

**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		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Musicland Holding Corp., et. al.		03/27/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<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		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1065212	P PICKWICK	
Registration Number:	1067598	P	
Registration Number:	1498362	PRIMERICA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)862-8958		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(202) 862-8900		
<b>Email:</b>	tm@cgrdc.com		
<b>Correspondent Name:</b>	Kathy S. Strom, Esq., c/o Cahill Gordon		
<b>Address Line 1:</b>	1990 K Street, N.W.,		
<b>Address Line 2:</b>	Suite 950		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20006		
<b>NAME OF SUBMITTER:</b>	Kathy Silberthau Strom		
<b>Signature:</b>	/Kathy Silberthau Strom/		

CH \$90.00 1065212

Date:

09/26/2006

**Total Attachments: 9**

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## TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is effective as of March 27, 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, 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 effective as of the Effective Date.

**ASSIGNOR:**

**MUSICLAND HOLDING CORP.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer


**MEDIA PLAY, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**MG FINANCIAL SERVICES, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**MLG INTERNET, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**MUSICLAND PURCHASING CORP.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**MUSICLAND RETAIL, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**REQUEST MEDIA, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**SAM GOODY HOLDING CORP.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer


**SUNCOAST GROUP, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**SUNCOAST HOLDING CORP.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**SUNCOAST MOTION PICTURE COMPANY, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**SUNCOAST RETAIL, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**TMG CARIBBEAN, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**TMG-VIRGIN ISLANDS, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**THE MUSICLAND GROUP, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**ASSIGNEE:**

**TRANS WORLD ENTERTAINMENT CORPORATION**

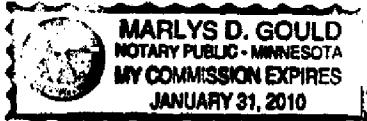
By: \_\_\_\_\_

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

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

STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF HENNEPIN )

On this 15<sup>th</sup> day of ~~SEPTEMBER~~, there appeared before me CRAIG WASSenaar, 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.



Marlys D. Gould  
Notary Public

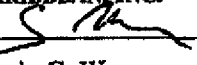
STATE OF )  
 ) SS.  
COUNTY OF )

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



**TMG CARIBBEAN, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**TMG-VIRGIN ISLANDS, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**THE MUSICLAND GROUP, INC.**

By: 

Name: Craig G. Wassenaar

Title: Chief Financial Officer

**ASSIGNEE:**

**TRANS WORLD ENTERTAINMENT CORPORATION**

By: 

Name: John J. Sullivan

Title:  EVP / CFO

STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF HENNEPIN )

On this 15<sup>th</sup> day of ~~SEPTEMBER~~, there appeared before me CRAIG WASSenaar, 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.



Marlys D. Gould  
Notary Public

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

On this 20<sup>nd</sup> day of Sept., there appeared before me John J. 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 Lotano  
Notary Public, State of New York  
No. 01LO6065780  
Qualified in Albany County  
My Commission Expires Oct. 29, 2009

Alyssa Lotano  
Notary Public

**SCHEDULE A**

**U.S. TRADEMARK REGISTRATIONS**

<b>Mark</b>	<b>Application No.</b>	<b>Registration No.</b>
P PICKWICK and Design	73/074404	1065212
P and Design	73/074413	1067598
PRIMERICA	73/661745	1498362