

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

2. Name and address of receiving party(ies) Name: Trans World New York, LLC Internal Address: Street Address: 38 Corporate Circle City: Albany State: NY Zip: 12203
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other Limited Liability Company

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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 02/00/04

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

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

B. Trademark Registration No.(s) 2608257; 2789055; 2055921; 2041119; 1582010

Additional number(s) attached Yes No

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

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41) \$ 140.00 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. Signature Date February 5, 2004

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$140.00 502893 2608257

ASSIGNMENT

WHEREAS, Trans World Entertainment Corporation ("ASSIGNOR"), owns 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

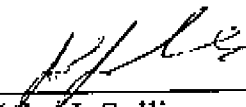
WHEREAS, Trans World New York, LLC ("ASSIGNEE"), is desirous of acquiring all right, title, and interest in and to the Marks, including the applications and registrations therefore, as well as the portion of the business to which the Marks pertain.

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 4th day of February, 2004.

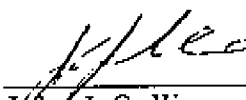
TRANS WORLD ENTERTAINMENT CORPORATION
As Assignor

By: 
John J. Sullivan
Executive Vice President


On this 4th day of February, 2004,
before me appeared John Sullivan
who signed this instrument and who
acknowledged that he signed it on behalf
of Trans World Entertainment Corporation
with authority to do so.


Alyssa Ellsworth
Notary Public
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: 
John J. Sullivan
Executive Vice President and
Chief Financial Officer

On this 4th day of February, 2004,
before me appeared John 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.


Alyssa Ellsworth
Notary Public
Notary Public, State of New York
No. 01EL6065780
Qualified in Schenectady County
Commission Expires Oct. 29, 2005

SCHEDULE A TO TRADEMARK ASSIGNMENT

Mark	Reg. No.	Reg. Date	Jurisdiction
MUZINE	2,608,257	08/13/2002	US Federal
CD WORLD	2,789,055	12/02/2003	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