

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):

Compact Disc World, Inc.

- Individual(s)
- General Partnership
- Limited Partnership
- Corporation - **New Jersey**
- Other

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

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**
- Other

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
- Security Agreement
- Merger
- Change of Name
- Other - **Trademark and Domain Name Assignment**

Execution Date: **October 28, 2003**

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

A. Trademark Application No(s).
Please see attached

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: 5

7. Total fee (37 CFR 3.41) **\$140**

All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 082100/1)

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
Signature

January 16, 2004

Date

Total number of pages including cover sheet, attachments, and document: **6**

CH \$140.00 192385 76708647

Page 2

CONTINUATION OF ITEM 4. Trademark Application and Registration Numbers

A. Trademark Application No(s).	B. Trademark Registration No(s).
75708547	2608257
	2055921
	2041119
	1582010

TRADEMARK AND DOMAIN NAME ASSIGNMENT

WHEREAS, Compact Disc World, Inc., a debtor in possession in a chapter 11 case pending before the United States Bankruptcy Court for the District of New Jersey ("ASSIGNOR"), has adopted and is using, or has a bona fide intent to use the marks set forth in Schedule A 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 B ("Domain Names"); and

WHEREAS, ASSIGNOR and Trans World Entertainment Corporation ("ASSIGNEE") are parties to the Letter Agreement dated October 6, 2003 (the "Letter 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, 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 LETTER AGREEMENT, ASSIGNOR MAKES NO REPRESENTATIONS OR WARRANTIES WITH RESPECT TO THE MARKS AND DOMAIN NAMES CONVEYED HEREBY.

SCHEDULE A TO TRADEMARK AND DOMAIN NAME ASSIGNMENT

Mark	Reg./App. No.	Reg./App. Date	Jurisdiction
MUZINE	2,608,257	08/13/2002	US Federal
CD WORLD	75-708,547	05/18/1999	US Federal
CLUB CD	2,055,921	04/22/1997	US Federal
CD COMPACT DISC WOLRD CLUB and design	2,041,119	02/25/1997	US Federal
COMPACT DISC WORLD	1,582,010	02/06/1990	US Federal

SCHEDULE B TO TRADEMARK AND DOMAIN NAME ASSIGNMENT

Domain Names

Transactionsarepower.com
Compactdiscworld.net
Cdworldinc.com
Clubcd.com
Cdworld.com
Blazinsoundz.com