	eholdingz	4699873	3/10/2015
Etailz Inc.	domestic corner	4821925	9/29/2015
Etailz Inc.	Yogawise	4808486	9/8/2015
Etailz Inc.	etailz	(87/230484)	(11/08/2016)
Etailz Inc.	ETAILZ THE NEXT WAVE OF COMMERCE & Design	(87/230518)	(11/08/2016)
Trans World New York, LLC	CLUB CD	74620655	4/22/1997
Trans World New York, LLC	F.Y.E. TUNES	77868395	11/9/2009
Trans World New York, LLC	TU MUSICA!	2220453	1/26/1999
Trans World New York, LLC	TU MUSICA! THE WHEREHOUSE	2264351	7/27/1999
Trans World New York, LLC	CHANNEL 1000	2007540	10/15/1996
Trans World New York, LLC	COCONUTS MUSIC MOVIES	2758439	9/2/2003
Trans World New York, LLC	F.Y.E.	1880186	2/21/1995
Trans World New York, LLC	F.Y.E.	3109282	6/27/2009
Trans World New York, LLC	F.Y.E. BACKSTAGE PASS	3188052	12/19/2006
Trans World New York, LLC	F.Y.E. BACKSTAGE PASS VIP	3685668	9/22/2009
Trans World New York, LLC	F.Y.E. FOR YOUR ENTERTAINMENT	2752524	8/19/2003
Trans World New York, LLC	FYE FOR YOUR ENTERTAINMENT MUSIC MOVIES GAMES MORE	2755734	8/26/2003
Trans World New York, LLC	FYE FOR YOUR ENTERTAINMENT	1870180	12/27/1994
Trans World New York, LLC	FOR YOUR ENTERTAINMENT	3053923	1/31/2006
Trans World New York, LLC	FYE	2586555	6/25/2002

Trans World New York, LLC	FYE	2660535	12/10/2002
Trans World New York, LLC	LOCALEY EZ	2779236	11/4/2003
Trans World New York, LLC	MEDIA PLAY	1889483	4/11/1995
Trans World New York, LLC	MEDIA SOURCE	2023160	12/17/1996
Trans World New York, LLC	MUSIC FYE MOVIES	2565292	4/30/2002
Trans World New York, LLC	NEVER STOP PLAYING	2560411	4/9/2002
Trans World New York, LLC	PLANET MUSIC	1872958	1/10/1995
Trans World New York, LLC	RECORD TOWN	1451459	8/4/1997
Trans World New York, LLC	SAM GOODY	1661247	10/15/1991
Trans World New York, LLC	SATURDAY MATINEE	3749751	2/16/2010
Trans World New York, LLC	SATURDAY MATINEE	1600036	6/5/1990
Trans World New York, LLC	SATURDAY MATINEE THE MOVIE STORE	2203546	11/17/1998
Trans World New York, LLC	SECOND SPIN	3258581	7/3/2007
Trans World New York, LLC	SECONDSPIN.COM	3192557	1/2/2007
Trans World New York, LLC	SPECS MUSIC	1983911	7/2/1996
Trans World New York, LLC	SUNCOAST MOTION PICTURE COMPANY	1621693	11/6/1990
Trans World New York, LLC	THE WHEREHOUSE	2121182	12/16/1997
Trans World New York, LLC	THE WHEREHOUSE	2052666	4/15/1997
Trans World New York, LLC	TRANS WORLD ENTERTAINMENT	2112677	11/11/1997
Trans World New York, LLC	WHEREHOUSE	2502374	10/30/2001
Trans World New York, LLC	WHEREHOUSE MUSIC	2448231	5/1/2001
Trans World New York, LLC	WHEREHOUSE.COM	3343153	11/27/2007
Trans World New York, LLC	COCONUTS	4442855	12/03/2013
Trans World New York, LLC	FYE.COM	4550793	06/17/2014
Trans World New York, LLC	GET YOUR GEEK ON	4505496	04/01/2014
Trans World New York, LLC	PLAY IT. TRADE IT. REPEAT.	4510336	04/08/2014
Trans World New York, LLC	VINYL LISTEN IN COLOR & Design	87085274	06/27/2016