

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Musicland Holding Corp.		03/27/2006	CORPORATION: DELAWARE
Media Play, Inc.		03/27/2006	CORPORATION: DELAWARE
MLG Internet, Inc.		03/27/2006	CORPORATION: DELAWARE
Musicland Purchasing Corp.		03/27/2006	CORPORATION: DELAWARE
Musicland Retail, Inc.		03/27/2006	CORPORATION: DELAWARE
Request Media, Inc.		03/27/2006	CORPORATION: DELAWARE
Sam Goody Holding Corp.		03/27/2006	CORPORATION: DELAWARE
Suncoast Group, Inc.		03/27/2006	CORPORATION: DELAWARE
Suncoast Holding Corp.		03/27/2006	CORPORATION: DELAWARE
Suncoast Motion Picture Company, Inc.		03/27/2006	CORPORATION: DELAWARE
Suncoast Retail, Inc.		03/27/2006	CORPORATION: DELAWARE
TMG Caribbean, Inc.		03/27/2006	CORPORATION: DELAWARE
TMG-Virgin Islands, Inc.		03/27/2006	CORPORATION: DELAWARE
The Musicland Group, Inc.		03/27/2006	CORPORATION: DELAWARE
MG Financial Services, Inc.		03/27/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Trans World Entertainment Corporation
<b>Street Address:</b>	38 Corporate Circle
<b>City:</b>	Albany
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	12203
<b>Entity Type:</b>	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Serial Number:	78659758	GRAZE

OP \$815.00 78659758

Serial Number:	78659753	GRAZE
Serial Number:	78659772	GRAZE
Serial Number:	78659766	GRAZE
Serial Number:	78659764	GRAZE
Serial Number:	78659752	GRAZE
Serial Number:	78659748	GRAZE
Serial Number:	78659756	GRAZE
Registration Number:	2453673	BANDEMONIUM
Registration Number:	2007540	CHANNEL 1000
Registration Number:	2111922	EXCELSIOR
Registration Number:	1156232	EXCELSIOR
Registration Number:	2800000	GOODY GEAR
Registration Number:	1799857	GOODY GOT IT
Registration Number:	1889483	MEDIA PLAY
Registration Number:	2936489	MEDIAPLAY.COM
Registration Number:	890282	MUSICLAND
Registration Number:	1123614	MUSICLAND
Registration Number:	1716936	ON CUE
Registration Number:	2491188	ONCUE.COM
Registration Number:	2145660	REPLAY
Registration Number:	2784067	REPLAY MUSICVAULT
Registration Number:	1582520	REQUEST
Registration Number:	1661247	SAM GOODY
Registration Number:	1661268	SAM GOODY'S MUSICLAND
Registration Number:	2543286	SAMGOODY.COM
Registration Number:	2987577	SHOWBIDZ
Registration Number:	1621693	SUNCOAST MOTION PICTURE COMPANY
Registration Number:	1516863	SUNCOAST PICTURES
Registration Number:	2565609	SUNCOAST.COM
Registration Number:	2483269	WE GOT DOT
Registration Number:	2823834	TREX

CORRESPONDENCE DATA

Fax Number: (202)862-8958

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

**TRADEMARK**  
**REEL: 003301 FRAME: 0780**

Phone: (202) 862-8900  
Email: tm@cgrdc.com  
Correspondent Name: Kathy Silberthau Strom, Esq.  
Address Line 1: 1990 K Street, N.W.,  
Address Line 2: Suite 950  
Address Line 4: Washington, DISTRICT OF COLUMBIA 20006-1181

NAME OF SUBMITTER:	Kathy Silberthau Strom
Signature:	/Kathy Silberthau Strom/
Date:	05/03/2006

**Total Attachments: 12**

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**TRADEMARK ASSIGNMENT**

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of this 27<sup>th</sup> day of March, 2006 ("Effective Date") by and among **MUSICLAND HOLDING CORP.**, a Delaware corporation located at 10400 Yellow Circle Drive, Minnetonka, MN 55343, **MEDIA PLAY, INC.**, a Delaware corporation, **MG FINANCIAL SERVICES, INC.**, a Delaware corporation, **MLG INTERNET, INC.**, a Delaware corporation, **MUSICLAND PURCHASING CORP.**, a Delaware corporation, **MUSICLAND RETAIL, INC.**, a Delaware corporation, **REQUEST MEDIA, INC.**, a Delaware corporation, **SAM GOODY HOLDING CORP.**, a Delaware corporation, **SUNCOAST GROUP, INC.**, a Delaware corporation, **SUNCOAST HOLDING CORP.**, a Delaware corporation, **SUNCOAST MOTION PICTURE COMPANY, INC.**, a Delaware corporation, **SUNCOAST RETAIL, INC.**, a Delaware corporation, **TMG CARIBBEAN, INC.**, a Delaware corporation, **TMG-VIRGIN ISLANDS, INC.**, a Delaware corporation, **THE MUSICLAND GROUP, INC.**, a Delaware corporation and their respective chapter 11 estates (collectively, "Assignor"), and **TRANS WORLD ENTERTAINMENT CORPORATION**, a New York corporation ("Assignee") located at 38 Corporate Circle, Albany, NY 12203.

**WHEREAS**, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated as of February 17, 2006 (the "Agreement"); and

**WHEREAS**, pursuant to the Agreement, Assignor wishes to sell, transfer, assign, convey and deliver to Assignee, and Assignee wishes to purchase and acquire from Assignor, all of Assignor's right, title and interest in and to the United States trademark registrations set forth on Schedule A attached hereto, the United States applications for trademark registration set forth on Schedule B attached hereto, the foreign trademark registrations set forth on Schedule C attached hereto and the foreign applications for trademark registration set forth on Schedule D attached hereto, in each case, together with the goodwill of the business associated therewith, (collectively, the "Marks").

**NOW, THEREFORE**, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, transfers, assigns, conveys and delivers to Assignee its entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, all goodwill associate therewith, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all causes of action (either in law or equity) and claims for damages by reason of past, present or future infringement, dilution or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

If at any time after the date of this Assignment any further action is necessary to carry out the purposes of this Assignment and the Agreement, Assignor will take such further action (including the execution and delivery of such further instruments and documents) as Assignee reasonably may request.

Assignor hereby authorizes and requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the entire right, title and interest in and to the Marks.

\* \* \* \* \*

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

ASSIGNOR:

MUSICLAND HOLDING CORP.

By: *MJ Madden*  
Name: MICHAEL J. MADDEN  
Title: President + C.E.O.

MEDIA PLAY, INC.

By: *MJ Madden*  
Name: MICHAEL J. MADDEN  
Title: President + C.E.O.

MG FINANCIAL SERVICES INC.

By: *MJ Madden*  
Name: MICHAEL J. MADDEN  
Title: President + C.E.O.

MLG INTERNET, INC.

By: *MJ Madden*  
Name: MICHAEL J. MADDEN  
Title: President + C.E.O.

MUSICLAND PURCHASING CORP.

By: *MJ Madden*  
Name: MICHAEL J. MADDEN  
Title: President + C.E.O.

MUSICLAND RETAIL, INC.

By: *MJ Madden*  
Name: MICHAEL J. MADDEN  
Title: President + C.E.O.

REQUEST MEDIA INC.

By: Michael J. Madden

Name: MICHAEL J. MADDEN

Title: President + C.E.O.

SAM GOODY HOLDING CORP.

By: Michael J. Madden

Name: MICHAEL J. MADDEN

Title: President + C.E.O.

SUNCOAST GROUP, INC.

By: Michael J. Madden

Name: MICHAEL J. MADDEN

Title: President + C.E.O.

SUNCOAST HOLDING CORP.

By: Michael J. Madden

Name: MICHAEL J. MADDEN

Title: President + C.E.O.

SUNCOAST MOTION PICTURE COMPANY, INC.

By: Michael J. Madden

Name: MICHAEL J. MADDEN

Title: President + C.E.O.

SUNCOAST RETAIL, INC.

By: Michael J. Madden

Name: MICHAEL J. MADDEN

Title: President + C.E.O.

TMG CARIBBEAN, INC

By: *M. J. Madden*

Name: *MICHAEL J. MADDEN*

Title: *President & CEO*

TMG-VIRGIN ISLANDS, INC

By: *M. J. Madden*

Name: *MICHAEL J. MADDEN*

Title: *President & CEO*

THE MUSICLAND GROUP, INC

By: *M. J. Madden*

Name: *MICHAEL J. MADDEN*

Title: *President & CEO*

**ASSIGNEE:**

**TRANS WORLD ENTERTAINMENT CORPORATION**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_



TMG CARIBBEAN, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

TMG-VIRGIN ISLANDS, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

THE MUSICLAND GROUP, INC.


By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ASSIGNEE:

TRANS WORLD ENTERTAINMENT CORPORATION

By:  \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

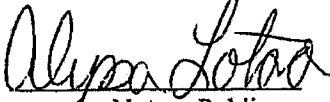
STATE OF )  
 ) SS.  
COUNTY OF )

On this \_\_\_ day of \_\_\_\_\_, there appeared before me \_\_\_\_\_, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Musicland Holding Corp.

\_\_\_\_\_  
Notary Public

STATE OF New York )  
 ) SS.  
COUNTY OF Albany )

On this 23<sup>rd</sup> day of March, there appeared before me John Sullivan, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Trans World Entertainment Corporation.

  
Alyssa Notaro Public  
Notary Public, State of New York  
No. 01LO6065780  
Qualified in Albany County  
My Commission Expires Oct. 29, 2009

STATE OF )  
 ) SS.  
COUNTY OF )

On this \_\_\_ day of \_\_\_\_\_, there appeared before me *[Signature]*, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Musicland Holding Corp.



*[Signature]*  
Notary Public

STATE OF )  
 ) SS.  
COUNTY OF )

On this \_\_\_ day of \_\_\_\_\_, there appeared before me \_\_\_\_\_, personally known to me, who acknowledged that he signed the foregoing Assignment as his voluntary act and deed on behalf and with full authority of Trans World Entertainment Corporation.

\_\_\_\_\_  
Notary Public

**SCHEDULE A**

**U.S. TRADEMARK REGISTRATIONS**

<b>Mark</b>	<b>Application No.</b>	<b>Registration No.</b>
BANDEMONIUM	75/590,962	2,453,673
CHANNEL 1000	74/622,610	2,007,540
EXCELSIOR	75/142,445	2,111,922
EXCELSIOR (stylized)	241,380	1,156,232
GOODY GEAR	76/474,491	2,800,000
GOODY GOT IT	74/364,464	1,799,857
MEDIA PLAY	74/319,508	1,889,483
MEDIAPLAY.COM	75/639,840	2,936,489
MUSICLAND	72/327,394	890,282
MUSICLAND (Block)	100,255	1,123,614
ON CUE	74/229,559	1,716,936
ON CUE (Minnesota)	18,586	18,586
ONCUE.COM	75/640,745	2,491,188
REPLAY	75/063,042	2,145,660
REPLAY MUSICVAULT	76/473,081	2,784,067
REQUEST	73/802,986	1,582,520
REQUEST (Minnesota State)	N/A	14,737
SAM GOODY	74/100,035	1,661,247
SAM GOODY'S MUSICLAND	74/123,825	1,661,268
SAMGOODY.COM	75/640,400	2,543,286
SHOWBIDZ	78/443,521	2,987,577
SUNCOAST MOTION PICTURE COMPANY	73/802,966	1,621,693
SUNCOAST PICTURES	723,863	1,516,863
SUNCOAST.COM	75/639,992	2,565,609
TREX	76/359,006	2,823,834
TREX (stylized) (cancelled)	73/335,635	1,265,472
WE GOT DOT	75/726,953	2,483,269

**SCHEDULE B**

**U.S. TRADEMARK APPLICATIONS**

Mark	Application No.	Application Date
GRAZE	78/659758	6/28/2005
GRAZE	78/659753	6/28/2005
GRAZE	78/659772	6/28/2005
GRAZE	78/659766	6/28/2005
GRAZE	78/659764	6/28/2005
GRAZE	78/659752	6/28/2005
GRAZE	78/659748	6/28/2005
GRAZE	78/659756	6/28/2005

**SCHEDULE C**

**FOREIGN TRADEMARK REGISTRATIONS**

<b>Country</b>	<b>Mark</b>	<b>Application No.</b>	<b>Registration No.</b>
Canada	BANDEMONIUM		1015147
Canada	CHANNEL 1000	449792	TMA 253,371
Canada	EXCELSIOR	447450	TMA 246,826
Canada	SAM GOODY & Design	432,598	TMA243,280
EU	EXCELSIOR	000434928	434928
EU	MUSICLAND		2248094
EU	WE GOT DOT	1421361	1421361
EU	SAM GOODY	1033505	1033505
Great Britain	EXCELSIOR	2002286	2002286
Great Britain	SOUNDSITE	2051279	2051279
Great Britain	SOUND SITE	2058917B	2058917B
Great Britain	SOUND SITE	2058917	2058917A
Great Britain	SAM GOODY	2058916	2058916B
Great Britain	SAM GOODY	2058916A	2058916A
Hungary	MUSICLAND		172532
Italy	MUSICLAND		6128 2001 MI
Italy	SAM GOODY	312926	764130
Japan	MEDIA PLAY	105448	3199511
Japan	EXCELSIOR	9-5663	4266636
Japan	SAM GOODY/GOODY GOT IT!	76709/1996	4092202
Japan	SAM GOODY	94289/1993	3295351

**SCHEDULE D**

**FOREIGN TRADEMARK APPLICATIONS**

None.