

T r a n s W o r l d E n t e r t a i n m e n t
A n n u a l R e p o r t 2 0 0 9



for your entertainment®

Financial Highlights (in thousands except per share and store data)

	2009	2008	2007	2006	2005
Sales ▶	\$813,988	\$987,625	\$1,265,658	\$1,471,157	\$1,238,486
Change in total sales ▶	(17.6)%	(22.0)%	(14.0)%	18.8%	(9.3)%
Change in comparable store sales ▶	(9.8)%	(10.8)%	(8.5)%	(6.2)%	(5.7)%
Net income (loss) ▶	\$(42,449)	\$(68,955)	\$(99,435)	\$11,669	\$609
Diluted earnings (loss) per share ▶	\$(1.35)	\$(2.21)	\$(3.20)	\$0.36	\$0.02
Total assets ▶	\$394,566	\$487,036	\$638,993	\$829,690	\$799,657
Shareholders' equity ▶	\$193,353	\$235,015	\$298,149	\$393,205	\$378,512
Total stores ▶	557	712	813	992	782

Letter from the Chairman

2009 was another challenging year for our company. In terms of comp sales and operating results, our performance was below our expectations. However, our financial position is stronger now than it was at the end of last year. Our focus for 2009 was to shed unprofitable locations, lower expenses, and manage inventory to generate cash to provide us the capital to work through the challenges facing our company.

Our real estate strategy has allowed us to either reduce rents to help a store achieve an acceptable profit – or to close it. For the year, we closed 157 stores, and we will continue to close underperforming stores going forward since it is good business practice to do so. That said, we believe that the majority of our store closings are behind us.

Reductions in rent expense were a key part of controlling SG&A expenses. Despite a 17.6% decline in sales, we were able to leverage expenses in 2009 as compared to 2008. SG&A expenses declined 18.4% to \$310.7 million, or 38.2% of sales, in 2009 versus \$380.8 million, or 38.6% of sales, in 2008. Our company is more efficient and we will continue to focus on reducing expenses in the future.

Through the closing of underperforming stores and improved inventory management in our ongoing stores, we were able to reduce our investment in inventory, net of accounts payable, by \$72 million. We reduced our inventory investment per square foot from \$83 at the end of 2008 to \$70 at the end of 2009, which helped us improve our inventory turnover from 1.6 to 1.7.

Through prudent inventory management, a sound real estate strategy and focus on cash flow, we generated close to \$50 million in cash flow from operations in 2009. We ended 2009 with \$71.5 million in cash versus \$30.1 million at the end of 2008. Despite our disappointing operating results, we are in a stronger financial position than we were at the end of 2008.

With a core group of stores with favorable lease terms and a strong balance sheet, we are positioned to turn around our operating results – which starts by improving sales in every category.

In **Music**, we continue to focus on offering the customer the best selection, at the best value. As more competitors reduce their inventory selection or exit the business altogether, we will drive our market share by being the destination for a broad selection of well-priced titles, which present a great value to our customers.

In the **Video** category, the industry has been challenged with a weak new release slate, a slow transition to the Blu-ray format and growing competition from non-traditional formats. However, we have been able to achieve growth in market share in our comp stores through a greater focus on catalog and value pricing.

In **Games**, we made the decision to exit more stores. While a number of these stores were doing volume in the business, we determined that these stores would perform better in the long term if we shifted their mix toward more productive categories. The remaining game stores will benefit from the increased allocation of key product, which should help our game business in these stores.

In our other categories, composed of electronics, accessories and trend, we continue to transition our assortment and capitalize on emerging opportunities. We will see continued improvement in the electronics and accessories categories in the coming months as we broaden our assortment and add licensed product. In trend, I would expect a strong comp performance in 2010 with an improved product offering and several new lines. These categories represent 15% of our business and are terrific attachment items to get more sales dollars per transaction.

In addition to our sales and merchandising initiatives, we are also focused on improving our marketing impact this year. We are creating a more effective visual presentation that simplifies our message and focuses on value.

Our strategy in 2010 is focused on turning around our operating results with a broader assortment of catalog, sharper pricing, and a stronger visual message shouting value. And with less competition and a strong core base of stores, we are well positioned to grab market share and grow our sales.

We are repositioning our company to return to profitability. Focusing on less stores allows us to improve our operating results and establish a basis for future growth. The opportunity for future growth exists in the over 300 quality shopping malls in the U.S. without a music/video retailer and over 200 free-standing locations with minor competition and significant traffic to support our stores.

2010 will be a better year than 2009. We will see an improvement in the economy and our business driven by our pricing strategies in music and video; improved signing and marketing; and growth in electronics, accessories and trend. We will stay focused on one thing...**IMPROVING OUR OPERATING RESULTS.**

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 30, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT**

For the transition period from _____ to _____

Commission file number: 0-14818

TRANS WORLD ENTERTAINMENT CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

14-1541629
(I.R.S. Employer Identification Number)

38 Corporate Circle
Albany, New York 12203
(Address of principal executive offices, including zip code)

(518) 452-1242
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

None

**Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$0.01 Par Value**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in the Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by a check mark whether the Registrant (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's Knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or an amendment to this Form 10-K.

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company (as defined in Rule 12b-2 of the Act). Large accelerated filer Accelerated filer Non-accelerated filer Small reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of August 1, 2009, 56,498,429 shares of the Registrant's Common Stock, excluding 25,102,990 shares of stock held in Treasury, were issued and outstanding. The aggregate market value of the voting stock held by non-affiliates of the Registrant, based upon the closing sale price of the Registrant's Common Stock on August 1, 2009 as reported on the National Market tier of The NASDAQ Stock Market, Inc. was \$19,979,585. Shares of Common Stock held by the Company's controlling shareholder, who controlled approximately 42.7% of the outstanding Common Stock, have been excluded for purposes of this computation. Because of such shareholder's control, shares owned by other officers, directors and 5% shareholders have not been excluded from the computation. As of March 28, 2010, there were 31,395,439 shares of Common Stock Issued and Outstanding.

**Documents of Which
Portions Are Incorporated by Reference**

**Parts of the Form 10-K into Which
Portion of Documents are Incorporated**

Proxy Statement for Trans World Entertainment Corporation's June 16, 2010 Annual Meeting of Shareholders to be filed on or about May 19, 2010

III

PART I

Cautionary Statement for Purposes of the “Safe Harbor” Provisions of the Private Securities Litigation Reform Act of 1995

This document includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to analyses and other information that are based on forecasts of future results and estimates of amounts not yet determinable. These statements also relate to the Company’s future prospects, developments and business strategies. The statements contained in this document that are not statements of historical fact may include forward-looking statements that involve a number of risks and uncertainties.

We have used the words “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, and similar terms and phrases, including references to assumptions, in this document to identify forward-looking statements. These forward-looking statements are made based on management’s expectations and beliefs concerning future events and are subject to uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond the Company’s control, that could cause actual results to differ materially from those matters expressed in or implied by these forward-looking statements. The following factors are among those that may cause actual results to differ materially from the Company’s forward-looking statements.

- highly competitive nature of the retail entertainment business;
- current economic conditions;
- competitive pricing;
- adverse publicity;
- interest rate fluctuations;
- dependence on key employees;
- accelerated declines in music compact disc (“CD”) and DVD industry sales;
- vendor terms/support;
- the Company’s level of debt and related restrictions and limitations;
- new product introductions (“hit releases”);
- future cash flows;
- availability of new real estate;
- new technology, including digital downloading;
- product liability claims, and
- change in laws;

The reader should keep in mind that any forward-looking statement made by us in this document, or elsewhere, speaks only as of the date on which we make it. New risks and uncertainties come up from time-to-time, and it’s impossible for us to predict these events or how they may affect us. In light of these risks and uncertainties, you should keep in mind that any forward-looking statements made in this report or elsewhere might not occur.

In addition, the preparation of financial statements in accordance with accounting principles generally accepted in the United States (“GAAP”) requires us to make estimates and assumptions. These estimates and assumptions affect:

- the reported amounts and timing of revenue and expenses,
- the reported amounts and classification of assets and liabilities, and
- the disclosure of contingent assets and liabilities.

Actual results may vary from our estimates and assumptions. These estimates and assumptions are based on historical results, assumptions that we make, as well as assumptions by third-parties.

Item 1. Business

Company Background

Trans World Entertainment Corporation, which, together with its consolidated subsidiaries, is referred to herein as “the Company”, “we”, “us” and “our”, was incorporated in New York in 1972. It owns 100% of the outstanding common stock of Record Town, Inc., through which its principal operations are conducted. The Company operates retail stores and four e-commerce sites and is one of the largest specialty retailers of entertainment software, including music, video, and video games and related products in the United States.

Stores and Store Concepts

At January 30, 2010, the Company operated 557 stores totaling approximately 3.8 million square feet in the United States, the District of Columbia, the Commonwealth of Puerto Rico and the U.S. Virgin Islands.

Mall Stores

At January 30, 2010, the Company operated 449 mall-based stores, predominantly under the f.y.e. (“For Your Entertainment”) brand, including:

Traditional stores. The traditional store averages about 5,900 square feet and carries a full complement of entertainment software, including music, video and related accessories. There were 398 traditional f.y.e. mall based stores at the end of Fiscal 2009.

Superstores. The superstores carry the same merchandise categories as traditional locations, but with a much larger assortment. There were 10 f.y.e. mall superstores at the end of Fiscal 2009 that averaged about 28,500 square feet.

Video only stores. The Company operated 41 video only stores, under the Suncoast Motion Pictures and Saturday Matinee brands. These stores specialize in the sale of video and related accessories. They are located in large, regional shopping malls and average about 2,400 square feet.

Freestanding Stores

The Company operated 108 freestanding stores as of January 30, 2010, including 9 f.y.e. superstores, under the f.y.e. brand. They carry a full complement of entertainment software, including music, video and related accessories and are located in freestanding, strip center and downtown locations. The freestanding stores, excluding the superstores, average approximately 6,900 square feet. The freestanding f.y.e. Superstores average about 44,100 square feet. The Company closed two of the f.y.e. superstores in the first quarter of 2010.

E-Commerce Sites

The Company operates four retail web sites including, **www.fye.com**, **www.wherehouse.com**, **www.secondspin.com**, and **www.suncoast.com**. These sites offer substantially the same complement of products as offered in the Company’s stores.

Merchandise Categories

Net sales by merchandise category as a percentage of total net sales for Fiscal 2009, 2008 and 2007, and comparable store sales for Fiscal 2009 and 2008, were as follows:

	<u>2009</u>	<u>Comparable Store Sales</u>	<u>2008</u>	<u>Comparable Store Sales</u>	<u>2007</u>
Music	35.2%	(11.2%)	35.4%	(20.2%)	39.1%
Video	41.7	(7.5)	41.3	(3.1)	38.8
Video games	8.6	(15.7)	9.1	(14.3)	9.0
Other	<u>14.5</u>	<u>(8.5)</u>	<u>14.2</u>	<u>(0.6)</u>	<u>13.1</u>
Total	<u>100.0%</u>	<u>(9.8%)</u>	<u>100.0%</u>	<u>(10.8%)</u>	<u>100.0%</u>

The “Other” category includes electronics, accessories and trend items, none of which individually exceeded 10% of total net sales.

Business Environment

Music, video and video games represent an approximately \$34 billion industry nationwide, and represented approximately 86% of the Company’s net sales in Fiscal 2009.

According to statistical information from Nielsen Sound Scan (“SoundScan”), the total number of music albums sold, including CD and digital albums, decreased 12% to approximately 375 million units in 2009. Excluding digital albums, album sales decreased 18% to approximately 292 million units. In 2008, the total number of music albums sold, including CD, cassette and digital albums decreased 13% compared to 2007. Excluding digital albums, album sales in 2008 decreased 20% compared to 2007.

According to statistics obtained from Warner Brothers Home Entertainment, overall video retail sales in 2009 were \$10.3 billion, a decrease of 15% from 2008. Video retail sales in 2008 decreased 9% compared to 2007.

The NPD Group, Inc. (“NPD”) published that video games retail sales, including portable and console hardware, software and accessories, were \$19.5 billion in 2009, a decrease of 10% from 2008 sales. Video game sales in 2008 were \$21.3 billion, an increase of 19% over 2007 sales.

Competition

CD sales have suffered from the legal (e.g., iTunes) and illegal downloading of music and specialty retailers have been impacted by the proliferation of mass merchants (e.g., Wal-Mart and Target) and electronics superstores (e.g., Best Buy) that offer entertainment software and, collectively, have gained a larger share of the market. The number of specialty and independent retailers has decreased dramatically due to their reliance on sales of CDs. The Company has taken advantage of competitor exits from markets, made acquisitions, diversified its products and taken other measures to position itself competitively within its industry. The Company believes it effectively competes in the following ways:

- Location and convenience: a strength of the Company is its convenient store locations that are often the exclusive retailer in centers offering a full complement of entertainment software;
- Marketing: the Company uses newspaper, radio and television advertising and in-store visual displays to market to consumers;
- Selection and assortment: the Company maintains a high in-stock position in a large assortment of product, particularly CDs and DVDs;
- Customer service: the Company believes it offers personalized customer service at its stores.

Seasonality

The Company's business is seasonal, with its fourth fiscal quarter constituting the Company's peak selling period. In Fiscal 2009, the fourth quarter accounted for approximately 36% of annual net sales. In anticipation of increased sales activity during these months, the Company purchases additional inventory and hires additional temporary employees to supplement its full-time store sales staff. If, for any reason, the Company's net sales were below seasonal norms during the fourth quarter, the Company's operating results could be adversely affected. Quarterly sales can also be affected by the timing of new product releases, new store openings or closings and the performance of existing stores.

Advertising

The Company makes use of visual displays. It uses a mass-media marketing program, including newspaper, radio, and television advertisements. Certain vendors from whom the Company purchases merchandise offer advertising allowances, of varying duration and amount, to promote their merchandise.

Suppliers and Purchasing

The Company purchases inventory from approximately 520 suppliers. In Fiscal 2009, 66% of purchases were made from ten suppliers including EMI Music Distribution, Sony-Bertelsmann Music Group, Warner/Electra/Atlantic Corp., Universal Music Group, Fox Video Inc., Paramount Video, Buena Vista Video, Warner Home Entertainment, Universal Studios Home Entertainment and Sony Pictures. The Company does not have material long-term purchase contracts; rather, it purchases products from its suppliers on an order-by-order basis. Historically, the Company has not experienced difficulty in obtaining satisfactory sources of supply and management believes that it will continue to have access to adequate sources of supply.

Trade Customs and Practices

Under current trade practices with large suppliers, retailers of music and video products are generally entitled to return unsold merchandise they have purchased in exchange for other titles carried by the suppliers. The four largest music suppliers charge a related merchandise return penalty or return handling fee. Most manufacturers and distributors of video products do not typically charge a return penalty or handling fee. Under current trade practices with large suppliers, retailers of video games and related products may receive markdown support from suppliers to help clear slow turning merchandise. Merchandise return policies and other trade practices have not changed significantly in recent years. The Company generally adapts its purchasing policies to changes in the policies of its largest suppliers.

Employees

As of January 30, 2010, the Company employed approximately 5,700 people, of whom approximately 2,400 were employed on a full-time basis. Others were employed on a part-time or temporary basis. The Company hires seasonal sales employees during its fourth quarter peak selling season to ensure continued levels of customer service. Store managers, district managers and regional managers are eligible to receive incentive compensation based on the sales and/or profitability of stores for which they are responsible. Sales support managers are generally eligible to receive incentive compensation based on achieving Company performance targets. None of the Company's employees are covered by collective bargaining agreements and management believes that the Company enjoys favorable relations with its employees.

Information Systems

The Company utilizes primarily IBM AS400 technology to run its management information systems, including its merchandising, distribution and financial systems. Management believes its

systems contribute to enhanced customer service and operational efficiency, as well as provide the ability to monitor critical performance indicators versus plans and historical results.

Available Information

The Company's headquarters are located at 38 Corporate Circle, Albany, New York 12203, and its telephone number is (518) 452-1242. The Company's corporate web site address is www.twec.com. The Company makes available, free of charge, its Exchange Act Reports (Forms 10-K, 10-Q, 8-K and any amendments thereto) on its web site as soon as practical after the reports are filed with the Securities and Exchange Commission ("SEC"). The public may read and copy any materials the Company files with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. This information can be obtained from the site <http://www.sec.gov>. The Company's Common Stock, \$0.01 par value, is quoted on the NASDAQ National Market under the trading symbol "TWMC". The Company's fiscal year end is the Saturday closest to January 31. The Fiscal 2009 ("Fiscal 2009") year ended on January 30, 2010; Fiscal 2008 ("Fiscal 2008") year ended on January 31, 2009; and Fiscal 2007 ("Fiscal 2007") year ended on February 2, 2008.

Item 1A. Risk Factors

The following is a discussion of certain factors, which could affect the financial results of the Company.

The Company's results of operations are affected by the availability of new products.

The Company's business is affected by the release of "hit" music, video and video game titles, which can create fluctuations in sales. It is not possible to determine the timing of these fluctuations or the future availability of hit titles. The Company is dependent upon the major music and movie producers to continue to produce hit products. To the extent that new hit releases are not available, or not available at prices attractive to consumers, or, if manufacturers fail to introduce or delay the introduction of new products, the Company's results of operations may be adversely affected.

The Company's results of operations may suffer if the Company does not accurately predict consumer acceptance of new product or distribution technologies.

The entertainment industry is characterized by changing technology, evolving format standards, frequent new and enhanced product introductions and rapid product obsolescence. These characteristics require that the Company respond quickly to technological changes and understand the impact of these changes on customers' preferences. If the Company is unable to participate in new product or distribution technologies, its results of operations may suffer. Specifically, the CD and DVD formats have experienced a continuous decline as digital forms of music and video content have become more prevalent. If the Company does not timely adapt to these changing technologies or sufficiently focus on the other core categories, operating results could significantly suffer.

Increased competition from existing retailers and alternative distribution channels has adversely affected the Company's results of operations.

The Company competes with a wide variety of entertainment retailers, including deep-discount retailers, mass merchandisers, consumer electronics outlets, internet retailers and independent operators, some of whom have greater financial and other resources than the Company. The Company also expects continued growth in competing home entertainment options. Some of these, including the ability to download music, video and video games onto PCs or other devices, or the ability to play video games over the Internet through consoles, could reduce retail sales of CDs, DVDs and video games. If technological advances were to result in significant changes in existing

distribution channels for pre-recorded music, video and video games, the Company's results of operations could be adversely affected.

In addition, the Company's success depends on our ability to positively differentiate ourselves from other retailers. The retail business is highly competitive. In the past the Company has been able to compete successfully by differentiating our customer shopping experience by creating an attractive value proposition through a careful combination of price, merchandise assortment, convenience, customer service and marketing efforts. Customer perceptions regarding our stores and our in-stock levels and deep assortment of product are also factors in our ability to compete. No single competitive factor is dominant, and actions by our competitors on any of these factors could have an adverse effect on our sales, gross profit and expenses. If we fail to continue to positively differentiate ourselves from our competitors, our results of operations could be adversely affected.

The Company's business is negatively influenced by the general economic conditions and the disruption of capital and credit markets

The Company's performance is subject to general economic conditions and their impact on levels of discretionary consumer spending, which have continued to deteriorate and may remain depressed for the foreseeable future. General economic conditions impacting discretionary consumer spending include, among others, wages and employment, consumer debt, reductions in net worth based on recent severe market declines, residential real estate and mortgage markets, taxation, fuel and energy prices, interest rates, consumer confidence and other macroeconomic factors.

Consumer purchases of discretionary items, such as our merchandise, generally decline during recessionary periods and other periods where disposable income is adversely affected. The current downturn in the economy affects retailers disproportionately, as consumers may prioritize reductions in discretionary spending, which could have a direct impact on purchases of our merchandise and adversely impact our results of operations and continued growth. In addition, reduced consumer spending may drive us and our competitors to offer additional products at promotional prices, which would have a negative impact on gross profit. The Company cannot predict how long the current economic, capital and credit market conditions will continue and what impact they will have on our business.

Disruption of global capital and credit markets may have a material adverse effect on the Company's liquidity and capital resources.

The current distress in the financial markets has resulted in extreme volatility in security prices and diminished liquidity and credit availability, and there can be no assurance that our liquidity will not be affected by changes in the financial markets and the global economy or that our capital resources will at all times be sufficient to satisfy our liquidity needs. We believe that cash provided by sales of merchandise inventory and available borrowing capacity under our credit facility, which expires in April 2013, will provide us with sufficient liquidity through the expiration of this credit facility.

The current credit crisis is having a significant negative impact on businesses around the world, and the impact of this crisis on our major suppliers cannot be predicted. The inability of key suppliers to access liquidity, or the insolvency of key suppliers, could lead to delivery delays or failures.

Historically, we have experienced declines and we may continue to experience fluctuation in our level of sales, results from operations and operating cash flow.

A variety of factors has historically affected, and will continue to affect, our comparable stores sales results and profit margins. These factors include general regional and national economic conditions; competition; actions taken by our competitors; consumer trends and preferences; new product introductions and changes in our product mix; timing and effectiveness of promotional events and weather. The Company's comparable store sales may decline further than they did in Fiscal 2009, and they may vary from quarter to quarter as our business is highly seasonal in nature.

Our highest sales and operating income historically occur during the fourth fiscal quarter, which is due in part, to the holiday selling season. The fourth quarter generated approximately 36% of our net sales for Fiscal 2009. Any decrease in our fourth quarter sales, whether because of a slow holiday selling season, unseasonable weather conditions, economic conditions or otherwise, could have a material adverse effect on our business, financial condition and operating results for the entire fiscal year. There is no assurance that we will achieve positive levels of sales and earnings growth, and any decline in our future growth or performance could have a material adverse effect on our business and results of operations.

Failure to open new stores may limit our earnings.

Historically, the Company's growth has come from the opening of new stores and the acquisition of stores. The Company opens new stores if it finds desirable locations and is able to negotiate suitable lease terms. A lack of new store growth may impact the Company's ability to increase sales and earnings. The Company opened two new stores in Fiscal 2009 and acquired five new stores in the first quarter of 2010.

A change in one or more of the Company's vendors' policies or the Company's relationship with those vendors could adversely affect the Company's results of operations.

The Company is dependent on its vendors to supply merchandise in a timely and efficient manner. If a vendor fails to deliver on its commitments, whether due to financial difficulties or other reasons, the Company could experience merchandise shortages that could lead to lost sales.

The majority of the Company's purchases come from ten major suppliers. As is standard in its industry, the Company does not maintain long-term contracts with its suppliers but instead makes purchases on an order-by-order basis. If the Company fails to maintain customary trade terms or enjoy positive vendor relations, it could have an adverse effect on the Company's results of operations.

If the Company's vendors fail to provide marketing and merchandising support at historical levels, the Company's results of operations could be adversely affected.

The manufacturers of entertainment products have typically provided retailers with significant marketing and merchandising support for their products. As part of this support, the Company receives cooperative advertising and other allowances from these vendors. These allowances enable the Company to actively promote and merchandise the products it sells at its stores and on its websites. If the Company's vendors fail to provide this support at historical levels, the Company's results of operations could be negatively impacted.

Loss of Key Personnel or the inability to attract, train and retain qualified employees could adversely affect the Company's results of operations.

The Company believes that its future prospects depend, to a significant extent, on the services of its executive officers, particularly, Robert J. Higgins, our Chairman and Chief Executive Officer. Our future success will also depend on our ability to attract and retain qualified key personnel. The loss of the services of certain of the Company's executive officers and other key management personnel could adversely affect the Company's results of operations. In particular, if we were to lose the services of Robert J. Higgins, we may not be able to replace his skills and experience.

In addition to our executive officers, the Company's business is dependent on our ability to attract, train and retain a large number of qualified team members. Many of those team members are employed in entry-level or part-time positions with historically high turnover rates. Our ability to meet our labor needs while controlling our costs is subject to external factors such as unemployment levels, health care costs and changing demographics. If we are unable to attract and retain adequate numbers of qualified team members, our operations, customer service levels and support functions could suffer. Those factors, together with increased wage and benefit costs, could adversely affect our results of operations.

Because our Chairman and Chief Executive Officer owns approximately 44.7% of the outstanding Common Stock, he has significant influence and control over the outcome of any vote of the Company's Shareholders.

Robert J. Higgins serves as Chairman of the Board of the Company and its Chief Executive Officer and owns approximately 44.7% of the outstanding Common Stock of the Company, as of March 30, 2010. Accordingly, he will have significant influence on the outcome of any vote of the Company's Shareholders and on the policies and affairs of the Company. His interests may differ from the interests of the other stockholders.

Failure to comply with legal and regulatory requirements could adversely affect the Company's results of operations.

The Company's business is subject to a wide array of laws and regulations. Significant legislative changes that impact our relationship with our workforce (none of which is represented by unions) could increase our expenses and adversely affect our operations. Examples of possible legislative changes impacting our relationship with our workforce include changes to an employer's obligation to recognize collective bargaining units, the process by which collective bargaining units are negotiated or imposed, minimum wage requirements, and health care mandates.

Our policies, procedures and internal controls are designed to comply with all applicable laws and regulations, including those imposed by the Securities and Exchange Commission and the New York Stock Exchange, as well as applicable employment laws. Additional legal and regulatory requirements increase the complexity of the regulatory environment in which we operate and the related cost of compliance. Failure to comply with such laws and regulations may result in damage to our reputation, financial condition and market price of our stock.

In August 2000, the Company's Board of Directors adopted a Classified Board Amendment which together with anti-takeover provisions of New York State Law may discourage open market purchases or a non-negotiated tender or exchange offer for the stock of the Company. This may be adverse to the interests of certain shareholders.

The nature of our business involves the receipt and storage of personal information about certain customers. If we experience a data security breach, we could be exposed to government enforcement actions and private litigation. In addition, our customers could lose confidence in our ability to protect their personal information, which could cause them to discontinue usage of our customer loyalty programs or participation in other programs. Such events could lead to lost future sales and adversely affect our results of operations.

We could be materially and adversely affected if either of our distribution centers is disrupted.

We operate two distribution centers, one in Albany, New York and the other in Carson, California. We ship approximately 72% of our merchandise inventory through our distribution centers. If either of our distribution centers is destroyed, or disrupted for any reason, including because of weather or labor issues, we could incur significantly higher costs and longer lead times associated with distributing our products to our stores during the time it takes to reopen or replace the centers.

In addition, our Carson, California distribution center is located in a state where earthquakes are prevalent. Such an event could result in significant physical damage to or closure of this center and delay distribution of merchandise from our suppliers to our center and stores, which could adversely affect our results of operation. We maintain business interruption insurance to protect us from the costs relating to matters such as a shutdown, but our insurance may not be sufficient, or the insurance proceeds may not be timely paid to us, in the event of a shutdown.

The Company's stock price has experienced and could continue to experience volatility and could decline further, resulting in a substantial loss on your investment.

Our stock price has experienced, and could continue to experience in the future, substantial volatility as a result of many factors, including recent global economic conditions, broad market fluctuations and public perception of the prospects for music and the home video industry. Changes in our comparable store net sales results could also affect the price of our Common Stock. Failure to meet market expectations, particularly with respect to comparable store sales, net revenues, operating margins and earnings per share, would likely result in a continued decline in the market price of our stock.

In addition, an active trading market for our Common Stock may not be sustained, which could affect the ability of our stockholders to sell their shares and could depress the market price of their shares. The stock market in general and the market for music and home video related stocks in particular, has been highly volatile. For example, the closing price of our Common Stock has fluctuated between \$4.45 and \$0.52 from February 2, 2008 and March 31, 2010.

As a result, the market price of our Common Stock has been and is likely to remain volatile, and investors in our Common Stock may experience a decrease in the value of their stock, including decreases unrelated to our operating performance or prospects.

The failure to maintain a minimum closing share price of \$1.00 per share of our Common Stock could result in the delisting of our shares on The NASDAQ Global Market, which would harm the market price of the Company's Common Stock.

In order to retain our listing on The NASDAQ Global Market we are required by NASDAQ to maintain a minimum bid price of \$1.00 per share. Our stock price is currently above \$1.00 and has been since October 6, 2009. However, in the event that our stock did close below the minimum bid price of \$1.00 per share for any 30 consecutive business days, we would regain compliance if our Common Stock closed at or above \$1.00 per share for 10 consecutive days during the 180 days immediately following failure to maintain the minimum bid price. If we are unable to do so, our stock could be delisted from The NASDAQ Global Market, transferred to a listing on The NASDAQ Capital Market, or delisted from the NASDAQ markets altogether. The failure to maintain our listing on The NASDAQ Global Market could harm the liquidity of the Company's Common Stock and could have an adverse effect on the market price of our Common Stock.

If we fail to protect the security of personal information about our customers, we could be subject to costly government enforcement actions or private litigation and our reputation could suffer.

The nature of our business involves the receipt and storage of personal information about our customers. If we experience a data security breach, we could be exposed to government enforcement actions and private litigation. In addition, our customers could lose confidence in our ability to protect their personal information, which could cause them to stop shopping at our stores. Such events could lead to lost sales and adversely affect our results of operations.

Item 1B. Unresolved SEC Comments

The Company has not received within 180 days before January 30, 2010, written comments from the Securities and Exchange Commission regarding its periodic or current reports under the Securities Exchange Act of 1934, as amended.

Item 2. Properties

Retail Stores

At January 30, 2010, the Company operated 557 stores under operating leases, many of which have renewal options. The majority of the leases provide for the payment of fixed monthly rentals and expenses for maintenance, property taxes and insurance while the others provide for the payment of monthly rentals based on a percentage of sales. Certain leases provide for added rent

based on store sales in excess of specified levels. The following table lists the leases due to expire as of the fiscal year-end in each of the years shown, assuming any renewal options are not exercised:

<u>Year</u>	<u>No. of Leases</u>	<u>Year</u>	<u>No. of Leases</u>
2010	278	2014	21
2011	92	2015	30
2012	87	2016	17
2013	25	2017 and beyond	7

As leases expire, the Company will evaluate the decision to exercise renewal rights or obtain new leases for the same or similar locations based on store profitability.

Corporate Offices and Distribution Center Facilities

The Company leases its Albany, New York, distribution facility and corporate office space from its largest shareholder and Chairman and Chief Executive Officer under three capital lease arrangements that extend through 2015. These leases are at fixed rentals with provisions for biennial increases based on increases in the Consumer Price Index. The Company incurs all property taxes, insurance and maintenance costs. The office portion of the facility is approximately 39,800 square feet and the distribution center portion is approximately 141,500 square feet. The Company also leases a 198,300 square foot distribution center in Carson, California; this lease includes a five-year renewal option and expires in December 2010.

The Company believes that its existing distribution facilities are adequate to meet the Company's planned business needs. Shipments from the distribution facilities to the Company's stores provide approximately 72% of all merchandise shipment requirements to stores. Stores are serviced by common carriers chosen on the basis of geography and rate considerations. The balance of the stores' merchandise requirements is satisfied through direct shipments from vendors.

The Company leases an additional 31,700 square feet of office space in Albany, New York. The operating lease expires in June 2014 and includes two, five-year options to renew.

Item 3. Legal Proceedings

The Company is subject to various legal proceedings and claims that have arisen in the ordinary course of its business and have not been finally adjudicated. Although there can be no assurance as to the ultimate disposition of these matters, it is management's opinion, based upon the information available at this time, that the expected outcome of these matters, individually or in the aggregate, will not have a material adverse effect on the results of operations and financial condition of the Company.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of security holders during the fourth quarter of the fiscal year ended January 30, 2010.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information. The Company's Common Stock trades on the NASDAQ Stock Market under the symbol "TWMC." As of March 31, 2010, there were 462 shareholders of record. The following table sets forth high and low last reported sale prices for each fiscal quarter during the period from February 1, 2008 through March 31, 2010.

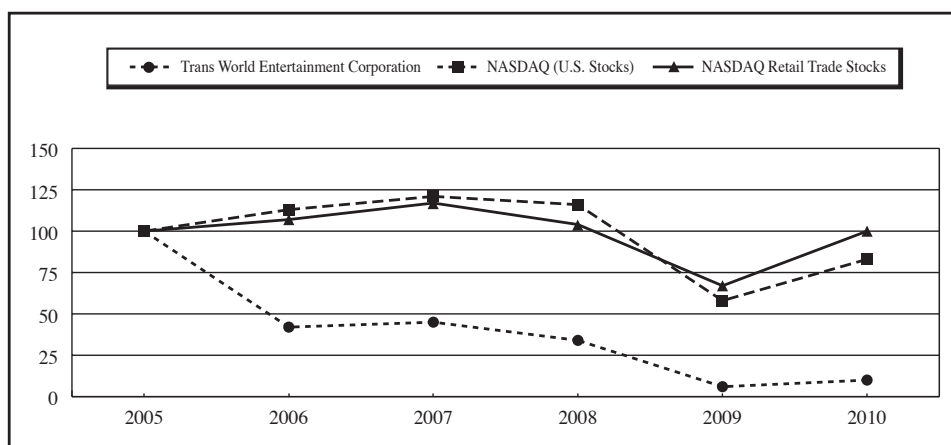
	<u>Closing Sales Prices</u>	
	<u>High</u>	<u>Low</u>
2008		
1st Quarter	\$4.45	\$3.12
2nd Quarter	\$3.33	\$2.34
3rd Quarter.....	\$3.13	\$1.99
4th Quarter.....	\$2.35	\$0.76
2009		
1st Quarter	\$0.89	\$0.52
2nd Quarter	\$1.29	\$0.69
3rd Quarter.....	\$1.59	\$0.88
4th Quarter.....	\$1.64	\$1.29
2010		
1st Quarter (through March 31, 2010)	\$1.80	\$1.17

On March 31, 2010, the last reported sale price on the Common Stock on the NASDAQ National Market was \$1.80.

Dividend Policy: The Company has never declared dividends on its Common Stock. The Company's amended credit facility does not allow the payment of cash dividends.

Five-Year Performance Graph:

The following line graph reflects a comparison of the cumulative total return of the Company's Common Stock from January 30, 2005 through January 29, 2010 with the Nasdaq Index (U.S. Stocks) and with the Nasdaq National Market Retail Trade Stocks index. Because none of the Company's leading competitors has been an independent publicly traded company over the period, the Company has elected to compare shareholder returns with the published index of retail companies compiled by NASDAQ. All values assume a \$100 investment on January 30, 2005, and that all dividends were reinvested.



	<u>2005</u>	<u>2006</u>	<u>2007</u>	<u>2008</u>	<u>2009</u>	<u>2010</u>
Trans World Entertainment Corporation	100	42	45	34	6	10
NASDAQ (U.S. Stocks).....	100	113	121	116	58	83
NASDAQ Retail Trade Stocks.....	100	107	117	104	67	100

Item 6. Selected Consolidated Financial Data

The following table sets forth selected Statement of Operations and Balance Sheet data for the five fiscal years ended January 30, 2010 and is derived from the Company's audited Consolidated Financial Statements. The fiscal year ended February 3, 2007 consisted of 53 weeks while all the other fiscal years of the Company presented consisted of 52 weeks. This information should be read in conjunction with the Company's audited Consolidated Financial Statements and related notes and other financial information included herein, including Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations".

	Fiscal Year Ended				
	January 30, 2010	January 31, 2009	February 2, 2008	February 3, 2007	January 28, 2006
	(in thousands, except per share data)				
STATEMENTS OF OPERATIONS DATA:					
Net sales	\$813,988	\$987,625	\$1,265,658	\$1,471,157	\$1,238,486
Cost of sales	<u>552,327</u>	<u>656,730</u>	<u>819,911</u>	<u>951,935</u>	<u>806,873</u>
Gross profit	261,661	330,895	445,747	519,222	431,613
Selling, general and administrative expenses	310,710	380,802	470,386	519,246	426,854
Asset impairment charges ⁽¹⁾	<u>3,643</u>	<u>15,158</u>	<u>30,731</u>	—	—
(Loss) income from operations....	(52,692)	(65,065)	(55,370)	(24)	4,759
Interest expense.....	2,910	4,098	6,519	5,504	2,954
Other income	<u>(168)</u>	<u>(180)</u>	<u>(429)</u>	<u>(4,435)</u>	<u>(2,171)</u>
(Loss) income before income taxes, extraordinary gain—unallocated negative goodwill and cumulative effect of a change in accounting principle..	(55,434)	(68,983)	(61,460)	(1,093)	3,976
Income tax expense (benefit) ⁽²⁾ ...	<u>(12,985)</u>	<u>(28)</u>	<u>37,975</u>	<u>(2,041)</u>	<u>1,090</u>
(Loss) earnings before extraordinary gain—unallocated negative goodwill and cumulative effect of change in accounting principle	(42,449)	(68,955)	(99,435)	948	2,886
Extraordinary gain—unallocated negative goodwill, net of income taxes ⁽³⁾	—	—	—	10,721	—
Cumulative effect of a change in accounting principle, net of income taxes ⁽⁴⁾	—	—	—	—	<u>(2,277)</u>
Net (loss) income.....	<u>(\$ 42,449)</u>	<u>(\$ 68,955)</u>	<u>(\$ 99,435)</u>	<u>\$ 11,669</u>	<u>\$ 609</u>
Basic (loss) earnings per share:					
(Loss) earnings per share before extraordinary gain—unallocated negative goodwill and cumulative effect of change in accounting principle	(\$ 1.35)	(\$ 2.21)	(\$ 3.20)	\$ 0.03	\$ 0.09
Extraordinary gain—unallocated negative goodwill	—	—	—	0.35	—
Cumulative effect of change in accounting principle	—	—	—	—	<u>(0.07)</u>
Basic (loss) earnings per share.....	<u>(\$ 1.35)</u>	<u>(\$ 2.21)</u>	<u>(\$ 3.20)</u>	<u>\$ 0.38</u>	<u>\$ 0.02</u>
Weighted average number of shares outstanding—basic.....	<u>31,370</u>	<u>31,223</u>	<u>31,046</u>	<u>30,797</u>	<u>31,962</u>

	Fiscal Year Ended				
	January 30, 2010	January 31, 2009	February 2, 2008	February 3, 2007	January 28, 2006
	(in thousands, except per share data)				
Diluted (loss) earnings per share:					
(Loss) earnings per share before extraordinary gain—unallocated negative goodwill and cumulative effect of change in accounting principle.....	(\$ 1.35)	(\$ 2.21)	(\$ 3.20)	\$ 0.03	\$ 0.09
Extraordinary gain—unallocated negative goodwill.....	—	—	—	0.33	—
Cumulative effect of change in accounting principle.....	—	—	—	—	(0.07)
Diluted (loss) earnings per share.....	<u>(\$ 1.35)</u>	<u>(\$ 2.21)</u>	<u>(\$ 3.20)</u>	<u>\$ 0.36</u>	<u>\$ 0.02</u>
Weighted average number of shares— diluted.....	<u>31,370</u>	<u>31,223</u>	<u>31,046</u>	<u>31,986</u>	<u>32,132</u>
BALANCE SHEET DATA (at the end of the period):					
Total assets.....	\$394,566	\$487,036	\$638,993	\$829,690	\$799,657
Current portion of long-term debt and capital lease obligations.....	1,974	3,748	3,501	3,393	3,659
Long-term obligations.....	6,874	8,844	12,588	16,085	19,474
Shareholders' equity.....	\$193,353	\$235,015	\$298,149	\$393,205	\$378,512
OPERATING DATA:					
Store count (open at end of period):					
Mall stores.....	449	549	610	737	546
Freestanding stores.....	108	163	203	255	236
Total stores.....	557	712	813	992	782
Comparable store sales decrease ⁽⁵⁾	(9.8%)	(10.8%)	(8.5%)	(6.2%)	(5.7%)
Total square footage.....	3,794	4,560	5,117	5,950	4,824

⁽¹⁾ During Fiscal 2009, Fiscal 2008 and Fiscal 2007, the Company recorded an asset impairment charge of \$3.6 million, \$15.2 million and \$30.7 million, respectively, to write down certain long-lived assets.

⁽²⁾ Included in income tax expense for Fiscal 2007 is deferred tax expense of \$42.5 million, the recording of which was primarily due to the establishment of a full valuation allowance against the Company's net deferred tax assets. See Note 5 in the Notes to Consolidated Financial Statements for further detail. Included in income tax benefit for 2009 is a tax refund of \$10.4 million due to revised tax carryback legislation.

⁽³⁾ The Company's acquisition of substantially all of the net assets of Musicland Holding Corp. stores in Fiscal 2006 resulted in an extraordinary gain recorded in Fiscal 2006. The gain, net of tax, represented the excess of fair value of net assets acquired over the purchase price of the acquired assets.

⁽⁴⁾ The Company changed its method of accounting for conditional asset retirement obligations effective January 28, 2006 resulting in a one-time, non-cash, after tax charge of \$2.3 million, which was classified as a "cumulative effect of a change in accounting principle" in Fiscal 2005. If the new accounting principles had been retroactively applied during fiscal 2005, pro forma net income would have been \$2,992 thousand and basic and diluted earnings per share would have been \$0.09 for the fiscal year ended January 28, 2006.

⁽⁵⁾ A store is included in comparable store sales calculations at the beginning of its thirteenth full month of operation. Mall stores relocated in the same shopping center after being open for at least thirteen months are considered comparable stores. Closed stores that were open for at least thirteen months are included in comparable store sales through the month immediately preceding the month of closing.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Overview

Management's Discussion and Analysis of Financial Condition and Results of Operations provides information that the Company's management believes necessary to achieve an understanding of its financial condition and results of operations. To the extent that such analysis contains statements which are not of a historical nature, such statements are forward-looking statements, which involve risks and uncertainties. These risks include, but are not limited to, changes in the competitive environment for the Company's merchandise, including the entry or exit of non-traditional retailers of the Company's merchandise to or from its markets; releases by the music, video, and video game industries of an increased or decreased number of "hit releases"; general economic factors in markets where the Company's merchandise is sold; and other factors discussed in the Company's filings with the Securities and Exchange Commission. The following discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with "Selected Consolidated Financial Data" and the Consolidated Financial Statements and related notes included elsewhere in this report.

At January 30, 2010, the Company operated 557 stores totaling approximately 3.8 million square feet in the United States, the District of Columbia, the Commonwealth of Puerto Rico and the U.S. Virgin Islands. In the fiscal year ended January 30, 2010 (referred to herein as "Fiscal 2009"), the Company's net sales decreased as compared to the fiscal year ended January 31, 2009, (referred to herein as "Fiscal 2008") as a result of lower average store count and a decrease in comparable store sales. Comparable store sales decreased 9.8% during Fiscal 2009.

The Company focuses on the following areas in its effort to improve its business:

Improving Product Mix and Creating Value to the Customer

The Company tailors the product mix of its stores toward regional tastes in order to optimize the productivity of its stores, seeking to serve key customer segments within each store. We have also focused on creating a stronger value statement to our customers in our two core categories of music and video to drive additional traffic into the stores and improve customer conversion rates, while offering inventory in other product categories to drive additional sales.

Store Openings and Closures

During Fiscal 2009 and Fiscal 2008, the Company closed 157 and 101 stores, respectively. The Company opened two new stores in Fiscal 2009. The Company's real estate strategy is to reposition our store portfolio by reducing our store base to a core group of profitable locations.

The Company closes stores when minimum operating thresholds are not achieved or upon lease expiration when either renewal is not available or management determines that renewal is not in the Company's best interest. The composition of these stores changes from time-to-time as the result of competitive changes and other factors.

Expanding Customer Base

To strengthen customer loyalty, the Company offers its customers the option of signing up for a Backstage Pass card which provides an additional 10% discount off of everyday selling prices on nearly all product in addition to other value added offers members receive through the program in exchange for an annual membership fee. The Company also co-sponsors events in many of its stores to provide various segments of its customers an opportunity to experience entertainment and shop for unique and exclusive products based on their particular interests.

Key Performance Indicators

Management monitors a number of key performance indicators to evaluate its performance, including:

Net Sales and Comparable Store Sales: The Company measures the rate of comparable store net sales change. A store is included in comparable store net sales calculations at the beginning of its thirteenth full month of operation. Mall stores relocated in the same shopping center after being open for at least thirteen months are considered comparable stores. Closed stores that were open for at least thirteen months are included in comparable store net sales through the month immediately prior to the month of closing. The Company further analyzes net sales by store format and by product category.

Cost of Sales and Gross Profit: Gross profit is a function of the cost of product in relation to its retail selling value. Changes in gross profit are impacted primarily by net sales levels, mix of products sold, vendor discounts and allowances and distribution costs. The Company records its distribution, freight and obsolescence expenses in cost of sales. Distribution expenses include those costs associated with receiving, inspecting and warehousing merchandise and costs associated with product returns to vendors.

Selling, General and Administrative (“SG&A”) expenses: Included in SG&A expenses are payroll and related costs, occupancy charges, general operating and overhead expenses and depreciation charges (excluding those related to distribution operations, as discussed in Note 2 of Notes to the Consolidated Financial Statements in this Annual Report on Form 10-K). SG&A expenses also include fixed assets write-offs associated with store closures, if any, and miscellaneous items, other than interest.

Balance Sheet and Ratios: The Company views cash, net inventory investment (merchandise inventory less accounts payable) and working capital (current assets less current liabilities) as indicators of its financial position. See Liquidity and Capital Resources for further discussion of these items.

Fiscal Year Ended January 30, 2010 (“Fiscal 2009”) Compared to Fiscal Year Ended January 31, 2009 (“Fiscal 2008”)

Net Sales. The following table sets forth a year-over-year comparison of the Company’s total net sales:

	<u>2009</u>	<u>2008</u>	<u>2009 vs. 2008</u>	
			<u>\$</u>	<u>%</u>
	(\$ in thousands)			
Net Sales	\$813,988	\$987,625	\$(173,637)	(17.6%)

The 17.6% net sales decline from prior year is due to the comparable store net sales decline of 9.8% coupled with a 13% decline in average store count. Total product units sold in Fiscal 2009 decreased 11% and the average retail price for units sold decreased 8%.

Net sales by merchandise category for Fiscal 2009 and Fiscal 2008 were as follows:

	<u>2009</u>	<u>%</u>	<u>2008</u>	<u>%</u>	<u>Total %</u>	<u>Comparable</u>
	<u>Net Sales</u>	<u>Total</u>	<u>Net Sales</u>	<u>Total</u>	<u>Net Sales</u>	<u>Store % Net</u>
	(\$ in thousands)					
Music.....	\$286,670	35.2%	\$349,737	35.4%	(18.0%)	(11.2%)
Video.....	339,251	41.7	407,884	41.3	(16.8)	(7.5)
Video games	70,400	8.6	90,233	9.1	(22.0)	(15.7)
Other.....	<u>117,667</u>	<u>14.5</u>	<u>139,771</u>	<u>14.2</u>	<u>(15.8)</u>	<u>(8.5)</u>
Total	<u>\$813,988</u>	<u>100.0%</u>	<u>\$987,625</u>	<u>100.0%</u>	<u>(17.6%)</u>	<u>(9.8%)</u>

The “Other” category includes electronics, accessories and trend items, none of which individually exceed 10% of total net sales.

Music

The Company's stores offer a wide range of new and used CDs and music DVDs across most music genres, including new releases from current artists as well as an extensive catalog of music from past periods and artists. The music category declined as a percentage of total net sales and declined 11% on a comparable store sale basis due to the shift to online downloading.

Net sales of CDs represented approximately 94% of total net sales in the music category during Fiscal 2009. The Company's annual CD unit sales decreased 11% in Fiscal 2009 due to lower comparable store net sales and the decrease in average store count. According to SoundScan, total CD unit sales in the United States declined 18% during the period corresponding with the Company's Fiscal 2009.

Video

The Company offers DVDs in all of its stores and high definition DVDs (BluRay) in a majority of its stores. The video category increased as a percentage of the Company's total net sales due to slower comparable store sales decline in this category than the music and video games categories.

Total net sales for Fiscal 2009 in the video category decreased 17% due to a comparable store net sales decrease of 8% and the lower average store count. According to VideoScan, total video unit sales in the United States declined 8% during the period corresponding with the Company's Fiscal 2009.

Video games

The negative comparable store sales in video games was due to the lack of allocation of product from vendors, as well as a reduction in the number of stores carrying games in Fiscal 2009 versus Fiscal 2008. During Fiscal 2009, the Company eliminated the game category in over 200 stores. As of year-end, 139 of our stores carried games compared to 347 a year ago.

Other

The "Other" category consists of electronics, accessories and trend items. Net sales in this category have increased as a percentage of total net sales due to increased store square footage allocations and slower comparable store sales declines than music and video.

Gross Profit. The following table sets forth a year-over-year comparison of the Company's Gross Profit:

	<u>2009</u>	<u>2008</u>	<u>2009 vs. 2008</u>	
			<u>\$</u>	<u>%</u>
			(\$ in thousands)	
Gross Profit	\$261,661	\$330,895	(\$69,234)	(20.9%)
As a percentage of net sales	32.1%	33.5%		

The 140 basis point decline in gross profit as a percentage of net sales was due to lower vendor allowances.

Selling, General and Administrative Expenses. The following table sets forth a year-over-year comparison of the Company's SG&A expenses:

	<u>2009</u>	<u>2008</u>	<u>2009 vs. 2008</u>	
			<u>\$</u>	<u>%</u>
			(\$ in thousands)	
Selling, general and administrative expenses	\$310,710	\$380,802	(\$70,092)	(18.4%)
As a percentage of net sales	38.2%	38.6%		

The \$70 million decrease in SG&A expenses is due to the Company operating an average of 13% fewer stores. SG&A as a percentage of net sales decreased to 38.2% from 38.6%.

Included in SG&A for Fiscal 2008 is a gain of approximately \$3.1 million from the sale of the Canton, Ohio distribution facility.

Asset Impairment Charge. During Fiscal 2009 and Fiscal 2008, the Company concluded, based on a significant decline in sales and earnings during the fourth quarter, that triggering events had occurred requiring a test of long-lived assets for impairment at its retail stores and consolidated subsidiaries. Long-lived assets at locations where impairment was determined to exist were written down to their estimated fair values as of the end of each period resulting in the recording of asset impairment charges of \$3.6 million and \$15.2 million in Fiscal 2009 and Fiscal 2008, respectively. Estimated fair values for long-lived assets at these locations, including store fixtures and equipment, leasehold improvements and certain intangible assets, were determined based on a measure of discounted future cash flows over the remaining lease terms at the respective locations. Future cash flows were estimated based on store plans and were discounted at a rate approximating the Company's cost of capital. Management believes its assumptions were reasonable and consistently applied.

Interest Expense. Interest expense in Fiscal 2009 was \$2.9 million compared to \$4.1 million in Fiscal 2008. The decrease is due to lower average borrowings on the Company's revolving line of credit and lower interest rates.

Other Income. Other income includes interest income, which was \$0.2 million in Fiscal 2009 and 2008.

Income Tax Benefit. The following table sets forth a year-over-year comparison of the Company's income tax expense (benefit):

	<u>2009</u>	<u>2008</u>	<u>2009 vs. 2008</u>
	(\$ in thousands)		\$
Income tax benefit	\$12,985	\$ 28	\$12,957
Effective tax rate	23.4%	0.0%	

During Fiscal 2009, the Company recorded a current federal tax benefit of \$10.4 million resulting from federal tax legislation enacted that provided for an increased carryback period for net operating losses incurred in Fiscal 2008. Also, during Fiscal 2009, the Company recorded a deferred tax benefit of \$2.3 million related to the intra period allocation of income tax expense to loss from current operations and accumulated other comprehensive income. The remaining components of income tax benefit of \$0.3 million is the net of certain state taxes, adjustments to the reserve for uncertain tax positions and the accrual of interest on uncertain tax positions.

Net Loss. The following table sets forth a year-over-year comparison of the Company's net loss:

	<u>2009</u>	<u>2008</u>	<u>2009 vs. 2008</u>
	(\$ in thousands)		\$
Net loss	(\$42,449)	(\$68,955)	\$26,506
Net loss as a percentage of net sales	(5.2%)	(7.0%)	

The Fiscal 2009 net loss of \$42.4 million was due to the decline in comparable store sales and lower gross margin. The \$26.5 million reduction in net loss as compared to 2008 was due to a lower impairment charge and an increase in the income tax benefit, partially offset by lower sales and the 140 basis point decrease in gross margin.

**Fiscal Year Ended January 31, 2009 ("Fiscal 2008")
Compared to Fiscal Year Ended February 2, 2008 ("Fiscal 2007")**

Net Sales. The following table sets forth a year-over-year comparison of the Company's total net sales:

	<u>2008</u>	<u>2007</u>	<u>2008 vs. 2007</u>	
	(\$ in thousands)		\$	%
Net Sales	\$987,625	\$1,265,658	\$(278,033)	(22.0%)

The 22% net sales decline from prior year is due to the comparable store net sales decline of 11% coupled with an 18% decline in average store count. Total product units sold in Fiscal 2008 decreased 16% and the average retail price for units sold decreased 8%.

Net sales by merchandise category for Fiscal 2008 and Fiscal 2007 were as follows:

	<u>2008</u> <u>Net Sales</u>	<u>%</u> <u>Total</u>	<u>2007</u> <u>Net Sales</u>	<u>%</u> <u>Total</u>	<u>Total %</u> <u>Net Sales</u> <u>Change</u>	<u>Comparable</u> <u>Store % Net</u> <u>Sales Change</u>
	(\$ in thousands)					
Music	\$349,737	35.4%	\$ 494,286	39.1%	(29.2%)	(20.2%)
Video	407,884	41.3	491,360	38.8	(17.0)	(3.1)
Video games	90,233	9.1	114,431	9.0	(21.1)	(14.3)
Other	<u>139,771</u>	<u>14.2</u>	<u>165,581</u>	<u>13.1</u>	<u>(15.6)</u>	<u>(0.6)</u>
Total	<u>\$987,625</u>	<u>100.0%</u>	<u>\$1,265,658</u>	<u>100.0%</u>	<u>(22.0%)</u>	<u>(10.8%)</u>

The “Other” category includes electronics, accessories and trend items, none of which individually exceed 10% of total net sales.

Music

The Company’s stores offer a wide range of new and used CDs and music DVDs across most music genres, including new releases from current artists as well as an extensive catalog of music from past periods and artists. The music category declined as a percentage of total net sales and declined 20.2% on a comparable store sale basis due to the lack of new product releases and the shift to online downloading. The Company continues to shift square footage allocations to new categories to compensate for the decline.

Net sales of CDs represented approximately 95% of total net sales in the music category during Fiscal 2008. The Company’s annual CD unit sales decreased 28% in Fiscal 2008 due to lower comparable store net sales and the decrease in average store count. According to SoundScan, total CD unit sales in the United States declined 20% during the period corresponding with the Company’s Fiscal 2008.

Video

The Company offers DVDs in all of its stores and high definition DVDs in a majority of its stores. The video category increased as a percentage of the Company’s total net sales due to slower comparable store sales decline in this category than the other categories.

Total net sales for Fiscal 2008 in the video category decreased 17% due to a comparable store net sales decrease of 3% and the lower average store count. According to VideoScan, total video unit sales in the United States declined 9% during the period corresponding with the Company’s Fiscal 2008.

Video games

The Company offers video game hardware and software in 347 stores. During Fiscal 2007, the Company discontinued the sale of video games in approximately 300 stores. The Company has narrowed the number of stores offering video games in order to increase average store video game sales by offering better assortment and more product in its best game sales stores.

The negative comparable store sales in video games was due to the lack of allocation of product from vendors as well as a reduction in the number of stores carrying games in Fiscal 2008 versus Fiscal 2007.

Other

The “Other” category consists of electronics, accessories and trend items. Net sales in this category have increased as a percentage of total net sales due to increased store square footage allocations and slower comparable store sales declines than music and video.

Gross Profit. The following table sets forth a year-over-year comparison of the Company’s Gross Profit:

	<u>2008</u>	<u>2007</u>	<u>2008 vs. 2007</u>	
			<u>\$</u>	<u>%</u>
			<u>(\$ in thousands)</u>	
Gross Profit.....	\$330,895	\$445,747	(\$114,852)	(25.8%)
As a percentage of net sales.....	33.5%	35.2%		

The 170 basis point decline in gross profit as a percentage of net sales was due to increased markdowns on slow moving inventory and lower vendor allowances.

Selling, General and Administrative Expenses. The following table sets forth a year-over-year comparison of the Company’s SG&A expenses:

	<u>2008</u>	<u>2007</u>	<u>2008 vs. 2007</u>	
			<u>\$</u>	<u>%</u>
			<u>(\$ in thousands)</u>	
Selling, general and administrative expenses	\$380,802	\$470,386	(\$89,584)	(19.0%)
As a percentage of net sales.....	38.6%	37.2%		

The \$90 million decrease in SG&A expenses is due to the Company operating an average of 18% fewer stores. Despite the decrease, SG&A as a percentage of net sales increased to 38.6% from 37.2% due to the sales decline of 22%.

Included in SG&A for Fiscal 2008 is a gain of approximately \$3.1 million from the sale of the Canton, Ohio distribution facility.

Asset Impairment Charge. During Fiscal 2008 and Fiscal 2007, the Company concluded, based on a significant decline in sales and earnings during the fourth quarter, that triggering events had occurred requiring a test of long-lived assets for impairment at its retail stores and consolidated subsidiaries. Long-lived assets at locations where impairment was determined to exist were written down to their estimated fair values as of the end of each period resulting in the recording of asset impairment charges of \$15.2 million and \$30.7 million in Fiscal 2008 and Fiscal 2007, respectively. Estimated fair values for long-lived assets at these locations, including store fixtures and equipment, leasehold improvements and certain intangible assets, were determined based on a measure of discounted future cash flows over the remaining lease terms at the respective locations. Future cash flows were estimated based on store plans and were discounted at a rate approximating the Company’s cost of capital. Management believes its assumptions were reasonable and consistently applied.

Interest Expense. Interest expense in Fiscal 2008 was \$4.1 million compared to \$6.5 million in Fiscal 2007. The increase is due to lower average borrowings on the Company’s revolving line of credit and lower interest rates.

Other Income. Other income includes interest income, which was \$0.2 million and \$0.4 million in Fiscal 2008 and 2007, respectively.

Income Tax (Benefit) Expense. The following table sets forth a year-over-year comparison of the Company’s income tax expense (benefit):

	<u>2008</u>	<u>2007</u>	<u>2008 vs. 2007</u>	
			<u>\$</u>	
			<u>(\$ in thousands)</u>	
Income tax (benefit) expense	(\$28)	\$37,975	(\$38,003)	
Effective tax rate	0.0%	(61.8%)		

During Fiscal 2007 the Company recorded deferred tax expense of \$42.5 million, which was primarily due to the establishment of a full valuation allowance against the Company's net deferred tax assets. This was partially offset by a \$5.7 million federal income tax benefit recognized as the result of a net operating loss carryback. The remaining components of income tax expense, totaling approximately \$1.2 million, include certain state and local taxes, adjustments to the reserve for uncertain tax positions and the accrual of interest and penalties on uncertain tax positions. See Note 5 in the Notes to Consolidated Financial Statements for further detail.

Net Loss. The following table sets forth a year-over-year comparison of the Company's net loss:

	<u>2008</u>	<u>2007</u>	<u>2008 vs. 2007</u>
		(\$ in thousands)	\$
Net loss	(\$68,955)	(\$99,435)	\$30,480
Net loss as a percentage of net sales	(7.0%)	(7.9%)	

The Fiscal 2008 net loss of \$69.0 million was due to the decline in comparable store sales and the impairment charge of \$15.2 million. The \$30.5 million reduction in net loss as compared to 2007 was due to a lower impairment charge and the \$42.5 million deferred tax charge recorded in Fiscal 2007, partially offset by lower sales and the 170 basis point decrease in gross margin.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity and Cash Flows: The Company's primary sources of working capital are cash provided by operations and borrowing capacity under its revolving credit facility. The Company's cash flows fluctuate from quarter to quarter due to various items, including seasonality of sales and earnings, merchandise inventory purchases and returns and the related terms on the purchases and capital expenditures. Management believes it will have adequate resources to fund its cash needs for the foreseeable future, including its capital spending, its seasonal increase in merchandise inventory and other operating cash requirements and commitments. Management has considered many initiatives as part of the development of its operating plan for 2010 and beyond including a focus on the operation of a core base of stores, improved product selection based on customer preferences and industry changes, as well as further streamlining of its operations. During Fiscal 2009, management carried out certain strategic initiatives in its efforts to reduce certain operating costs such as the reduction of headcount at the home office and the elimination or curtailment of certain other general and administrative expenses. Also, during the fourth quarter of Fiscal 2009, management closed 133 stores and plans to continue its careful evaluation of store profitability of its remaining 557 stores in consideration of lease terms, conditions and expirations.

Management anticipates any cash requirements due to a shortfall in cash from operations will be funded by the Company's revolving credit facility, discussed hereafter. Cash flows from investing and financing activities during Fiscal 2010 are expected to be comparable with Fiscal 2009. The Company does not expect any material changes in the mix (between equity and debt) or the relative cost of capital resources.

The following table sets forth a three year summary of key components of cash flow and working capital:

	<u>2009</u>	<u>2008</u>	<u>2009 vs.</u>	<u>2007</u>	<u>2008 vs.</u>
			2008		2007
			(\$ in thousands)		
Operating Cash Flows.....	\$ 49,789	(\$37,232)	\$ 87,021	(\$25,579)	(\$11,653)
Investing Cash Flows.....	(4,586)	(3,873)	(713)	(15,949)	12,076
Financing Cash Flows	(3,744)	(3,495)	249	(2,447)	(1,048)
Capital Expenditures.....	(4,586)	(10,066)	5,480	(15,949)	5,883
Cash and Cash Equivalents	71,514	30,055	41,459	74,655	(44,600)
Merchandise Inventory	266,568	378,188	(111,620)	440,241	(62,053)
Working Capital.....	181,920	213,389	(31,469)	251,507	(38,118)
Inventory turns.....	1.7	1.6		1.7	

The \$87.0 million increase in operating cash flows was primarily due to a \$112 million decrease in merchandise inventory partially offset by the \$42.4 million net loss and the \$39.3 million reduction in accounts payable.

During Fiscal 2008, the \$11.7 million decrease in operating cash flows was due to a loss from operations of \$49.9 million, exclusive of the \$15.2 million non-cash impairment charge, compared to a loss from operations of \$26.2 million, exclusive of the \$30.7 million non-cash impairment charge and \$42.5 million deferred tax charge recorded during Fiscal 2007 partially offset by fluctuation of operating assets and liabilities, within the normal course of business, during Fiscal 2008.

The Company monitors various statistics to measure its management of inventory, including inventory turn (annual cost of sales divided by average merchandise inventory balances), inventory investment per square foot and inventory leverage (accounts payable divided by merchandise inventory). Inventory turn in Fiscal 2009 was 1.7 compared to 1.6 in Fiscal 2008. Inventory investment per square foot was \$70 per square foot at the end of Fiscal 2009 as compared to \$83 per square foot at the end of Fiscal 2008. Accounts payable leverage on inventory was 49% as of January 30, 2010 compared with 45% as of January 31, 2009.

Cash used in investing activities was \$4.6 million in Fiscal 2009, compared to \$3.9 million in Fiscal 2008. During Fiscal 2009, cash used in investing activities consisted exclusively of capital expenditures. During Fiscal 2008, cash used in investing activities consisted of capital expenditures of \$10.1 million, partially offset by proceeds of \$6.2 million from the sale of the Company's distribution facility in Canton, Ohio. The Company's capital expenditures in Fiscal 2009 consisted primarily of the expenditures for store openings, relocations and improvements.

The Company has historically financed its capital expenditures through borrowings under its credit facility, select financing arrangements and cash generated from sales of merchandise inventory. It may also receive landlord allowances or concessions for store openings, relocations or improvements. The Company anticipates capital spending of approximately \$10 million in Fiscal 2010.

Cash used in financing activities was \$3.7 million in Fiscal 2009, compared to \$3.5 million in Fiscal 2008. In Fiscal 2009, the primary uses of cash were payments of long-term debt and capital lease obligations of \$0.6 million and \$3.2 million, respectively. In Fiscal 2008, the primary uses of cash were payments of long-term debt and capital lease obligations of \$0.5 million and \$3.0 million, respectively.

In January, 2006, the Company entered into a five-year, \$100 million revolving secured credit facility with Bank of America, N.A that expires January 2011 ("Previous Credit Facility"). The revolving credit facility contains provisions governing additional indebtedness and acquisitions and is secured by the Company's eligible inventory, proceeds from the sale of inventory and by the stock of the Company's subsidiaries. In March 2006, the Company and Bank of America N.A., entered into a First Amendment to the Credit Facility which increased the amount available for borrowing by the Company under the Credit Facility to \$130 million and in October 2006, the Company and Bank of America N.A. entered into a Second Amendment to the Credit Facility increasing the amount available to the Company for borrowing to \$150 million. The terms and conditions under the amendments were the same as the original Credit Facility. In April 2010, the Company entered into an amended and restated Credit Agreement ("Amended Credit Facility") which reduced the availability under the facility to \$100 million. The Amended Credit Facility, which expires in April 2013, updated certain terms and conditions including limits on the payment of dividends, added covenants around the number of store closings and changed the formula for interest rates. The availability under the Previous and Amended Credit Facility is subject to limitations based on sufficient inventory levels. See Note 4 in the Notes to Consolidated Financial Statements for further detail.

As of January 30, 2010 and January 31, 2009, the Company did not have any borrowings under the line of credit and no outstanding letter of credit obligations under the Credit Facility with Bank of America, N.A. The Company had \$132 million and \$150 million available for borrowing as of January 30, 2010 and January 31, 2009, respectively. Interest expense in Fiscal 2009 was \$2.9 million, of which \$1.7 million was incurred for capital leases. Interest expense in Fiscal 2008 was \$4.1 million,

of which \$1.9 million was incurred for capital leases. Under the Amended Credit Facility, availability as of March 31, 2010 was approximately \$88 million.

Contractual Obligations and Commitments. The following table summarizes the Company's contractual obligations as of January 30, 2010, and the effect that such obligations are expected to have on liquidity and cash flows in future periods.

<u>Contractual Obligation</u>	<u>2010</u>	<u>2011- 2012</u>	<u>2013- 2014</u>	<u>2015 and Beyond</u>	<u>Total</u>
	(\$ in thousands)				
Operating lease and maintenance agreement obligations.....	\$62,928	\$61,564	\$25,571	\$ 9,628	\$159,691
Capital lease obligations	2,901	4,308	4,308	1,649	13,166
Long-term debt (principal).....	602	1,320	1,068	—	2,990
Long-term debt (interest).....	165	215	51	—	431
Purchase obligations ⁽¹⁾	—	—	—	—	—
Other long-term liabilities ⁽²⁾	2,787	1,225	297	336	4,645
Pension benefits ⁽³⁾	98	1,462	1,707	4,429	7,696
Total.....	<u>\$69,481</u>	<u>\$70,094</u>	<u>\$33,002</u>	<u>\$16,042</u>	<u>\$188,619</u>

⁽¹⁾ For the purposes of this table, contractual obligations for purchase of goods or services are defined as agreements that are enforceable and legally binding and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The Company's purchase orders are based on its current inventory needs and are fulfilled by its suppliers within short time periods.

⁽²⁾ Included in other long-term liabilities in the Consolidated Balance Sheet as of January 30, 2010 are unfavorable lease valuations of \$0.3 million and the long-term portion of deferred rent of \$2.7 million which are not reflected in the table above as these amounts do not represent contractual obligations. Also included in other long-term liabilities is the long-term portion of the straight line rent liability of \$2.2 million, which is included in operating lease obligations in the table above.

Included in other long-term liabilities in the table above are the estimated asset retirement obligations associated with the fixed assets and leasehold improvements at the Company's store locations that arise under the terms of operating leases.

⁽³⁾ In addition to the scheduled pension benefit payments, the Company offers a 401(k) Savings Plan to eligible employees (see also Note 7 of Notes to Consolidated Financial Statements in this Annual Report on Form 10-K). Total expense related to the Company's matching contribution was approximately \$0, \$882,000 and \$1,042,000 in Fiscal 2009, Fiscal 2008 and Fiscal 2007 respectively. As of February 1, 2009, the Company postponed its matching contribution. The Company expects to reinstate the matching contribution effective May 1, 2010.

Related Party Transactions.

The Company leases its 181,300 square foot distribution center/office facility in Albany, New York from Robert J. Higgins, its Chairman, Chief Executive Officer and largest shareholder, under three capital leases that expire in the year 2015. The original distribution center/office facility was occupied in 1985.

Under the three capital leases, dated April 1, 1985, November 1, 1989 and September 1, 1998, the Company paid Mr. Higgins an annual rent of \$2.1 million, \$2.1 million and \$2.0 million in Fiscal 2009, 2008 and 2007 respectively. Pursuant to the terms of the lease agreements, effective January 1, 2002 and every two years thereafter, rental payments will increase in accordance with the biennial increase in the Consumer Price Index. Under the terms of the lease agreements, the Company is responsible for property taxes, insurance and other operating costs with respect to the premises. Mr. Higgins' obligation for principal and interest on his underlying indebtedness relating to the real

property is approximately \$1.1 million per year. None of the leases contain any real property purchase options at the expiration of its term.

The Company leases one of its retail stores from Mr. Higgins under an operating lease. Annual rental payments under this lease were \$40,000 in Fiscal 2009, 2008 and 2007. Under the terms of the lease, the Company pays property taxes, maintenance and a contingent rental if a specified sales level is achieved. Total additional charges for the store, including contingent rent, were approximately \$6,800, \$7,400 and \$3,800 in Fiscal 2009, 2008 and 2007 respectively.

The Company charters an aircraft from Richmor Aviation Inc., an unaffiliated corporation that leases an aircraft owned by Mr. Higgins, for Company business. Payments to Richmor Aviation Inc., to charter the aircraft owned by Mr. Higgins, in Fiscal 2009, 2008 and 2007 were approximately \$94,000, \$205,000 and \$29,000, respectively.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States requires that management apply accounting policies and make estimates and assumptions that affect results of operations and the reported amounts of assets and liabilities in the financial statements. Management continually evaluates its estimates and judgments including those related to merchandise inventory and return costs, valuation of long-lived assets, income taxes and accounting for gift card liability. Management bases its estimates and judgments on historical experience and other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions. Note 1 of the Notes to Consolidated Financial Statements in this Annual Report on Form 10-K includes a summary of the significant accounting policies and methods used by the Company in the preparation of its consolidated financial statements. Management believes that of the Company's significant accounting policies, the following may involve a higher degree of judgment or complexity:

Merchandise Inventory and Return Costs: Merchandise inventory is stated at the lower of cost or market under the average cost method. The average cost method attaches a cost to each item and is a blended average of the original purchase price and those of subsequent purchases or other cost adjustments throughout the life cycle of that item.

Inventory valuation requires significant judgment and estimates, including obsolescence, shrink and any adjustments to market value; if market value is lower than cost. Inherent in the entertainment software industry is the risk of obsolete inventory. Typically, newer releases generate a higher product demand. Some vendors offer credits to reduce the cost of products that are selling more slowly, thus allowing for a reduction in the selling price and reducing the possibility for items to become obsolete. The Company records obsolescence and any adjustments to market value (if lower than cost) based on current and anticipated demand, customer preferences, and market conditions. The provision for inventory shrink is estimated as a percentage of sales for the period from the last date a physical inventory was performed to the end of the fiscal year. Such estimates are based on historical results and trends and the shrink results from the last physical inventory. Physical inventories are taken at least annually for all stores and distribution centers throughout the year and inventory records are adjusted accordingly.

Shrink expense, including obsolescence was \$11.9 million, \$18.0 million and \$18.5 million, in Fiscal 2009, 2008 and 2007 respectively. As a rate to net sales, this equaled 1.5%, 1.8% and 1.5%, respectively. Presently, a 0.1% change in the rate of shrink provision would equal approximately \$0.6 million in additional charge or benefit to cost of sales, based on Fiscal 2009 net sales since the last physical inventories.

The Company is generally entitled to return merchandise purchased from major vendors for credit against other purchases from these vendors. Certain vendors reduce the credit with a per unit merchandise return charge which varies depending on the type of merchandise being returned. Certain other vendors charge a handling fee based on units returned. The Company records merchandise return charges in cost of sales. The Company incurred merchandise return charges in its

Fiscal year 2009, Fiscal 2008 and Fiscal 2007 of \$3.2 million, \$4.1 million and \$2.2 million, respectively.

Valuation of Long-Lived Assets: The Company assesses the impairment of long-lived assets to determine if any part of the carrying value may not be recoverable. Factors that the Company considers to be important when assessing impairment include:

- significant underperformance relative to historical or projected future operating results;
- significant changes in the manner of the use of acquired assets or the strategy for the Company's overall business;
- significant negative industry or economic trends;

If the Company determines that the carrying value of a long-lived asset may not be recoverable, it tests for impairment to determine if an impairment charge is needed. During Fiscal 2009, 2008 and 2007, the Company recorded an asset impairment charge of \$3.6 million, \$15.2 million and \$30.7 million, respectively, related to the write down of certain long-lived assets at underperforming locations. Losses for store closings in the ordinary course of business represent the write down of the net book value of abandoned fixtures and leasehold improvements. The loss on disposal of fixed assets related to store closings was \$0.9 million, \$1.2 million and \$2.5 million in Fiscal 2009, 2008 and 2007, respectively, and is included in SG&A expenses in the Consolidated Statement of Operations and loss on disposal of fixed assets in the Consolidated Statement of Cash Flows. Store closings usually occur at the expiration of the lease, at which time leasehold improvements, which constitute a majority of the assets, are fully depreciated.

Income Taxes: Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax operating loss carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Historically, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date.

Accounting for income taxes requires management to make estimates and judgments regarding interpretation of various taxing jurisdictions, laws and regulations as well as the ultimate realization of deferred tax assets. These estimates and judgments include the generation of future taxable income, viable tax planning strategies and support of tax filings. In assessing the propriety of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management considers the scheduled reversal of taxable temporary differences, projected future taxable income and tax planning strategies in making this assessment. As of February 2, 2008, the Company had incurred a cumulative three-year loss. Based on the cumulative three-year loss and other available objective evidence, management concluded that a full valuation allowance should be recorded against its net deferred tax assets. During Fiscal 2009 and in future years, the Company will continue to record a valuation allowance against recorded net deferred tax assets to a level deemed appropriate by management to ensure that any net deferred tax assets not allowed against will ultimately be realized.

Accounting for Gift Card Liability: The Company sells gift cards that are redeemable only for merchandise and have no expiration date. The Company derecognizes card liability when either customers redeem cards, at which point the Company records revenue, or when the Company determines it does not have a legal obligation to remit unredeemed cards to the relevant jurisdictions and the likelihood of the cards being redeemed becomes remote, at which point the Company records breakage as a credit to SG&A expenses. The Company's accounting for gift cards is based on estimating the Company's liability for future card redemptions at the end of a reporting period. Estimated liability is equal to two years of unredeemed cards, plus an amount for outstanding cards that may possibly be redeemed for the cumulative look-back period, exclusive of

the last two years. The Company's ability to reasonably and reliably estimate the liability is based on historical redemption experience with gift cards and similar types of arrangements and the existence of a large volume of relatively homogeneous transactions. The Company's estimate is not susceptible to significant external factors and the circumstances around gift card sales and redemptions have not changed significantly over time.

Recently Issued Accounting Pronouncements.

The Financial Accounting Standards Board (the "FASB") has codified a single source of U.S. Generally Accepted Accounting Principles (GAAP), the Accounting Standards Codification™. Unless needed to clarify a point to readers, we will refrain from citing specific section references when discussing application of accounting principles or addressing new or pending accounting rule changes. There are no recently issued accounting standards that are expected to have a material effect on our financial condition, results of operations or cash flows.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company does not hold any financial instruments that expose it to significant market risk and does not engage in hedging activities. To the extent the Company borrows under its revolving credit facility, the Company is subject to risk resulting from interest rate fluctuations since interest on the Company's borrowings under its credit facility can be variable. If interest rates on the Company's revolving credit facility were to increase by 25 basis points, and to the extent borrowings were outstanding, for every \$1,000,000 outstanding on the facility, income before income taxes would be reduced by \$2,500 per year. Information about the fair value of financial instruments is included in Note 1 of Notes to the Consolidated Financial Statements in this Annual Report on Form 10-K.

Item 8. Financial Statements and Supplementary Data

The index to the Company's Consolidated Financial Statements is included in Item 15, and the Consolidated Financial Statements follow the signature page to this Annual Report on Form 10-K and are incorporated herein by reference.

The quarterly results of operations are included herein in Note 10 of Notes to the Consolidated Financial Statements in this Annual Report on Form 10-K.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

None.

Item 9A. Controls and Procedures

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures: Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act). Based on this evaluation, our principal executive officer and our principal financial officer concluded that, as of the end of the period covered by this annual report, our disclosure controls and procedures were effective, in that they provide reasonable assurance that information required to be disclosed by us in the reports we file or submit, under the Exchange Act, is recorded, processed, summarized and reported within the time period specified in the Securities and Exchange Commission's rules and forms.

Management's Report on Internal Control Over Financial Reporting: Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended). Under the supervision and with the participation of the Company's management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth by the Committee of

Sponsoring Organizations of the Treadway Commission (“COSO”) in *Internal Control-Integrated Framework*. Based on our evaluation under the framework in *Internal Control- Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of January 30, 2010.

The Company’s independent registered public accounting firm, KPMG LLP, has issued an audit report on the Company’s effectiveness of internal control over financial reporting as of January 30, 2010, which is included in Item 8 of this Annual Report on Form 10-K and incorporated herein by reference.

Changes in Controls and Procedures: No change in our internal control over financial reporting occurred during the quarterly period ended January 30, 2010 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

No events have occurred which would require disclosure under this Item.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

(a) Identification of Directors

Incorporated herein by reference is the information appearing under the captions “Election of Directors” and “Compensation of Directors” in the Company’s definitive Proxy Statement for the Registrant’s 2010 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission within 120 days after January 30, 2010.

(b) Identification of Executive Officers

Incorporated herein by reference is the information appearing under the caption “Executive Compensation” in the Company’s definitive Proxy Statement for the Registrant’s 2010 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission within 120 days after January 30, 2010.

(c) Code of Ethics

We have adopted the Trans World Entertainment Corporation Code of Ethics that applies to all officers, directors, employees and consultants of the Company. The Code of Ethics is intended to comply with Item 406 of Regulation S-K of the Securities Exchange Act of 1934 and with applicable rules of The NASDAQ Stock Market, Inc. Our Code of Ethics is posted on our Internet website under the “Corporate” page. Our Internet website address is www.twec.com. To the extent required or permitted by the rules of the SEC and NASDAQ, we will disclose amendments and waivers relating to our Code of Ethics in the same place as our website.

Item 11. Executive Compensation

Incorporated herein by reference is the information appearing under the caption “Executive Compensation” in the Company’s definitive Proxy Statement for the Registrant’s 2010 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission within 120 days after January 30, 2010.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters

Incorporated herein by reference is the information appearing under the captions “Equity Ownership of Directors and Executive Officers” and “Principal Shareholders” in the Company’s definitive Proxy Statement for the Registrant’s 2010 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission within 120 days after January 30, 2010.

Information on Trans World Entertainment Common Stock authorized for issuance under equity compensation plans is contained in our Proxy Statement for our 2010 Annual Meeting of Shareholders under the caption “Stock Option Plans” and is incorporated herein by reference. See Note 7 of Notes to the Consolidated Financial Statements in this Annual Report on Form 10-K for a description of the Company’s employee stock award plans.

The following table contains information about the Company’s Common Stock that may be issued, as new shares, upon the exercise of options, warrants and rights under all of the Company’s equity compensation plans as of January 30, 2010:

<u>Plan Category</u>	<u>Number of Shares to be Issued upon Exercise of Outstanding Options, Warrants and Rights⁽¹⁾</u>	<u>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights</u> (Shares in thousands)	<u>Number of Shares Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Outstanding Options, Warrants and Rights)</u>
Equity Compensation Plan Approved by Shareholders	7,252	\$8.16	3,023
Equity Compensation Plans and Agreements not Approved by Shareholders	—	—	—

⁽¹⁾ Excludes 518,429 restricted stock units reserved from the Company’s equity plans that will be settled in cash.

Item 13. *Certain Relationships and Related Transactions, and Director Independence*

Incorporated herein by reference is the information appearing under the caption “Related Party Transactions” in the Company’s definitive Proxy Statement for the Registrant’s 2010 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission within 120 days after January 30, 2010.

Item 14. *Principal Accountant Fees and Services*

Incorporated herein by reference is the information appearing under the caption “Other Matters” in the Company’s definitive Proxy Statement for the Registrant’s 2010 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission within 120 days after January 30, 2010.

PART IV

Item 15. *Exhibits and Financial Statement Schedules*

15(a)(1) Financial Statements

The Consolidated Financial Statements and Notes are listed in the Index to Consolidated Financial Statements on page F-1 of this report.

15(a)(2) Financial Statement Schedules

Consolidated Financial Statement Schedules not filed herein have been omitted as they are not applicable or the required information or equivalent information has been included in the Consolidated Financial Statements or the notes thereto.

15(a)(3) Exhibits

Exhibits are as set forth in the “Index to Exhibits” which follows the Notes to the Consolidated Financial Statements and immediately precedes the exhibits filed.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

TRANS WORLD ENTERTAINMENT CORPORATION

Date: April 15, 2010

By: /s/ ROBERT J. HIGGINS
Robert J. Higgins
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u> /s/ ROBERT J. HIGGINS </u> Robert J. Higgins	Chairman and Chief Executive Officer (Principal Executive Officer)	April 15, 2010
<u> /s/ JOHN J. SULLIVAN </u> John J. Sullivan	Executive Vice President and Chief Financial Officer (Principal Financial and Chief Accounting Officer) and Secretary	April 15, 2010
<u> /s/ ISAAC KAUFMAN </u> Isaac Kaufman	Director	April 15, 2010
<u> /s/ DR. JOSEPH G. MORONE </u> Dr. Joseph G. Morone	Director	April 15, 2010
<u> /s/ BRYANT RILEY </u> Bryant Riley	Director	April 15, 2010
<u> /s/ MICHAEL B. SOLOW </u> Michael B. Solow	Director	April 15, 2010

TRANS WORLD ENTERTAINMENT CORPORATION
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
TRANS WORLD ENTERTAINMENT CORPORATION:

We have audited the accompanying consolidated balance sheets of Trans World Entertainment Corporation and subsidiaries (the "Company") as of January 30, 2010 and January 31, 2009, and the related consolidated statements of operations, shareholders' equity and comprehensive loss, and cash flows for each of the fiscal years in the three-year period ended January 30, 2010. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Trans World Entertainment Corporation and subsidiaries as of January 30, 2010 and January 31, 2009, and the results of their operations and their cash flows for each of the fiscal years in the three-year period ended January 30, 2010, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of January 30, 2010, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated April 15, 2010 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

/s/ KPMG LLP

Albany, New York
April 15, 2010

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders
OF TRANS WORLD ENTERTAINMENT CORPORATION:

We have audited Trans World Entertainment Corporation and subsidiaries' (the "Company"), internal control over financial reporting as of January 30, 2010, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). The Company's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management Report. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide a reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 30, 2010, based on criteria established in *Internal Control – Integrated Framework* issued by COSO.

We also have audited in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Trans World Entertainment Corporation and subsidiaries as of January 30, 2010 and January 31, 2009, and the related consolidated statements of operations, shareholders' equity and comprehensive loss, and cash flows for each of the years in the three-year period ended January 30, 2010, and our report dated April 15, 2010 expressed an unqualified opinion on those consolidated financial statements.

/s/ KPMG LLP

Albany, New York
April 15, 2010

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

(\$ in thousands)

	<u>January 30, 2010</u>	<u>January 31, 2009</u>
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents.....	\$ 71,514	\$ 30,055
Accounts receivable	4,505	7,559
Merchandise inventory	266,568	378,188
Prepaid expenses and other	10,557	13,817
Total current assets.....	<u>353,144</u>	<u>429,619</u>
FIXED ASSETS, net	33,908	50,437
OTHER ASSETS.....	7,514	6,980
TOTAL ASSETS.....	<u>\$ 394,566</u>	<u>\$ 487,036</u>
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable	\$ 130,549	\$ 170,302
Accrued expenses and other current liabilities.....	38,701	42,180
Current portion of long-term debt.....	602	570
Current portion of capital lease obligations	1,372	3,178
Total current liabilities.....	<u>171,224</u>	<u>216,230</u>
LONG-TERM DEBT, less current portion	2,388	2,986
CAPITAL LEASE OBLIGATIONS, less current portion	4,486	5,858
OTHER LONG-TERM LIABILITIES	23,115	26,947
TOTAL LIABILITIES	<u>201,213</u>	<u>252,021</u>
SHAREHOLDERS' EQUITY		
Preferred stock (\$0.01 par value; 5,000,000 shares authorized; none issued)	—	—
Common stock (\$0.01 par value; 200,000,000 shares authorized; 56,498,429 shares and 56,372,101 shares issued, respectively).....	565	564
Additional paid-in capital.....	307,823	306,159
Treasury stock at cost (25,102,990 and 25,102,990 shares, respectively)	(217,555)	(217,555)
Accumulated other comprehensive income.....	1,518	2,396
Retained earnings.....	101,002	143,451
TOTAL SHAREHOLDERS' EQUITY	<u>193,353</u>	<u>235,015</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 394,566</u>	<u>\$ 487,036</u>

See Accompanying Notes to Consolidated Financial Statements.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(\$ in thousands, except per share amounts)

	Fiscal Year Ended		
	January 30, 2010	January 31, 2009	February 2, 2008
Net sales	\$813,988	\$987,625	\$1,265,658
Cost of sales	<u>552,327</u>	<u>656,730</u>	<u>819,911</u>
Gross profit	261,661	330,895	445,747
Selling, general and administrative expenses	310,710	380,802	470,386
Asset impairment charges	<u>3,643</u>	<u>15,158</u>	<u>30,731</u>
Loss from operations	(52,692)	(65,065)	(55,370)
Interest expense	2,910	4,098	6,519
Other income	<u>(168)</u>	<u>(180)</u>	<u>(429)</u>
Loss before income taxes	(55,434)	(68,983)	(61,460)
Income tax (benefit) expense	<u>(12,985)</u>	<u>(28)</u>	<u>37,975</u>
NET LOSS	<u>(\$ 42,449)</u>	<u>(\$ 68,955)</u>	<u>(\$ 99,435)</u>
BASIC AND DILUTED LOSS PER SHARE:			
Basic and diluted loss per share	<u>(\$ 1.35)</u>	<u>(\$ 2.21)</u>	<u>(\$ 3.20)</u>
Weighted average number of common shares outstanding— basic and diluted	<u>31,370</u>	<u>31,223</u>	<u>31,046</u>

See Accompanying Notes to Consolidated Financial Statements.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY AND COMPREHENSIVE LOSS

(Shares and \$ in thousands)

	Common Shares	Common Stock	Additional Paid-in Capital	Treasury Shares	Treasury Stock At Cost	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Shareholders' Equity
Balance as of February 3, 2007.....	55,998	\$560	\$301,526	(25,104)	(\$217,560)	(\$1,888)	\$310,567	\$393,205
Comprehensive loss:								
Net loss.....	—	—	—	—	—	—	(99,435)	(99,435)
Additional pension liability adjustment, net of tax of \$107.....	—	—	—	—	—	263	—	263
Total comprehensive loss								(99,172)
Adjustment to initially apply ASC Topic 740, Income Taxes.....	—	—	—	—	—	—	1,636	1,636
Issuance of treasury stock under incentive stock programs.....	—	—	1	1	5	—	—	6
Stock compensation and related tax benefit ...	291	3	2,532	—	—	—	—	2,535
Unearned compensation—restricted stock	—	—	(125)	—	—	—	—	(125)
Amortization of unearned compensation— restricted stock.....	—	—	54	—	—	—	—	54
Reversal of unearned compensation— restricted stock associated with termination of a participant	—	—	10	—	—	—	—	10
Balance as of February 2, 2008.....	56,289	\$563	\$303,998	(25,103)	(\$217,555)	(\$1,625)	\$212,768	\$298,149
Comprehensive loss:								
Net loss.....	—	—	—	—	—	—	(68,955)	(68,955)
Additional pension liability adjustment.....	—	—	—	—	—	4,021	—	4,021
Total comprehensive loss								(64,934)
Adjustment upon adoption of new measurement date of defined pension plan..	—	—	—	—	—	—	(362)	(362)
Stock compensation	1	—	1,380	—	—	—	—	1,380
Issuance of stock to Directors.....	82	1	719	—	—	—	—	720
Amortization of unearned compensation— restricted stock.....	—	—	62	—	—	—	—	62
Balance as of January 31, 2009.....	56,372	\$564	\$306,159	(25,103)	(\$217,555)	\$2,396	\$143,451	\$235,015
Comprehensive loss:								
Net loss.....	—	—	—	—	—	—	(42,449)	(42,449)
Additional pension liability adjustment, net of tax of \$2,332.....	—	—	—	—	—	(878)	—	(878)
Total comprehensive loss								(43,327)
Stock compensation	—	—	1,170	—	—	—	—	1,170
Issuance of stock to Directors.....	126	1	478	—	—	—	—	479
Amortization of unearned compensation— restricted stock.....	—	—	16	—	—	—	—	16
Balance as of January 30, 2010.....	<u>56,498</u>	<u>\$565</u>	<u>\$307,823</u>	<u>(25,103)</u>	<u>(\$217,555)</u>	<u>\$1,518</u>	<u>\$101,002</u>	<u>\$193,353</u>

See Accompanying Notes to Consolidated Financial Statements.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(\$ in thousands)

	Fiscal Year Ended		
	January 30, 2010	January 31, 2009	February 2, 2008
OPERATING ACTIVITIES:			
Net loss.....	(\$ 42,449)	(\$ 68,955)	(\$ 99,435)
Adjustments to reconcile net loss to net cash provided by (used by) operating activities:			
Depreciation and amortization of fixed assets	16,602	23,614	39,900
Asset impairment charges.....	3,643	15,158	30,731
Amortization of intangible assets	86	94	297
Amortization of lease valuations, net	(217)	(350)	(1,146)
Long term incentive compensation.....	2,321	1,930	1,906
Loss on disposal of fixed assets.....	870	1,219	2,535
Gain on sale of assets	—	(3,070)	—
Deferred tax expense	—	—	42,475
Decrease (increase) in cash surrender value	(1,111)	1,585	(130)
Changes in operating assets and liabilities, net of effects of acquisition:			
Accounts receivable.....	3,054	1,073	(758)
Merchandise inventory.....	111,620	62,053	64,619
Prepaid expenses and other.....	3,260	3,761	(11,625)
Other assets	212	186	177
Accounts payable	(39,273)	(66,753)	(68,444)
Income taxes receivable/payable	(492)	5,708	(17,280)
Accrued expenses and other current liabilities	(5,000)	(8,321)	(3,457)
Other long-term liabilities	(3,337)	(6,164)	(5,944)
Net cash provided by (used by) operating activities	<u>49,789</u>	<u>(37,232)</u>	<u>(25,579)</u>
INVESTING ACTIVITIES:			
Purchases of fixed assets.....	(4,586)	(10,066)	(15,949)
Net proceeds from sale of distribution facility	—	6,193	—
Net cash used by investing activities	<u>(4,586)</u>	<u>(3,873)</u>	<u>(15,949)</u>
FINANCING ACTIVITIES:			
Payments of long-term debt	(566)	(533)	(502)
Payments of capital lease obligations	(3,178)	(2,964)	(2,887)
Excess tax benefit from stock award exercises	—	—	3
Proceeds from exercise of stock awards.....	—	2	939
Net cash used by financing activities	<u>(3,744)</u>	<u>(3,495)</u>	<u>(2,447)</u>
Net increase (decrease) in cash and cash equivalents.....	41,459	(44,600)	(43,975)
Cash and cash equivalents, beginning of year	30,055	74,655	118,630
Cash and cash equivalents, end of year	<u>\$ 71,514</u>	<u>\$ 30,055</u>	<u>\$ 74,655</u>
Supplemental disclosures and non-cash investing and financing activities:			
Interest paid.....	\$ 2,954	\$ 4,164	\$ 5,529
Issuance of treasury stock under incentive stock programs....	—	—	6
Issuance of deferred/restricted shares under deferred/ restricted stock plans	—	—	160

See Accompanying Notes to Consolidated Financial Statements.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations: Trans World Entertainment Corporation and subsidiaries (“the Company”) is one of the largest specialty retailers of entertainment software, including music, video, video games and related products in the United States. The Company operates a chain of retail entertainment stores and e-commerce sites, www.fye.com, www.wherehouse.com, www.secondspin.com and www.suncoast.com in a single industry segment. As of January 30, 2010, the Company operated 557 stores totaling approximately 3.8 million square feet in the United States, the District of Columbia, the Commonwealth of Puerto Rico and the U.S. Virgin Islands. The Company’s business is seasonal in nature, with the peak selling period being the holiday season in the Company’s fourth fiscal quarter.

Liquidity: The Company’s primary sources of working capital are cash provided by operations and borrowing capacity under its revolving credit facility as recently amended in April 2010. The Company’s cash flows fluctuate from quarter to quarter due to various items, including seasonality of sales and earnings, merchandise inventory purchases and returns and the related terms on the purchases and capital expenditures. Management believes it will have adequate resources to fund its cash needs for the foreseeable future, including its capital spending, its seasonal increase in merchandise inventory and other operating cash requirements and commitments. Management has considered many initiatives as part of the development of its operating plan for 2010 and beyond that focus on the operation of a core base of stores, improved product selection based on customer preferences and industry changes, as well as further streamlining of its operations. During Fiscal 2009, management carried out certain strategic initiatives in its efforts to reduce certain operating costs such as the reduction of headcount at the home office and the elimination or curtailment of certain other general and administrative expenses. Also, during the fourth quarter of Fiscal 2009, management closed 133 stores and plans to continue its careful evaluation of store profitability of its remaining 557 stores in consideration of lease terms, conditions and expirations.

Management anticipates any cash requirements due to a shortfall in cash from operations will be funded by the Company’s amended revolving credit facility, discussed hereafter. Cash flows from investing and financing activities during Fiscal 2010 are expected to be comparable with Fiscal 2009.

Basis of Presentation: The consolidated financial statements consist of Trans World Entertainment Corporation, its wholly-owned subsidiary, Record Town, Inc. (“Record Town”), and Record Town’s subsidiaries, all of which are wholly-owned. All significant intercompany accounts and transactions have been eliminated. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions, including those related to merchandise inventory and return costs, valuation of long-lived assets, income taxes, and accounting for gift card liability, that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Concentration of Business Risks: The Company purchases merchandise inventory for its stores from approximately 520 suppliers, with approximately 66% of purchases being made from ten suppliers including EMI Music Distribution, Sony-Bertelsmann Music Group, Warner/Electra/Atlantic Corp., Universal Music Group, Fox Video Inc., Paramount Video, Buena Vista Video, Warner Home Entertainment, Universal Studios Home Entertainment and Sony Pictures. Historically, the Company has not experienced difficulty in obtaining satisfactory sources of supply, and management believes that it will retain access to adequate sources of supply. However, a loss of a major supplier could cause a loss of sales, which would have an adverse effect on operating results.

Cash and Cash Equivalents: The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Concentration of Credit Risks: The Company maintains centralized cash management and investment programs whereby excess cash balances are invested in short-term money market funds and instruments considered to be cash equivalents. The Company's investment portfolio is diversified and consists of short-term investment grade securities consistent with its investment guidelines. These guidelines include the provision that sufficient liquidity will be maintained to meet anticipated cash flow needs. The Company maintains investments with various financial institutions. These amounts often exceed the FDIC insurance limits. The Company limits the amount of credit exposure with any one financial institution and believes that no significant concentration of credit risk exists with respect to cash investments.

Accounts Receivable: Accounts receivable are comprised of receivables and unbilled revenues from advertising services performed for third parties, and amounts due under operating or service agreements with unaffiliated entities, loans to related business ventures, and other, individually insignificant amounts. There are no provisions for uncollectible amounts from retail sales of merchandise inventory since payment is received at the time of sale.

Merchandise Inventory and Return Costs: Merchandise inventory is stated at the lower of cost or market under the average cost method. Inventory valuation requires significant judgment and estimates, including obsolescence, shrink and any adjustments to market value, if market value is lower than cost. The Company records obsolescence and any adjustments to market value (if lower than cost) based on current and anticipated demand, customer preferences and market conditions. The provision for inventory shrink is estimated as a percentage of sales for the period from the last date a physical inventory was performed to the end of the fiscal year. Such estimates are based on historical results and trends, and the shrink results from the last physical inventory. Physical inventories are taken at least annually for all stores and distribution centers throughout the year, and inventory records are adjusted accordingly.

The Company is generally entitled to return merchandise purchased from major music vendors for credit against other purchases from these vendors. Certain vendors reduce the credit with a merchandise return charge which varies depending on the type of merchandise being returned. Certain other vendors charge a handling fee based on units returned. The Company records merchandise return charges in cost of sales.

Fixed Assets and Depreciation: Fixed assets are recorded at cost and depreciated or amortized over the estimated useful life of the asset using the straight-line method. The estimated useful lives are as follows:

Leasehold improvements.....	Lesser of estimated useful life of the asset or the lease term
Fixtures and equipment.....	3–7 years
Buildings and improvements.....	10–30 years

Major improvements and betterments to existing facilities and equipment are capitalized. Expenditures for maintenance and repairs are expensed as incurred. Amortization of capital lease assets is included in depreciation and amortization expense.

Impairment of Long-Lived Assets: Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to undiscounted future net cash flows expected to be generated by the asset over its remaining useful life. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Fair value is generally measured based on discounted estimated future cash flows. Assets to be disposed of would be separately presented in the Consolidated Balance Sheets and reported at the lower of the carrying amount or fair value less disposition costs.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

During Fiscal 2009, 2008 and 2007, the Company recorded an asset impairment charge of \$3.6 million, \$15.2 million and \$30.7 million, respectively, related to the write down of certain long-lived assets at underperforming locations. Losses for store closings in the ordinary course of business represent the write down of the net book value of abandoned fixtures and leasehold improvements. The loss on disposal of fixed assets related to store closings was \$0.9 million, \$1.2 million and \$2.5 million in Fiscal 2009, 2008 and 2007, respectively, and is included in selling, general and administrative (“SG&A”) expenses in the Consolidated Statements of Operations and loss on disposal of fixed assets in the Consolidated Statements of Cash Flows. Store closings usually occur at the expiration of the lease, at which time leasehold improvements, which constitute a majority of the abandoned assets, are fully depreciated.

Conditional Asset Retirement Obligations: The Company records the fair value of an asset retirement obligation (“ARO”) as a liability in the period in which it incurs a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development, and/or normal use of the asset. The Company also records a corresponding asset that is depreciated over the life of the asset. Subsequent to its initial measurement, the ARO is adjusted at the end of each period to reflect the passage of time and changes in the estimated future cash flows underlying the obligation.

Commitments and Contingencies

The Company is subject to legal proceedings and claims that have arisen in the ordinary course of its business and have not been finally adjudicated. Although there can be no assurance as to the ultimate disposition of these matters, it is management’s opinion, based upon the information available at this time, that the expected outcome of these matters, individually or in the aggregate, will not have a material adverse effect on the results of operations and financial condition of the Company.

Revenue Recognition: The Company’s revenue is primarily from retail sales of merchandise inventory. Revenue is recognized at the point-of-sale. Internet sales are recognized as revenue upon shipment. Shipping and handling fee income from the Company’s Internet operations is recognized as net sales. Loyalty card revenue is amortized over the life of the membership period. Net sales are recorded net of estimated amounts for sales returns and other allowances. The Company records shipping and handling costs in cost of sales. Net sales are recorded net of applicable sales taxes.

Cost of Sales: In addition to the cost of product, the Company includes in cost of sales those costs associated with purchasing, receiving, shipping, inspecting and warehousing product. Also included are costs associated with the return of product to vendors. Cost of sales further includes the cost of inventory shrink and obsolescence and the benefit of vendor allowances and discounts.

Selling, General and Administrative (“SG&A”) Expenses: Included in SG&A expenses are payroll and related costs, store operating costs, occupancy charges, professional and service fees, general operating and overhead expenses and depreciation charges (excluding those related to distribution operations, as discussed in Note 2 of Notes to the Consolidated Financial Statements in this Annual Report on Form 10-K). Selling, general and administrative expenses also include fixed asset write offs associated with store closures, if any, and miscellaneous items, other than interest.

Advertising Costs and Vendor Allowances: The Company often receives allowances from its vendors to fund in-store displays, print, radio and television advertising, and other promotional events. Vendor advertising allowances which exceed specific, incremental and identifiable costs incurred in relation to the advertising and promotions offered by the Company to its vendors are classified as a reduction in the purchase price of merchandise inventory. Accordingly, advertising and sales promotion costs are charged to operations, offset by direct vendor reimbursements, as incurred. Total advertising expense, excluding vendor allowances, was \$14.1 million, \$23.2 million, and \$29.7 million in Fiscal 2009, 2008, and 2007, respectively. In the aggregate, vendor allowances supporting

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

the Company's advertising and promotion included as a reduction of SG&A expenses, as reimbursements of such costs were \$13.9 million, \$14.7 million, and \$15.9 million in Fiscal 2009, 2008, and 2007, respectively.

Lease Accounting: The Company's calculation of straight-line rent expense includes the impact of escalating rents for periods in which it is reasonably assured of exercising lease options and includes in the lease term any period during which the Company is not obligated to pay rent while the store is being constructed ("rent holiday"). The Company accounts for step rent provisions, escalation clauses and other lease concessions by recognizing these amounts on a straight line basis over the initial lease term. The Company capitalizes leasehold improvements funded by tenant improvement allowances, depreciating them over the lives of the related leases. The tenant improvement allowances are recorded as deferred rent within other long-term liabilities in the Consolidated Balance Sheet and are amortized as a reduction in rent expense over the life of the related leases.

Store Closing Costs: Management periodically considers the closing of underperforming stores. Reserves are established at the time a liability is incurred for the present value of any remaining lease obligations, net of estimated sublease income, and other exit costs.

Gift Cards: The Company offers gift cards for sale. A deferred income account, which is included in accrued expenses and other current liabilities in the Consolidated Balance Sheets, is established for gift cards issued. The deferred income balance related to gift cards was \$10.1 million and \$13.1 million at the end of Fiscal 2009 and 2008, respectively. When gift cards are redeemed at the store level, revenue is recorded and the related liability is reduced. Breakage is estimated based on the historical relationship of the redemption of gift cards redeemed to gift cards sold, over a certain period of time. The Company has the ability to reasonably and reliably estimate gift card liability based on historical experience with redemption rates associated with a large volume of homogeneous transactions, from a period of more than ten years. The Company's estimate is not susceptible to significant external factors and the circumstances around purchases and redemptions have not changed significantly over time. The Company recorded breakage on its gift cards for Fiscal 2009, 2008 and 2007 in the amount of \$3.2 million, \$4.1 million and \$3.4 million, respectively. Gift card breakage is recorded as a reduction of SG&A expenses.

Income Taxes: Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are subject to valuation allowances based upon management's estimates of realizability.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. It is the Company's practice to recognize interest and penalties related to income tax matters in income tax expense (benefit) in the consolidated statements of operations.

Stock-Based Compensation: Stock-based compensation represents the cost related to stock-based awards granted to employees and directors. The Company measures stock-based compensation cost at grant date, based on the estimated fair value of the award, and recognizes the cost as expense on a straight-line basis (net of estimated forfeitures) over the option's requisite service period. The Company recognizes compensation expense based on estimated grant date fair value using the Black-Scholes option-pricing model. Tax benefits resulting from tax deductions in excess of the

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

compensation cost recognized for those options are to be classified and reported as both an operating cash outflow and financing cash inflow.

Total stock-based compensation expense recognized in the Consolidated Statements of Operations for Fiscal 2009, Fiscal 2008 and Fiscal 2007 was \$2.3 million, \$1.9 million and \$1.9 million. For Fiscal 2009 the related total deferred tax expense was \$0. The related total deferred tax benefit was approximately \$0.1 million and \$0.8 million in 2008 and 2007, respectively. As of January 30, 2010, there was \$0.6 million of unrecognized compensation cost related to stock option awards that is expected to be recognized as expense over a weighted average period of 0.6 years.

The fair values of the options granted have been estimated at the date of grant using the Black-Scholes option pricing model with the following assumptions:

	Stock Option Plan		
	2009	2008	2007
Dividend yield	0%	0%	0%
Expected volatility	75.6%	52.8%–56.3%	65.1%–68.7%
Risk-free interest rate.....	3.33%–3.37%	1.42%–3.41%	3.57%–4.94%
Expected option life in years	4.98–6.98	4.87–5.69	4.70–7.30
Weighted average fair value per share of options granted during the year...	\$0.69	\$1.34	\$3.39

In the fourth quarter of 2005, the Company's Board of Directors approved the acceleration of vesting of previously granted unvested options awarded annually to employees and officers under the Company's Stock Option Plans which had exercise prices greater than \$10.00 per share. Options to purchase 2,273,057 shares of the Company's common stock, representing approximately 24% of the total options outstanding, became immediately vested and exercisable as a result of this action. The number of shares and exercise prices of the options subject to the acceleration remained unchanged. Also, all of the other terms of the options remain the same. Based upon an analysis performed, the acceleration of vesting of these stock options resulted in compensation expense of \$5.9 million. The decision to accelerate vesting of these stock options was made primarily to avoid recognizing compensation expense in the Consolidated Statements of Operations in future financial statements. The acceleration of the vesting of these stock options reduced the amounts recognized by the Company as share-based compensation expense, net of income taxes, by approximately \$0.4 million, \$1.2 million and \$1.9 million in Fiscal 2009, 2008 and 2007. The accelerated options included 1,355,000 options held by executive officers and 918,057 options held by other employees. Based on the Company's closing stock price of \$6.25 per share on the date of accelerated vesting, the exercise prices of all of the options were above the closing market price.

Loss Per Share: Basic loss per share is calculated by dividing net loss by the weighted average common shares outstanding for the period. Diluted loss per share is calculated by dividing net loss by the sum of the weighted average shares outstanding and additional common shares that would have been outstanding if the dilutive potential common shares had been issued for the Company's common stock awards from the Company's Stock Award Plans.

The following is a reconciliation of the basic weighted average number of shares outstanding to the diluted weighted average number of shares outstanding:

	Fiscal Year		
	2009	2008	2007
Weighted average common shares outstanding—basic	31,370	31,223	31,046
Dilutive effect of outstanding stock awards.....	—	—	—
Weighted average common shares outstanding—diluted	31,370	31,223	31,046
Antidilutive stock awards.....	6,705	6,651	6,413

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As the Company recorded a net loss during Fiscal 2009, 2008 and 2007, the impact of all outstanding stock awards was not considered as such impact would be antidilutive.

Fair Value of Financial Instruments: The carrying amounts reported in the Consolidated Balance Sheets for cash and cash equivalents, accounts receivable, accounts payable and other current liabilities approximate fair value because of the immediate or short-term maturity of these financial instruments. The carrying value of life insurance policies included in other assets approximates fair value based on estimates received from insurance companies. The carrying value of the Company's long-term debt including current portion, approximates fair value based on estimated discounted future cash flows for remaining maturities and rates currently offered to the Company for similar debt instruments.

Segment Information: The Company has one reportable segment. The following table shows net sales by merchandise category:

	Fiscal Year		
	2009	2008	2007
	(\$ in thousands)		
Music	\$286,670	\$349,737	\$ 494,286
Video	339,251	407,884	491,360
Video games	70,400	90,233	114,431
Other	117,667	139,771	165,581
Total	\$813,988	\$987,625	\$1,265,658

The "Other" category includes electronics, accessories and trend items, none of which individually exceeds 10% of total net sales.

Note 2. Fixed Assets

Fixed assets consist of the following:

	January 30, 2010	January 31, 2009
		(\$ in thousands)
Buildings and improvements	\$ 17,288	\$ 17,288
Fixtures and equipment	128,044	136,896
Leasehold improvements	35,905	48,240
	181,237	202,424
Allowances for depreciation and amortization	(147,329)	(151,987)
	\$ 33,908	\$ 50,437

Depreciation and amortization of fixed assets is included in the Consolidated Statements of Operations as follows:

	Fiscal Year		
	2009	2008	2007
	(\$ in thousands)		
Cost of sales	\$ 1,437	\$ 1,563	\$ 2,670
Selling, general and administrative expenses	15,165	22,051	37,230
Total	\$16,602	\$23,614	\$39,900

Depreciation and amortization expense related to the Company's distribution center facility and equipment is included in cost of sales. All other depreciation and amortization of fixed assets is included in SG&A expenses.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Note 3. Impairment of Long-Lived Assets

During Fiscal 2009, 2008 and 2007, the Company concluded, based on a significant decline in sales and earnings during the fourth quarter, that triggering events had occurred requiring a test of long-lived assets for impairment at its retail stores and consolidated subsidiaries. Long-lived assets at locations where impairment was determined to exist were written down to their estimated fair values as of the end of the period, resulting in the recording of an asset impairment charges of \$3.6 million, \$15.2 million and \$30.7 million in Fiscal 2009, Fiscal 2008 and Fiscal 2007, respectively. The remaining fair value of these assets at January 30, 2010 was approximately \$1.1 million. Estimated fair values for long-lived assets at these locations, including store fixtures and equipment, leasehold improvements and certain intangible assets, were determined based on a measure of discounted future cash flows over the remaining lease terms at the respective locations. Future cash flows were estimated based on store operating plans and were discounted at a rate approximating the Company's cost of capital without reference to market transactions. Management believes its assumptions were reasonable and consistently applied.

Note 4. Debt

Credit Facility

On January 5, 2006, the Company entered into a five year, \$100 million revolving secured credit facility agreement ("Credit Facility") with Bank of America, N.A. At the election of the Company, loans under the Credit Facility bear interest on the principal amount at a rate equal to either the Prime Rate or Adjusted LIBOR plus 0.75%. The principal amount of all outstanding loans under the Credit Facility together with any accrued but unpaid interest, are due and payable on January 6, 2011, unless otherwise paid earlier pursuant to the terms of the Credit Facility. Payments of amounts due under the Credit Facility are secured by the assets of the Company.

The Credit Facility includes customary provisions, including affirmative and negative covenants, which include representations, warranties and restrictions on additional indebtedness and acquisitions. The Credit Facility also includes customary events of default, including, among other things, material adverse effect, bankruptcy, and certain changes of control. The Company was in compliance with terms and conditions of the Credit Facility as of January 30, 2010.

On March 23, 2006, the Company entered into a First Amendment of the Credit Facility with Bank of America, N.A. which increased the maximum amount available for borrowing under the revolving secured credit facility to \$130 million, under the same terms and conditions.

On October 20, 2006, the Company entered into a Second Amendment of the Credit Facility with Bank of America, N.A. which increased the maximum amount available for borrowing under the revolving secured credit facility to \$150 million, under the same terms and conditions. The availability under the Credit Facility is subject to limitations based on sufficient inventory levels.

During Fiscal 2009, 2008 and 2007, the highest aggregate balances outstanding under the revolving credit facility were \$90.8 million, \$97.6 million and \$111.5 million, respectively. As of January 30, 2010 and January 31, 2009, the Company had no outstanding letter of credit obligations under the Credit Facility with Bank of America, N.A. The Company had \$132 million and \$150 million available for borrowing as of January 30, 2010 and January 31, 2009, respectively.

Amended Credit Facility

In April 2010, the Company entered into an amended and restated Credit Agreement ("Amended Credit Facility") which reduced the availability under the facility to \$100 million. The Amended Credit Facility updates certain terms and conditions including prohibiting the payment of dividends, added covenants around the number of store closings and changed the formula for interest rates. The availability under the Amended Credit Facility is subject to limitations based on

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

sufficient inventory levels. The principal amount of all outstanding loans under the Credit Facility together with any accrued but unpaid interest, are due and payable in April 2013, unless otherwise paid earlier pursuant to the terms of the Amended Credit Facility. Payments of amounts due under the Amended Credit Facility are secured by the assets of the Company.

The Amended Credit Facility includes customary provisions, including affirmative and negative covenants, which include representations, warranties and restrictions on additional indebtedness and acquisitions. The Amended Credit Facility also includes customary events of default, including, among other things, material adverse effect, bankruptcy, and certain changes of control.

Interest under the Amended Credit Facility will accrue, at the election of the Company, at a Base Rate or LIBO Rate, plus, in each case, an Applicable Margin, which is determined by reference to the level of Availability as defined in the Credit Agreement, with the Applicable Margin for LIBO Rate loans ranging from 4.00% to 4.50% and the Applicable Margin for Base Rate loans ranging from 3.00% to 3.50%. In addition, a commitment fee of 0.75% is also payable on unused commitments.

Mortgage Loan

During Fiscal 2004, the Company borrowed \$5.8 million under a mortgage loan to finance the purchase of real estate. The mortgage loan is repayable in monthly installments of \$64,000 over 10 years with a fixed interest rate of 6.0% and is collateralized by the real estate. As of January 30, 2010, the outstanding balance on the loan was \$3.0 million. The following table presents principal cash payments of long-term debt by expected maturity dates as of January 30, 2010:

	Long-term debt
	(\$ in thousands)
2010	\$ 602
2011	640
2012	680
2013	722
2014	346
Total	2,990
Less: current portion	602
Long-term debt obligation	<u>\$2,388</u>

Note 5. Income Taxes

Income tax expense (benefit) consists of the following:

	Fiscal Year		
	2009	2008	2007
	(\$ in thousands)		
Federal—current	(\$10,984)	(\$455)	(\$ 4,864)
State—current	332	427	364
Deferred	(2,333)	—	42,475
Income tax expense (benefit)	<u>(\$12,985)</u>	<u>(\$ 28)</u>	<u>\$37,975</u>

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

A reconciliation of the Company's effective income tax rate with the Federal statutory rate is as follows:

	Fiscal Year		
	2009	2008	2007
Federal statutory rate	35.0%	35.0%	35.0%
State income taxes, net of federal tax effect.....	(0.4%)	(0.2%)	(15.9%)
Change in valuation allowance	(11.8%)	(32.1%)	(78.1%)
Corporate-owned life insurance payment settlement, net	—	—	(0.4%)
Cash surrender value—insurance/benefit programs	0.5%	(1.0%)	(0.1%)
Executive compensation	(0.1%)	(0.2%)	(0.2%)
Tax credits	—	(0.1%)	(0.1%)
Other	0.2%	(1.4%)	(2.0%)
Effective income tax rate.....	23.4%	0.0%	(61.8%)

During 2009, federal tax legislation was enacted which allowed for an increased carryback period for net operating losses incurred in 2008. Previously, the 2008 net operating loss was included in gross deferred tax assets against which a full valuation allowance was provided. The Company filed a refund claim under this new legislation and in 2009 received a federal tax refund of \$10.4 million and recorded a current tax benefit.

Under the final payment terms of a 2003 agreement between the Company and the IRS regarding an earlier audit, the Company made a final principal payment of \$7.1 million in 2007. The Other category is comprised of various items, including the impacts of non deductible meals, dues, penalties, amortization, uncertain tax positions, tax attribute, carryback limitations and graduate tax brackets.

Significant components of the Company's deferred tax assets are as follows:

	January 3, 2010	January 31, 2009
	(\$ in thousands)	
DEFERRED TAX ASSETS		
Accrued expenses	\$ 1,730	\$ 1,581
Inventory	603	2,582
Retirement and compensation related accruals	7,238	7,009
Fixed assets	17,681	19,402
Federal and state net operating loss and credit carryforwards	64,689	46,895
Real estate leases, including deferred rent.....	5,952	7,671
Losses on investments.....	1,692	2,013
Goodwill	3,730	4,579
Other	983	1,009
Gross deferred tax assets before valuation allowance.....	104,298	92,741
Less: valuation allowance.....	(104,298)	(92,741)
Total deferred tax assets.....	\$ —	\$ —
DEFERRED TAX LIABILITIES		
	—	—
NET DEFERRED TAX ASSET	\$ —	\$ —

The Company has a net operating loss carryforward of \$127.7 million for federal income tax purposes and approximately \$269 million for state income tax purposes as of the end of Fiscal 2009 that expire at various times through 2030 and are subject to certain limitations and statutory expiration periods. The state net operating loss carryforwards are subject to various business apportionment factors and multiple jurisdictional requirements when utilized. The Company has federal tax credit carryforwards of \$1.2 million, of which \$0.2 million will expire in 2026, with the

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

remainder available indefinitely. The Company has state tax credit carryforwards of \$1.1 million, of which \$0.3 million will expire in 2027.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. Management considers the scheduled reversal of taxable temporary differences, projected future taxable income and tax planning strategies in making this assessment. As of January 30, 2010, the Company has incurred a cumulative three-year loss. Based on the cumulative three-year loss and other available objective evidence, management concluded that a full valuation allowance should be recorded against its deferred tax assets. As of January 30, 2010, the valuation allowance increased to \$104.3 million from \$92.7 million at January 31, 2009; because management believes that it is more likely than not that the tax benefit will not be realized. The increase in the valuation allowance equals the increase in gross deferred tax assets and is consistent with the Company's decision to record a full valuation allowance against deferred tax assets that have been recorded in the normal course of business, as described above.

During Fiscal 2009, the Company paid income taxes of approximately \$0.2 million and received income tax refunds of approximately \$10.5 million.

During Fiscal 2008, the Company paid income taxes of approximately \$0.2 million and received income tax refunds of approximately \$6.0 million. For Fiscal 2007, the Company paid income taxes, net of refunds, of approximately \$12.4 million.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits is provided below. Amounts presented excluded interest and penalties, where applicable, on unrecognized tax benefits:

	(Amounts in thousands)
Unrecognized tax benefits at January 31, 2009	\$2,380
Increases in tax positions from prior years	—
Decreases in tax positions from prior years	—
Increases in tax positions for current year	—
Settlements	—
Lapse of applicable statute of limitations	(20)
Unrecognized tax benefits at January 30, 2010	\$2,360

As of January 30, 2010, the Company had \$2.4 million of gross unrecognized tax benefits, \$1.6 million of which would affect the Company's tax rate if recognized. While it is reasonably possible that the amount of unrecognized tax benefits will increase or decrease within the next twelve months, the Company does not expect the change to have a significant impact on its results of operations or financial position.

The Company is subject to U.S. federal income tax as well as income tax of multiple state jurisdictions. The Company has substantially concluded all federal income tax matters through Fiscal 2007 and all material state and local income tax matters through Fiscal 2003.

The Company's practice is to recognize interest and penalties associated with its unrecognized tax benefits as a component of income tax expense in the Company's Consolidated Statement of Operations. During Fiscal 2009, the Company accrued a provision for interest of \$0.1 million. As of January 30, 2010, the liability for uncertain tax positions reflected in the Company's Consolidated Balance Sheets was \$2.1 million, including accrued interest and penalties of \$1.2 million.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Note 6. Leases

Leases—lessee

As more fully discussed in Note 9 in the Notes to Consolidated Financial Statements, the Company leases its Albany, NY distribution center and administrative offices under three capital lease arrangements with its Chief Executive Officer and largest shareholder.

Fixed assets recorded under capital leases, which are included in fixed assets on the accompanying Consolidated Balance Sheets, are as follows:

	January 30, 2010	January 31, 2009
	(\$ in thousands)	
Buildings	\$ 9,342	\$ 9,342
Fixtures and equipment	12,824	12,824
	22,166	22,166
Allowances for depreciation and amortization	(18,622)	(15,926)
	\$ 3,544	\$ 6,240

At January 30, 2010, the Company leased 557 stores under operating leases, many of which contain renewal options, for periods ranging from one to twenty-five years. Most leases also provide for payment of operating expenses and real estate taxes. Some also provide for contingent rent based on percentage of sales over a certain sales volume.

Net rental expense was as follows:

	Fiscal Year		
	2009	2008	2007
	(\$ in thousands)		
Minimum rentals	\$86,016	\$102,647	\$123,303
Contingent rentals	417	581	849
	\$86,433	\$103,228	\$124,152

Future minimum rental payments required under all leases that have initial or remaining non-cancelable lease terms at January 30, 2010 are as follows:

	Operating Leases	Capital Leases
	(\$ in thousands)	
2010	\$ 62,928	\$ 2,901
2011	36,431	2,154
2012	25,133	2,154
2013	14,999	2,154
2014	10,572	2,154
Thereafter	9,628	1,649
Total minimum payments required	\$159,691	\$13,166
Less: amounts representing interest		7,308
Present value of minimum lease payments		5,858
Less: current portion		1,372
Long-term capital lease obligations		\$ 4,486

In addition to the obligations in the table above, a significant number of the Company's stores have leases which have rent payments based on the store's sales volume in lieu of fixed minimum rent payments. During Fiscal 2009, minimum rent payments based on a store's sales volume were \$10.2 million.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Interest rates on capital leases were between 5.65% and 37.0% per annum.

Leases—lessor

The Company, as lessor, entered into a 60 year lease, effective April 2009, covering real property owned by the Company in Miami, Florida. Under the provisions of the lease, the Company receives minimum monthly rent payments as follows:

	Annual Rent Payment	Total Payments
	(\$ in thousands)	
Feb. 2010–March 2029	\$1,620	\$ 31,050
April 2029–March 2039	1,782	17,820
April 2039–March 2049	1,960	19,602
April 2049–March 2059	2,156	21,560
April 2059–March 2069	2,372	23,718
Total future payments		\$113,750

The lease allows for the tenant to terminate the lease after the twenty fifth year and every five years thereafter. Total guaranteed rent payments due to the Company are \$40.0 million. The Company recorded rental income of \$1.4 million in Fiscal 2009.

Note 7. Benefit Plans

401(k) Savings Plan

The Company offers a 401(k) Savings Plan to eligible employees meeting certain age and service requirements. This plan permits participants to contribute up to 80% of their salary, including bonuses, up to the maximum allowable by IRS regulations. Participants are immediately vested in their voluntary contributions plus actual earnings thereon. As of February 1, 2009, the Company suspended its matching contribution. The Company expects to reinstate the matching contribution effective May 1, 2010. Prior to termination, participant vesting of the Company's matching and profit sharing contribution was based on the years of service completed by the participant. Participants are fully vested upon the completion of four years of service. All participant forfeitures of non-vested benefits are used to reduce the Company's contributions in future years. Total expense related to the Company's matching contribution was approximately \$0, \$882,000 and \$1,042,000 in Fiscal 2009, 2008 and 2007, respectively.

Stock Award Plans

The Company has five employee stock award plans, the 1994 Stock Option Plan, the 1998 Stock Option Plan, the 1999 Stock Option Plan and the 2002 Stock Option Plan (the "Old Plans"); and the 2005 Long Term Incentive and Share Award Plan (the "New Plan"). Additionally, the Company has a stock award plan for non-employee directors (the "1990 Plan"). The Company no longer issues stock options under the Old Plans. Under the New Plan, the Company generally issues Stock-Settled Appreciation Rights ("SSARS") that become exercisable in 50% increments commencing three years from the date of grant and have a maximum term of ten years from issuance. Under the 1990 Plan, awards generally become exercisable commencing one year from the date of grant in increments of 25% per year with a maximum term of ten years. In addition, directors of the Company receive annual grants of deferred shares of Common Stock ("Deferred Shares") issued under the 1990 Plan which vest equally in three years from date of grant.

Stock options and SSARS authorized for issuance under the Old Plans, New Plan and 1990 Plan total 20.6 million. As of January 30, 2010, of the awards authorized for issuance under the Old Plans, New Plan and 1990 Plan, 7.8 million were granted and are outstanding, 6.4 million of which

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

were vested and exercisable. Shares available for future grants of options and other share based awards at January 30, 2010 and January 31, 2009 were 3.0 million and 3.2 million, respectively.

During Fiscal 2008, the Company issued 275,000 restricted stock units. Restricted stock units vest 50% after two years and 50% after three years and will be settled in cash upon vesting. During Fiscal 2009 and Fiscal 2008, the Company recognized \$75,000 and \$17,000, respectively, in expenses related to the grant of restricted stock units.

The following table summarizes information about the stock awards outstanding under the Old Plans, New Plan and 1990 Plan as of January 30, 2010:

Exercise Price Range	Outstanding			Exercisable			
	Shares	Average Remaining Life	Weighted Average Exercise Price	Aggregate Intrinsic Value	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
\$0.00–\$2.66	684,065	8.5	\$ 0.05	\$858,228	50,587	\$ 0.00	\$65,763
2.67– 5.33	2,290,752	4.1	4.07	—	1,926,376	3.84	—
5.34– 8.00	727,775	6.4	6.29	—	348,000	7.08	—
8.01–10.67	2,592,093	2.6	9.10	—	2,592,093	9.10	—
10.68–13.33	692,000	0.2	10.88	—	692,000	10.88	—
13.34–16.00	783,455	5.1	14.32	—	783,455	14.32	—
Total.....	<u>7,770,140</u>	4.0	\$ 7.24	<u>\$858,228</u>	<u>6,392,511</u>	\$ 8.17	<u>\$65,763</u>

The aggregate intrinsic value in the preceding table represents the total pretax intrinsic value based on the Company's closing stock price of \$1.30 as of January 30, 2010, which would have been received by the award holders had all award holders under the Old Plans, New Plan and 1990 Plan exercised their awards as of that date. There were no in-the-money awards exercisable as of January 30, 2010.

The following table summarizes activity under the Stock Award Plans:

	Employee and Director Stock Award Plans		
	Number of Shares Subject To Option	Stock Award Exercise Price Range Per Share ⁽¹⁾	Weighted Average Exercise Price
Balance February 3, 2007.....	10,058,854	\$3.16–\$23.75	\$ 8.70
Granted	654,716	4.80–5.50	4.43
Exercised	(272,802)	3.16–3.96	3.45
Forfeited	(900,000)	11.20	11.20
Canceled	<u>(520,373)</u>	<u>3.50–23.75</u>	<u>5.01</u>
Balance February 2, 2008.....	9,020,395	\$3.50–\$17.79	\$ 8.26
Granted	431,728	1.16–2.91	2.66
Exercised	(94,825)	3.50	3.50
Forfeited	(569,371)	3.50–17.79	12.47
Canceled	<u>(329,462)</u>	<u>3.50–13.28</u>	<u>2.93</u>
Balance January 31, 2009.....	8,458,465	\$1.16–\$15.25	\$ 7.86
Granted	348,264	0.98	0.98
Exercised ⁽²⁾	(137,693)	0.00	0.00
Forfeited	(113,622)	2.76–5.50	3.34
Canceled	<u>(785,274)</u>	<u>3.50–15.25</u>	<u>12.63</u>
Balance January 30, 2010.....	<u>7,770,140</u>	<u>\$0.98–\$14.32</u>	<u>\$ 7.23</u>

⁽¹⁾ Exercise price ranges do not include the impact of deferred or restricted shares and restricted stock units that were granted at an exercise price of \$0.

⁽²⁾ Represents vesting of restricted and deferred shares.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

During Fiscal 2009, 2008 and 2007, the Company recognized expenses of approximately \$103,000, \$213,000 and \$526,000, respectively, for deferred shares issued to non-employee directors at an exercise price below the closing stock price on the date of grant.

Restricted Stock Plan

Under the 1990 Restricted Stock Plan, the Compensation Committee of the Board of Directors is authorized to grant awards for up to 900,000 restricted shares of Common Stock to executive officers and other key employees of the Company. The shares are issued as restricted stock and are held in the custody of the Company until all vesting restrictions are satisfied. If conditions or terms under which an award is granted are not satisfied, the shares are forfeited. Shares vest under these grants over a period of two to five years, with vesting criteria that includes continuous employment until applicable vesting dates have expired. As of January 30, 2010, a total of 330,000 shares have been granted, of which 240,000 shares have vested and 90,000 shares had been forfeited. Unearned compensation is recorded at the date of award, based on the market value of the shares, and is amortized over the applicable vesting period. The amount amortized to expense in Fiscal 2009, 2008 and 2007, net of the impact of forfeitures, was approximately \$16,000, \$62,000 and \$54,000, respectively. As of January 30, 2010, there were no outstanding awards and shares available for grant totaled 660,000.

Defined Benefit Plans

The Company maintains a non-qualified Supplemental Executive Retirement Plan (“SERP”) for certain Executive Officers of the Company. The SERP, which is unfunded, provides eligible executives defined pension benefits that supplement benefits under other retirement arrangements. The annual benefit amount is based on salary and bonus at the time of retirement and number of years of service.

The Company provides the Board of Directors with a noncontributory, unfunded retirement plan (“Director Retirement Plan”) that pays a retired director an annual retirement benefit equal to 60% of the annual retainer at the time of retirement plus a 3% annual increase through the final payment. Payments begin at age 62 or retirement, whichever is later, and continue for 10 years or the life of the director and his or her spouse, whichever period is shorter. Partial vesting in the retirement plan begins after six years of continuous service. Participants become fully vested after 12 years of continuous service on the Board. After June 1, 2003, new directors were not covered by the Director Retirement Plan. Directors who were not yet vested in their retirement benefits as of June 1, 2003 had the present value of benefits already accrued as of the effective date converted to Deferred Shares under the 1990 Plan. Directors that were fully or partially vested in their retirement benefits were given a one time election to continue to participate in the current retirement program or convert the present value of benefits already accrued to Deferred Shares under the 1990 Plan as of the effective date.

For Fiscal 2009, Fiscal 2008 and Fiscal 2007, net periodic benefit cost recognized under both plans totaled approximately \$1.0 million, \$1.4 million, and \$1.3 million, respectively. The accrued pension liability for both plans was approximately \$11.4 million and \$11.9 million at January 30, 2010 and January 31, 2009, respectively, and is recorded within Other long term liabilities. The accumulated benefit obligation for both plans was approximately \$9.6 million and \$9.7 million as of January 30, 2010 and January 31, 2009, respectively.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following is a summary of the Company's defined benefit pension plans as of the most recent actuarial calculations:

Obligation and Funded Status:

	<u>January 30, 2010</u>	<u>January 31, 2009</u>
	(\$ in thousands)	
Change in Projected Benefit Obligation:		
Benefit obligation at beginning of year	\$ 11,913	\$ 14,175
Service cost	195	273
Interest cost	802	1,114
Actuarial gain	(1,458)	(3,597)
Benefits paid	<u>(52)</u>	<u>(52)</u>
Projected Benefit obligation at end of year	<u>\$ 11,400</u>	<u>\$ 11,913</u>
Fair value of plan assets at end of year	<u>\$ —</u>	<u>\$ —</u>
Reconciliation of Funded Status:		
Funded status	(\$ 11,400)	(\$ 11,913)
Unrecognized prior service cost	2,289	2,630
Unrecognized net actuarial gain	<u>(4,906)</u>	<u>(3,793)</u>
Accrued benefit cost	(14,017)	(13,076)
Decrease (increase) in liability	<u>2,617</u>	<u>1,163</u>
Accrued pension liability	<u>(\$ 11,400)</u>	<u>(\$ 11,913)</u>

Amounts recognized in the Consolidated Balance Sheets consist of:

	<u>January 30, 2010</u>	<u>January 31, 2009</u>
	(\$ in thousands)	
Accrued pension liability	(\$11,400)	(\$11,913)
Accumulated other comprehensive loss	(2,617)	(1,163)
Deferred tax liability (asset)	<u>1,099</u>	<u>(1,233)</u>
Net amount recognized	<u>(\$12,918)</u>	<u>(\$14,309)</u>

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Components of Net Periodic Benefit Cost and Other Amounts Recognized in Other Comprehensive (Income) Loss:

	Fiscal Year		
	2009	2008	2007
	(\$ in thousands)		
Net Periodic Benefit Cost:			
Service cost.....	\$ 195	\$ 218	\$ 216
Interest cost	802	891	763
Amortization of prior service cost.....	342	342	342
Amortization of net (gain) loss.....	(346)	(2)	(2)
Net periodic benefit cost.....	<u>\$ 993</u>	<u>\$ 1,449</u>	<u>\$1,319</u>
Other Changes in Benefit Obligations Recognized in Other Comprehensive (Income) Loss:			
Net prior service cost recognized as a component of net periodic benefit cost.....	(\$ 342)	(\$427)	
Net actuarial gain recognized as a component of net periodic benefit cost.....	346	3	
Net actuarial gain arising during the period	<u>(1,458)</u>	<u>(3,597)</u>	
Income tax effect	<u>2,332</u>	<u>(4,021)</u>	
Total recognized in other comprehensive (income) loss	<u>\$ 878</u>	<u>(\$ 4,021)</u>	
Total recognized in net periodic benefit cost and other comprehensive (income) loss.....	<u>\$ 1,871</u>	<u>(\$ 2,572)</u>	

The pre-tax components of accumulated other comprehensive income, which have not yet been recognized as components of net periodic benefit cost as of January 30, 2010 and January 31, 2009 are summarized below.

	January 30, 2010	January 31, 2009
	(\$ in thousands)	
Net unrecognized actuarial gain	(\$4,906)	(\$3,734)
Net unrecognized prior service cost	<u>2,289</u>	<u>2,631</u>
Accumulated other comprehensive income	<u>(\$2,617)</u>	<u>(\$1,103)</u>

In Fiscal 2009, approximately \$342,000 of net unrecognized prior service cost and approximately \$346,000 of the net unrecognized actuarial gain, recorded as components of accumulated other comprehensive loss at January 30, 2010, will be recognized as components of net periodic benefit cost.

Assumptions:

	Fiscal Year	
	2009	2008
Weighted-average assumptions used to determine benefit obligation:		
Discount rate.....	5.75%	6.75%
Salary increase rate	4.00%	4.00%
Measurement date.....	<u>Jan. 30, 2010</u>	<u>Jan. 31, 2009</u>

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	<u>Fiscal Year</u>		
	<u>2009</u>	<u>2008</u>	<u>2007</u>
Weighted-average assumptions used to determine net periodic benefit cost:			
Discount rate	5.75%	6.75%	6.25%
Salary increase rate	4.00%	4.00%	4.00%

The discount rate is based on the rates implicit in high-quality fixed-income investments currently available as of the measurement date. The Citigroup Pension Discount Curve (CPDC) rates are intended to represent the spot rates implied by the high quality corporate bond market in the U.S. The projected benefit payments attributed to the projected benefit obligation have been discounted using the CPDC mid-year rates and the discount rate is the single constant rate that produces the same total present value.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid:

<u>Year</u>	<u>Pension Benefits</u> <u>(\$ in thousands)</u>
2010.....	\$ 98
2011.....	610
2012.....	852
2013.....	853
2014.....	854
2015 and thereafter	4,429

Note 8. Shareholders' Equity

The Company has never declared dividends on its Common Stock. The Company's Credit Facility restricts the payment of cash dividends.

Note 9. Related Party Transactions

The Company leases its 181,300 square foot distribution center/office facility in Albany, New York from Robert J. Higgins, its Chairman, Chief Executive Officer and largest shareholder, under three capital leases that expire in the year 2015. The original distribution center/office facility was occupied in 1985.

Under the three capital leases, dated April 1, 1985, November 1, 1989 and September 1, 1998, the Company paid Mr. Higgins an annual rent of \$2.1 million, \$2.1 million and \$2.0 million in Fiscal 2009, 2008 and 2007 respectively. Pursuant to the terms of the lease agreements, effective January 1, 2002 and every two years thereafter, rental payments will increase in accordance with the biennial increase in the Consumer Price Index. Under the terms of the lease agreements, the Company is responsible for property taxes, insurance and other operating costs with respect to the premises. Mr. Higgins' obligation for principal and interest on his underlying indebtedness relating to the real property is approximately \$1.1 million per year. None of the leases contain any real property purchase options at the expiration of its term.

The Company leases one of its retail stores from Mr. Higgins under an operating lease. Annual rental payments under this lease were \$40,000 in Fiscal 2009, 2008 and 2007. Under the terms of the lease, the Company pays property taxes, maintenance and a contingent rental if a specified sales level is achieved. Total additional charges for the store, including contingent rent, were approximately \$6,800, \$7,400 and \$3,800 in Fiscal 2009, 2008 and 2007 respectively.

The Company charters an aircraft from Richmor Aviation Inc., an unaffiliated corporation that leases an aircraft owned by Mr. Higgins, for Company business. Payments to Richmor Aviation Inc.,

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

to charter the aircraft owned by Mr. Higgins, in Fiscal 2009, 2008 and 2007 were approximately \$94,000, \$205,000 and \$29,000, respectively.

Note 10. Quarterly Financial Information (Unaudited)

	Fiscal 2009 Quarter Ended				
	2009	January 30, 2010	October 31, 2009	August 1, 2009	May 2, 2009
	(\$ in thousands, except for per share amounts)				
Net sales.....	\$813,988	\$295,422	\$161,387	\$165,746	\$191,433
Gross profit.....	261,661	82,500	54,639	58,770	65,752
Net income (loss).....	(\$ 42,449)	\$ 11,359	(\$ 22,317)	(\$ 17,755)	(\$ 13,736)
Basic and diluted income (loss) per share.....	(\$ 1.35)	\$ 0.36	(\$ 0.71)	(\$ 0.57)	(\$ 0.44)

During the fourth quarter of Fiscal 2009, the Company recorded an asset impairment charge of \$3.6 million related to the write down of certain long-lived assets at underperforming locations. See Note 3 in the Notes to Consolidated Financial Statements for further detail regarding the impairment charge. Also, during the fourth quarter of Fiscal 2009, the Company recorded a current federal tax benefit of \$12.6 million primarily due to federal tax legislation enacted that provided for an increased carryback period for net operating losses incurred in 2008.

	Fiscal 2008 Quarter Ended				
	2008	January 31, 2009	November 1, 2008	August 2, 2008	May 3, 2008
	(\$ in thousands, except for per share amounts)				
Net sales.....	\$987,625	\$344,655	\$195,193	\$215,226	\$232,551
Gross profit.....	330,895	106,626	65,411	75,870	82,988
Net loss.....	(\$ 68,955)	(\$ 9,457)	(\$ 28,442)	(\$ 19,230)	(\$ 11,826)
Basic and diluted loss per share	(\$ 2.21)	(\$ 0.30)	(\$ 0.91)	(\$ 0.62)	(\$ 0.38)

During the fourth quarter of Fiscal 2008, the Company recorded an asset impairment charge of \$15.2 million related to the write down of certain long-lived assets at underperforming locations. See Note 3 in the Notes to Consolidated Financial Statements for further detail regarding the impairment charge.

INDEX TO EXHIBITS

Document Number and Description

Exhibit No.

- 3.1 Restated Certificate of Incorporation—incorporated herein by reference to Exhibit 3.1 to the Company’s Annual Report on Form 10-K for the year ended January 29, 1994. Commission File No. 0-14818.
- 3.2 Certificate of Amendment to the Certificate of Incorporation—incorporated herein by reference to Exhibit 3.1 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended October 29, 1994. Commission File No. 0-14818.
- 3.3 Certificate of Amendment to the Certificate of Incorporation—incorporated herein by reference to Exhibit 3.4 to the Company’s Annual Report on Form 10-K for the year ended January 31, 1998. Commission File No. 0-14818.
- 3.4 Amended By-Laws—incorporated herein by reference to Exhibit 3.4 to the Company’s Annual Report on Form 10-K for the year ended January 29, 2000. Commission File No. 0-14818.
- 3.5 Certificate of Amendment to the Certificate of Incorporation—incorporated herein by reference to Exhibit 3.5 to the Company’s Registration Statement on Form S-4, No. 333-75231.
- 3.6 Certificate of Amendment to the Certificate of Incorporation—incorporated herein by reference to Exhibit 3.6 to the Company’s Registration Statement on Form S-4, No. 333-75231.
- 3.7 Certificate of Amendment to the Certificate of Incorporation—incorporated herein by reference to Exhibit 4.2 to the Company’s Current Report on Form 8-K filed August 15, 2000. Commission File No. 0-14818.
- 3.8 Certificate of Amendment to the Certificate of Incorporation of—incorporated herein by reference to Exhibit 2 to the Company’s Current Report on Form 8-A filed August 15, 2000. Commission File No. 0-14818.
- 4.1 Credit Agreement dated January 5, 2006, between Trans World Entertainment Corporation and Bank of America N.A.—incorporated by reference to Exhibit 99.2 to the Company’s Current Report on Form 8-K filed January 10, 2006. Commission File No. 0-14818.
- 4.2 First Amendment to Credit Agreement between Trans World Entertainment Corporation and Bank of America N.A.—incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed March 29, 2006. Commission File No. 0-14818.
- 4.3 Second Amendment to Credit Agreement between Trans World Entertainment Corporation and Bank of America N.A.—incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed October 23, 2006. Commission File No. 0-14818.
- 4.4 Amended and Restated Credit Agreement between Trans World Entertainment and Bank of America N.A.—incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed April 15, 2010. Commission File No. 0-14818.
- 4.5 Rights Agreement, between Trans World Entertainment Corporation and ChaseMellon Shareholder Services, L.L.C., as Rights Agent—incorporated herein by reference to Exhibit 1 to the Company’s Current Report on Form 8-A filed August 15, 2000. Commission File No. 0-14818.

Exhibit No.

- 4.6 Amendment No. 1 to the Rights Agreement, dated as of August 11, 2000, between Trans World Entertainment Corporation and Mellon Investor Services LLC (as successor in interest to ChaseMellon Shareholder Services, L.L.C.)—incorporated herein by reference to Exhibit 4.2 to the Company’s Form 8-A12G/A filed November 27, 2007. Commission File No. 0-14818.
- 10.1 Lease, dated April 1, 1985, between Robert J. Higgins, as Landlord, and Record Town, Inc. and Trans World Music Corporation, as Tenant and Amendment thereto dated April 28, 1986—incorporated herein by reference to Exhibit 10.3 to the Company’s Registration Statement on Form S-1, No. 33-6449.
- 10.2 Second Addendum, dated as of November 30, 1989, to Lease, dated April 1, 1985, among Robert J. Higgins, and Trans World Music Corporation, and Record Town, Inc., exercising five year renewal option—incorporated herein by reference to Exhibit 10.2 to the Company’s Annual Report on Form 10-K for the year ended February 3, 1990. Commission File No. 0-14818.
- 10.3 Lease, dated November 1, 1989, between Robert J. Higgins, as Landlord, and Record Town, Inc. and Trans World Music Corporation, as Tenant—incorporated herein by reference to Exhibit 10.3 to the Company’s Annual Report on Form 10-K for the year ended February 2, 1991. Commission File No. 0-14818.
- 10.5 Lease dated September 1, 1998, between Robert J. Higgins, as Landlord, and Record Town, Inc. and Trans World Music Corporation, as Tenant, for additional office space at 38 Corporate Circle—incorporated herein by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended October 31, 1998. Commission File No. 0-14818.
- 10.6 Trans World Music Corporation 1990 Stock Option Plan for Non-Employee Directors, as amended and restated—incorporated herein by reference to Annex A to Trans World’s Definitive Proxy Statement on Form 14A filed as of May 19, 2000. Commission File No. 0-14818.
- 10.7 Trans World Entertainment Corporation Amended 1990 Restricted Stock Plan—incorporated herein by reference to Annex B to Trans World’s Definitive Proxy Statement on Form 14A filed as of May 19, 1999. Commission File No. 0-14818.
- 10.8 Trans World Entertainment Corporation 1994 Stock Option Plan—incorporated herein by reference to Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended July 30, 1994. Commission File No. 0-14818.
- 10.9 Trans World Entertainment Corporation 1998 Stock Option Plan—incorporated herein by reference to Annex B to Trans World’s Definitive Proxy Statement on Form 14A filed as of May 7, 1998. Commission File No. 0-14818.
- 10.10 Trans World Entertainment Corporation 1999 Stock Option Plan—incorporated herein by reference to Annex A to Trans World’s Definitive Proxy Statement on Form 14A filed as of May 7, 1998. Commission File No. 0-14818.
- 10.11 Form of Indemnification Agreement dated May 1, 1995 between the Company and its officers and directors incorporated herein by reference to Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended April 29, 1995. Commission File No. 0-14818.
- 10.12 Trans World Entertainment Corporation Supplemental Executive Retirement Plan, as amended—incorporated herein by reference to Exhibit 10.1 to the Company’s Form 8-K filed on December 19, 2008. Commission File No. 0-14818.
- 10.13 Employment Agreement, dated as of December 26, 2008, between the Company and Robert J. Higgins. Incorporated herein by reference to Exhibit 10.1 to the Company’s Form 8-K filed on December 29, 2008. Commission File No. 0-14818.

Exhibit No.

- 10.15 Trans World Entertainment Corporation 2005 Long Term Incentive and Share Award Plan incorporated herein by reference to Appendix A to Trans World Entertainment Corporation's Definitive Proxy Statement on Form 14A filed as of May 11, 2005. Commission File No. 0-14818.
- *21 Significant Subsidiaries of the Registrant.
- *23 Consent of KPMG LLP.
- *31.1 Certification of Chief Executive Officer dated April 15, 2010, relating to the Registrant's Annual Report on Form 10-K for the year ended January 30, 2010, pursuant to Rule 13a-14(a) or Rule 15a-14(a).
- *31.2 Certification of Chief Financial Officer dated April 15, 2010, relating to the Registrant's Annual Report on Form 10-K for the year ended January 30, 2010, pursuant to Rule 13a-14(a) or Rule 15a-14(a).
- **32 Certification of Chief Executive Officer and Chief Financial Officer of Registrant, dated April 15, 2010, pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 relating to the Registrant's Annual Report on Form 10-K for the year ended January 30, 2010.

* Filed herewith

** Furnished herewith

TRANS WORLD ENTERTAINMENT CORPORATION
SIGNIFICANT SUBSIDIARIES OF THE REGISTRANT

<u>Name of Significant Subsidiary</u>	<u>State of Incorporation</u>	<u>Subsidiary Trade Names</u>
Media Logic USA, LLC.	New York	Media Logic USA, LLC
Record Town, Inc.	New York	Record Town, Inc. Planet Music The Wall CD World Disc Jockey f.y.e. Games Streetside Records Specs fye.com warehouse.com secondspin.com suncoast.com samgoody.com
Record Town USA, LLC	Delaware	Record Town USA, LLC f.y.e. (For Your Entertainment) Coconuts Saturday Matinee Strawberries f.y.e. movies Second Spin Wherehouse Music On Cue Suncoast Motion Pictures Sam Goody
Record Town Utah, LLC	New York	Record Town Utah, LLC f.y.e. Superstore
Movies Plus, Inc.	New York	Movies Plus, Inc. f.y.e. Superstore
Trans World New York, LLC	New York	Trans World New York, LLC
Trans World Florida, LLC	Florida	Trans World Florida, LLC

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors
TRANS WORLD ENTERTAINMENT CORPORATION:

We consent to incorporation by reference in the registration statements (Nos. 33-14572, 33-40399, 33-51094, 33-51516, 33-59319, 333-75231, 333-81685, 333-101532, and 333-128210) on Form S-8 pertaining to the Trans World Music Corp. 1986 Incentive and Non-Qualified Stock Option Plan, the Trans World Music Corp. 1990 Stock Option Plan for Non-Employee Directors, the Trans World Entertainment Corp. 1994 Stock Option Plan, the Camelot Music Holdings, Inc. 1998 Stock Option Plan, the Camelot Music Holdings, Inc. Outside Directors Stock Option Plan, the Trans World Entertainment Corp. 1998 Stock Option Plan, the Trans World Entertainment Corp. 1999 Stock Option Plan, the Trans World Entertainment Corporation 2002 Stock Option Plan, and the Trans World Entertainment Corporation 2005 Long Term Incentive and Share Award Plan of our reports dated April 15, 2010, with respect to the consolidated balance sheets of Trans World Entertainment Corporation and subsidiaries as of January 30, 2010, and January 31, 2009, and the related consolidated statements of operations, shareholders' equity and comprehensive loss, and cash flows for each of the fiscal years in the three-year period ended January 30, 2010, and the effectiveness of internal control over financial reporting as of January 30, 2010 which reports appear in the Annual Report on Form 10-K of Trans World Entertainment Corporation and subsidiaries for the fiscal year ended January 30, 2010.

/s/ KPMG LLP

Albany, New York
April 15, 2010

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Trans World Entertainment Corporation (the “Company”) on Form 10-K for the period ending January 30, 2010 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), we, Robert J. Higgins, Chairman and Chief Executive Officer of the Company and John J. Sullivan, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that, to the best of our knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ ROBERT J. HIGGINS

/s/ JOHN J. SULLIVAN

Chairman and Chief Executive Officer

Executive Vice President and Chief Financial Officer

April 15, 2010

April 15, 2010

This certification shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended, unless specifically identified as being incorporated therein by reference.

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Trans World Entertainment and will be retained by Trans World Entertainment and furnished to the Securities and Exchange Commission or its staff upon request.

Board of Directors

Robert J. Higgins

Chairman and
Chief Executive Officer

Isaac Kaufman*†‡

Chief Financial Officer,
Advanced Medical
Management, Inc.

Dr. Joseph G. Morone*†‡°

President/CEO,
Albany International

Bryant Riley*†‡

Chairman of the Board,
B. Riley & Co.

Michael Solow†‡

Co-Chairman and Managing Partner,
Kaye Scholer LLP

Executive Officers

Robert J. Higgins

Chairman and
Chief Executive Officer

Bruce J. Eisenberg

Executive Vice President – Real Estate

John J. Sullivan

Executive Vice President,
Chief Financial Officer and Secretary

Corporate Office

38 Corporate Circle, Albany, NY 12203

Independent Auditors

KPMG LLP, Albany, NY

Transfer Agent and Registrar

BNY Mellon Shareowner Services

480 Washington Boulevard

Jersey City, NJ 07310-1900

Web site: www.bnymellon.com/shareowner/isd

Toll-free: 1-800-288-9541

TTD: 1-800-231-5469

Stock Exchange Listing

NASDAQ National Market

Trading Symbol – TWMC

Annual Meeting

June 16, 2010, 10:00 a.m.,

Albany Country Club, Voorheesville, NY



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A copy of the Company's Annual Report on Form 10-K for the fiscal year ended January 31, 2010, and quarterly reports on Form 10-Q may be obtained by shareholders without charge from the following:

Chief Financial Officer
Trans World Entertainment Corporation
38 Corporate Circle, Albany, NY 12203

*Member of the Audit Committee

†Member of the Compensation Committee

*Member of the Nominating and Governance Committee

°Presiding Director

T r a n s W o r l d E n t e r t a i n m e n t

**38 Corporate Circle
Albany, NY 12203
www.twec.com**