

TRANS WORLD ENTERTAINMENT CORP  
Form 10-Q  
June 10, 2010

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

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MAY 1, 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**

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(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)

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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.  
Large accelerated filer  Accelerated filer  Non-accelerated filer   
Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$.01 par value,  
31,424,529 shares outstanding as of May 29, 2010

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TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES  
QUARTERLY REPORT ON FORM 10-Q  
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**TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES**  
**PART 1. FINANCIAL INFORMATION**  
**Item 1 - Financial Statements**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share amounts)  
(unaudited)

	May 1, 2010	January 30, 2010	May 2, 2009
<b>ASSETS</b>			
<b>CURRENT ASSETS:</b>			
Cash and cash equivalents	\$ 21,275	\$ 71,514	\$ 8,221
Merchandise inventory	251,279	266,568	332,695
Other current assets	7,718	15,062	20,798
<b>Total current assets</b>	<b>280,272</b>	<b>353,144</b>	<b>361,714</b>
<b>NET FIXED ASSETS</b>	<b>31,398</b>	<b>33,908</b>	<b>47,552</b>
<b>OTHER ASSETS</b>	<b>9,790</b>	<b>7,514</b>	<b>6,817</b>
<b>TOTAL ASSETS</b>	<b>\$ 321,460</b>	<b>\$ 394,566</b>	<b>\$ 416,083</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES:</b>			
Accounts payable	\$ 74,746	\$ 130,549	\$ 89,304
Borrowings under line of credit			28,981
Accrued expenses and other current liabilities	34,411	38,701	37,960
Current portion of long-term debt	611	602	579
Current portion of capital lease obligations	828	1,372	3,121
<b>Total current liabilities</b>	<b>110,596</b>	<b>171,224</b>	<b>159,945</b>
<b>LONG-TERM DEBT, less current portion</b>	<b>2,231</b>	<b>2,388</b>	<b>2,839</b>
<b>CAPITAL LEASE OBLIGATIONS, less current portion</b>	<b>4,314</b>	<b>4,486</b>	<b>5,142</b>
<b>OTHER LONG-TERM LIABILITIES</b>	<b>22,129</b>	<b>23,115</b>	<b>26,054</b>
<b>TOTAL LIABILITIES</b>	<b>139,270</b>	<b>201,213</b>	<b>193,980</b>
<b>SHAREHOLDERS EQUITY</b>			
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, 56,498,429 and 56,494,906 shares issued, respectively)	565	565	565
Additional paid-in capital	308,074	307,823	306,982
Treasury stock at cost (25,102,990, 25,102,990 and 25,102,990 shares, respectively)	(217,555)	(217,555)	(217,555)
Accumulated other comprehensive income	1,518	1,518	2,396
Retained earnings	89,588	101,002	129,715
<b>TOTAL SHAREHOLDERS EQUITY</b>	<b>182,190</b>	<b>193,353</b>	<b>222,103</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	<b>\$ 321,460</b>	<b>\$ 394,566</b>	<b>\$ 416,083</b>

*See Accompanying Notes to Condensed Consolidated Financial Statements.*

**TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share amounts)  
(unaudited)

	Thirteen Weeks Ended	
	May 1, 2010	May 2, 2009
Net sales	\$ 156,539	\$ 191,433
Cost of sales	105,014	125,681
<b>Gross profit</b>	<b>51,525</b>	<b>65,752</b>
Selling, general and administrative expenses	62,178	79,359
<b>Loss from operations</b>	<b>(10,653)</b>	<b>(13,607)</b>
Interest expense, net	688	703
<b>Loss before income tax expense (benefit)</b>	<b>(11,341)</b>	<b>(14,310)</b>
Income tax expense (benefit)	74	(574)
<b>Net loss</b>	<b>\$ (11,415)</b>	<b>\$ (13,736)</b>
<b>LOSS PER SHARE:</b>		
Basic and diluted loss per share	\$ (0.36)	\$ (0.44)
Weighted average number of common shares basic and diluted	31,395	31,296

*See Accompanying Notes to Condensed Consolidated Financial Statements.*

**TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	Thirteen Weeks Ended	
	May 1, 2010	May 2, 2009
Net cash used by operating activities	\$ (46,779)	\$ (48,570)
Cash flows from investing activities:		
Purchases of fixed assets	(747)	(1,334)
Acquisition of business, net of cash received	(1,849)	
Net cash used by investing activities	(2,596)	(1,334)
Cash flows from financing activities:		
Proceeds from line of credit		28,981
Payments of long-term debt	(148)	(138)
Payments of capital lease obligations	(716)	(773)
Net cash (used) provided by financing activities	(864)	28,070
Net decrease in cash and cash equivalents	(50,239)	(21,834)
Cash and cash equivalents, beginning of period	71,514	30,055
Cash and cash equivalents, end of period	\$ 21,275	\$ 8,221
Supplemental disclosure of non-cash investing and financing activities:		
Issuance of deferred shares	\$	\$ 465

*See Accompanying Notes to Condensed Consolidated Financial Statements.*

**TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)**  
**May 1, 2010 and May 2, 2009**

**Note 1. 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, primarily under the names f.y.e. for your entertainment and Suncoast Motion Pictures, and e-commerce sites, www.fye.com, www.wherehouse.com, www.secondspin.com and www.suncoast.com in a single industry segment. As of May 1, 2010, the Company operated 544 stores totaling approximately 3.6 million square feet in the United States, the District of Columbia, the Commonwealth of Puerto Rico and the U.S. Virgin Islands.

***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 (see Note 7 for further details on the 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 at least the next twelve months, 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, with an additional 18 stores closed in the first quarter of 2010, and plans to continue its careful evaluation of store profitability of its remaining stores in consideration of lease terms, conditions and expirations. The Company expects to close its distribution facility in Carson, California during Fiscal 2010.

***Seasonality:***

The Company s business is seasonal in nature, with the fourth fiscal quarter constituting the Company s peak selling period. In 2009, the fourth fiscal quarter accounted for approximately 36% of annual sales. In anticipation of increased sales activity during these months, the Company purchases additional inventory and hires additional, temporary employees to supplement its permanent store sales staff. If, for any reason, the Company s net sales were below seasonal norms during the fourth quarter (which the Company has experienced during its three most recent fourth quarters), the Company s operating results, particularly operating and net income, would be adversely affected. Additionally, quarterly sales results, in general, are affected by the timing of new product releases, store closings and the performance of existing stores.



**Note 2: Basis of Presentation**

The accompanying unaudited condensed 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 interim condensed consolidated financial statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission. The information furnished in these unaudited condensed consolidated financial statements reflects all normal, recurring adjustments which, in the opinion of management, are necessary for the fair presentation of such financial statements. 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 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. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to rules and regulations applicable to interim financial statements.

The information presented in the accompanying unaudited condensed consolidated balance sheet as of January 30, 2010 has been derived from the Company's January 30, 2010 audited consolidated financial statements. All other information has been derived from the Company's unaudited condensed consolidated financial statements as of and for the thirteen weeks ended May 1, 2010 and May 2, 2009. These unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010.

The Company's significant accounting policies are the same as those described in Note 1 to the Company's Consolidated Financial Statements on Form 10-K for the fiscal year ended January 30, 2010.

**Note 3. Recently Adopted 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.

**Note 4. Acquisition**

On March 29, 2010 ( Acquisition Date ), the Company acquired certain assets and assumed certain liabilities of the Value Music Concepts, Inc., ( Value Music ) a Georgia Corporation. The purchase included substantially all of the ongoing business of Value Music, which includes five store leases and equipment, inventory and all related trade names and trademarks (the Acquisition ). The purchase price consideration was \$1.8 million.

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The Acquisition has been accounted for in accordance with ASC Topic 805, Business Combinations ( ASC Topic 805 ). Accordingly, the total purchase price has been allocated on a provisional basis to assets acquired and net liabilities assumed in connection with the Acquisition based on their estimated fair values as of the completion of the Acquisition. These allocations reflect various provisional estimates that were available at the time and are subject to change during the purchase price allocation period as valuations are finalized.

The fair value of the net assets acquired was approximately \$2.2 million, which exceeds the preliminary estimated purchase price of \$1.8 million. Accordingly, the Company recognized the excess of the fair value of the net assets over the purchase price of approximately \$0.4 million as a gain on bargain purchase. The gain on bargain purchase of \$0.4 million was included as a reduction of SG&A expenses within income from operations in the Consolidated Statements of Operations in the first quarter of 2010. The recorded amounts are provisional and subject to change. The Company continues to evaluate the purchase price allocation, including the opening fair value of inventory and accrued liabilities, which may require the Company to adjust the recorded gain.

The Company believes that it was able to acquire Value Music for less than the fair value of its assets because of (i) the seller's intent to exit its Value Music operations through bankruptcy liquidation and (ii) the Company's unique position as a market leader in this industry segment.

The following table summarizes the provisional amounts recognized for assets acquired and liabilities assumed as of the Acquisition Date. A single estimate of fair value results from a series of judgments about future events and uncertainties and relies heavily on estimates and assumptions. The Company's judgments used to determine the estimated fair value assigned to each class of assets acquired and liabilities assumed are not expected to materially impact the Company's results of operations. Certain estimated values are not yet finalized and are subject to change. The Company will finalize the amounts recognized as information necessary to complete the analyses is obtained. The Company expects to finalize these amounts as soon as possible but no later than one year from the acquisition date. The following are estimated fair value of assets acquired and liabilities assumed as of the Acquisition date (in thousands):

Cash	\$	11
Inventory		2,502
Other assets		9
Other liabilities		(312)
<hr/>		
Net assets acquired		2,210
Less: Purchase price		1,860
<hr/>		
Gain on Bargain purchase	\$	350
<hr/>		

Under ASC 805-10, acquisition related costs (i.e., advisory, legal, valuation and other professional fees) are not included as a component of consideration transferred, but are accounted for as expenses in the periods in which the costs are incurred. The Company incurred \$163,000 of acquisition related costs, which are included in Selling, General and Administrative expenses in the Statement of Operations. Any additional acquisition expense is expected to be immaterial.

In the period between the Acquisition Date and May 1, 2010, Value Music generated approximately \$0.8 million of net sales and \$0.1 million of net income. The Company has included the operating results of Value Music in its consolidated financial statements since the Acquisition Date.

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The unaudited pro forma statement of operations of the Company assuming this transaction occurred at February 1, 2009 is as follows:

(In thousands, except per share amounts)	Thirteen Weeks Ended	
	May 1, 2010	May 2, 2009
Net Sales	\$ 157,963	\$ 194,584
Net Loss	\$ (11,439)	\$ (13,201)
Diluted Loss per Share	\$ (0.36)	\$ (0.42)

The unaudited pro forma financial information is presented for informational purposes only and is not intended to represent or be indicative of the consolidated results of operations of the Company that would have been reported had the acquisition been completed as of the beginning of the periods presented, and should not be taken as being representative of the future consolidated results of operations of the Company.

### **Note 5. Stock Based Compensation**

Total stock-based compensation expense recognized in the condensed consolidated statements of operations for the thirteen weeks ended May 1, 2010 and May 2, 2009 was \$0.5 million and \$0.7 million, respectively, before income taxes. No deferred tax benefit was recorded against stock-based compensation expense for the thirteen weeks ended May 1, 2010 and May 2, 2009.

As of May 1, 2010, there was approximately \$0.3 million of unrecognized compensation cost related to stock award awards that is expected to be recognized as expense over a weighted average period of 0.4 years. Following the end of the first quarter of 2010, the Company issued 900,000 options which will increase unrecognized compensation costs and extend the weighted average period that expense will be recognized.

As of May 1, 2010, stock awards authorized for issuance under the Company's plans total 20.6 million. Of these awards authorized for issuance, 6.5 million were granted and are outstanding, 6.1 million of which were vested and exercisable. Awards available for future grants at May 1, 2010 were 3.4 million. During the thirteen weeks ended May 1, 2010, the Company did not issue any SSARS (Stock-Settled Appreciation Rights), or other instruments, requiring use of an option pricing valuation model.

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The following table summarizes stock award activity during the thirteen weeks ended May 1, 2010:

<b>Employee and Director Stock Award Plans</b>			
	<b>Number of Shares Subject To Award</b>	<b>Weighted Average Exercise Price<sup>(1)</sup></b>	<b>Weighted Average Remaining Contractual Term</b>
Balance January 30, 2010	7,770,140	\$ 7.24	4.0
Granted			
Exercised			
Forfeited	(456,854)	1.11	
Expired	(835,680)	10.34	
Balance May 1, 2010	6,477,606	\$ 7.27	3.6
Exercisable at May 1, 2010	6,080,254	\$ 7.59	3.3

<sup>(1)</sup> Exercise price ranges include the impact of deferred or restricted stock units that were granted at an exercise price of \$0. The intrinsic value of stock awards outstanding and exercisable as of May 1, 2010 was \$729,473 and \$219,537, respectively.

**Note 6. Defined Benefit Plans**

The Company maintains a non-qualified Supplemental Executive Retirement Plan ( SERP ) for certain executive officers of the Company. The SERP provides eligible executives defined pension benefits that supplement benefits under other retirement arrangements.

The Company had previously provided the Board of Directors with a noncontributory, unfunded retirement plan ( Director Retirement Plan ) that paid retired directors an annual retirement benefit. 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 of the Company s Common Stock. 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 their benefits to deferred shares.

The measurement date for the SERP and Director Retirement Plan is fiscal year end, using actuarial techniques which reflect estimates for mortality, turnover and expected retirement. In addition, management makes assumptions concerning future salary increases. Discount rates are generally established as of the measurement date using theoretical bond models that select high-grade corporate bonds with maturities or coupons that correlate to the expected payouts of the applicable liabilities.

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The following represents the components of the net periodic pension cost related to the Company's SERP and Director Retirement Plan for the respective periods:

	<b>Thirteen weeks ended</b>	
	<b>May 1, 2010</b>	<b>May 2, 2009</b>
	<i>(\$ in thousands)</i>	
Service cost	\$ 33	\$ 49
Interest cost	163	200
Amortization of prior service cost	86	85
Amortization of net gain	(171)	(86)
	<b>\$ 111</b>	<b>\$ 248</b>
Net periodic pension cost	<b>\$ 111</b>	<b>\$ 248</b>

During the thirteen weeks ended May 1, 2010, the Company did not make any cash contributions to the SERP or the Director Retirement Plan, and presently expects to pay approximately \$69,000 in benefits relating to the SERP and \$29,000 in benefits relating to the Director Retirement Plan during Fiscal 2010.

### **Note 7. Line of Credit**

In April 2010, the Company entered into a \$100 million amended and restated Credit Agreement ( Amended Credit Facility ). The principal amount of all outstanding loans under the Amended 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 Company is compliant with all covenants. The Amended Credit Facility also includes customary events of default, including, among other things, material adverse effect, bankruptcy, and certain changes of control. The Amended Credit Facility also contains other terms and conditions, including prohibiting the payment of dividends and covenants around the number of store closings. It also changed the formula for interest rates.

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.

The availability under the Amended Credit Facility is subject to limitations based on sufficient inventory levels. Based on inventory levels at the end of the quarter, the availability under the credit facility was \$88.2 million as of May 1, 2010. As of May 1, 2010, the Company didn't have any borrowings under the revolving credit facility and had \$1.8 million in outstanding letter of credit obligations. The weighted average interest rate on outstanding borrowings for the thirteen weeks ended May 1, 2010 was 3.25%.

As of May 2, 2009, the Company had borrowed \$29.0 million under the previous revolving credit facility, had \$0.1 million in outstanding letter of credit obligations under the revolving credit facility and

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\$113.3 million was available for borrowing. The weighted average interest rate on outstanding borrowings for the thirteen weeks ended May 2, 2009 was 1.46%.

### Note 8. Comprehensive Loss

Other accumulated comprehensive income that the Company reports in the condensed consolidated balance sheets represents the excess of accrued pension liability over accrued benefit cost, net of taxes, associated with the Company's defined benefit plans. Comprehensive loss was equal to net loss for the thirteen weeks ended May 1, 2010 and May 2, 2009.

### Note 9. Depreciation and Amortization of Fixed Assets

Depreciation and amortization of fixed assets included in the condensed consolidated statements of operations is as follows:

	Thirteen weeks ended	
	May 1, 2010	May 2, 2009
	<i>(in thousands)</i>	
Cost of sales	\$ 316	\$ 384
Selling, general and administrative expenses	2,863	3,660
Total	<u>\$ 3,179</u>	<u>\$ 4,044</u>

The \$0.9 million decline in depreciation expense during the thirteen weeks ended May 1, 2010, compared to the same period last year, is primarily due to lower store count and the write-down of fixed assets at underperforming locations during the fourth quarter of 2009.

### Note 10. Loss Per Share

Basic loss per share is calculated by dividing net loss by the weighted average common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock (net of any assumed repurchases) that then shared in the earnings of the Company, if any. It is computed by dividing net earnings 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.

For the thirteen week periods ended May 1, 2010, and May 2, 2009, the impact of outstanding stock awards was not considered because the Company reported a net loss and such impact would be anti-dilutive. Accordingly, basic and diluted loss per share is the same. Total anti-dilutive stock awards for the thirteen weeks ended May 1, 2010 and May 2, 2009 were approximately 5.1 million and 7.8 million, respectively.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

PART 1. FINANCIAL INFORMATION

Item 2 - Management's Discussion and Analysis of Financial Condition and

Results of Operations

May 1, 2010 and May 2, 2009

**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 statements 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, home video and video games 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 the unaudited condensed consolidated financial statements and related notes included elsewhere in this report and the audited financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended January 30, 2010.

At May 1, 2010, the Company operated 544 stores totaling approximately 3.6 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 stores offer predominantly entertainment software, including music, video and video games and related products. In total, these categories represented 86% of the Company's sales in the thirteen weeks ended May 1, 2010. The balance of categories, including software accessories, electronics and trend products represented 14% of the Company's sales in the thirteen weeks ended May 1, 2010.

The Company's results have been, and will continue to be, contingent upon management's ability to understand general economic and business trends and to manage the business in response to those trends. Management monitors a number of key performance indicators to evaluate its performance, including:

**Sales and comparable store sales:** The Company measures the rate of comparable store sales change. 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. The Company further analyzes sales by store format and by product category.

**Cost of Sales and Gross Profit:** Gross profit is impacted primarily by the mix of products sold, by discounts negotiated with vendors and discounts offered to customers. The Company records its distribution and product shrink expenses in cost of sales. Distribution expenses include those costs associated with purchasing, receiving, shipping, inspecting and warehousing product and costs associated with product returns to vendors. Cost of sales further includes obsolescence costs and is reduced by the benefit of vendor allowances, net of direct reimbursements of expense.

**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 disclosed in Note 9 to the condensed consolidated financial statements). SG&A expenses also include asset impairment charges and write-offs, 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 relevant indicators of its financial position. See Liquidity and Capital Resources for further discussion of these items.

## RESULTS OF OPERATIONS

### Thirteen Weeks Ended May 1, 2010 Compared to the Thirteen Weeks Ended May 2, 2009

The following table sets forth a period over period comparison of the Company's net sales by category:

	Thirteen weeks ended				Comparable Store Net Sales
	May 1, 2010 <i>(in thousands except store data)</i>	May 2, 2009	Change	%	
<b>Net sales:</b>	<b>\$ 156,539</b>	<b>\$ 191,433</b>	<b>\$ (34,894)</b>	<b>(18.2%)</b>	<b>(2.7%)</b>
As a percentage of net sales:					
Music	36%	36%			(0.6%)
Video	44%	43%			1.0%
Video Games	6%	8%			(36.4%)
Other	14%	13%			0.5%
<b>Store Count:</b>	<b>544</b>	<b>704</b>	<b>(160)</b>	<b>(22.7%)</b>	

**Net sales.** The 18% decrease in net sales during the thirteen weeks ended May 1, 2010, as compared to the same period last year, resulted from a comparable store net sales decline of 2.7% along with the decrease in store count of 23%.

**Music:**

The Company's stores and Internet websites offer a wide range of compact discs ( 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 represented 36% of total net sales for the thirteen weeks ended May 1, 2010.

Comparable store net sales in the music category decreased 0.6% during the thirteen weeks ended May 1, 2010. Total unit sales industry-wide were down 12% during the period corresponding to the Company's first fiscal quarter.



**Video:**

The Company offers DVDs and high definition DVDs ( Blu-ray ) in all of its stores. Comparable store net sales in the video category increased 1.0% during the first quarter. For the quarter, the industry was down 8%. Strong promotions and the performance of Avatar helped drive comp sales results.

**Video Games:**

The -36.4% comparable store sales in video games was due to a reduction in the number of stores carrying games. During Fiscal 2009, the Company eliminated the game category in over 200 stores. As of quarter-end, 139 of our stores carried games compared to 283 a year ago.

**Other:**

The Company offers accessory items for the use, care and storage of entertainment software, along with electronics and trend products. For the thirteen weeks ended May 1, 2010, comparable store net sales increased 0.5% for these categories.

**Gross Profit.** The following table sets forth a period over period comparison of the Company's gross profit:

	Thirteen weeks ended (in thousands)		Change	
	May 1, 2010	May 2, 2009	\$	%
Gross Profit	\$ 51,525	\$ 65,752	\$ (14,227)	(21.6%)
As a percentage of net sales	32.9%	34.3%		

The reduction in gross profit as a percentage of sales was due to lower vendor allowances this year versus last year.

**SG&A Expenses.** The following table sets forth a period over period comparison of the Company's SG&A expenses:

	Thirteen weeks ended (in thousands)		Change	
	May 1, 2010	May 2, 2009	\$	%
SG&A Expenses	\$ 62,178	\$ 79,359	\$ (17,181)	(21.6%)
As a percentage of net sales	39.7%	41.5%		

SG&A expenses decreased \$17.2 million, or 22% on the net sales decline of 18%. The decrease is primarily due to lower overhead expenses associated with the decrease in store count, lower depreciation expense due to lower store count and the write-down of fixed assets at underperforming locations during the fourth quarter of 2009 and lower variable selling expenses on the sales decline. Included in SG&A expenses is a gain on bargain purchase of \$350,000 related to the acquisition of five Value Music stores, offset by \$163,000 in acquisition costs.

**Interest Expense, Net.** Net interest expense was \$0.7 million during the thirteen weeks ended May 1, 2010 and May 2, 2009.

**Income Tax Expense (Benefit).** As of January 30, 2010 and January 31, 2009, the Company had incurred cumulative three-year losses. Based on the cumulative three-year losses and other available objective evidence, management concluded that a full valuation allowance should be recorded against

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the Company's deferred tax assets. Due to the recognition of a full valuation allowance as of January 30, 2010, the projected net loss for the year ending January 29, 2011 and the net loss incurred for the thirteen weeks ended May 1, 2010, the Company did not provide a current tax benefit for the net loss incurred for this thirteen week period.

For the thirteen weeks ended May 1, 2010, the tax expense associated with the quarter-specific items is primarily attributed to the net impact of the interest accrual related to uncertain tax positions and state taxes based on modified gross receipts incurred during this period.

For the thirteen weeks ended May 2, 2009, the tax benefit associated with the quarter-specific items is primarily attributed to the net impact of the interest accrual related to uncertain tax positions, the reduction of tax reserves due to a tax examination settlement and state taxes based on modified gross receipts incurred during this period.

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

	<b>Thirteen weeks ended</b> <i>(in thousands)</i>	
	<b>May 1, 2010</b>	<b>May 2, 2009</b>
Loss before income tax expense (benefit)	\$ (11,341)	\$ (14,310)
Income tax expense (benefit)	74	(574)
<b>Net loss</b>	<b>\$ (11,415)</b>	<b>\$ (13,736)</b>

For the thirteen weeks ended May 1, 2010, the Company's net loss decreased \$2.3 million to \$11.4 million from \$13.7 million for the thirteen weeks ended May 2, 2009. The decreased loss was due to a reduction in SG&A expenses partially offset by the decline in gross profit from lower sales and a decrease in gross margin percentage.

**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 at least the next twelve months, 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, as well as closing 18 stores in the first quarter of 2010, and plans to continue its careful evaluation of store profitability of its remaining 544 stores in consideration of lease terms, conditions and expirations. The Company expects to close its distribution facility in Carson, California during Fiscal 2010.

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 summary of key components of cash flow and working capital for each of the thirteen weeks ended May 1, 2010 and May 2, 2009, or at those dates:

	Thirteen weeks ended		Change
	May 1, 2010	May 2, 2009	\$
<i>(in thousands)</i>			
Operating Cash Flows	\$ (46,779)	\$ (48,570)	\$ 1,791
Investing Cash Flows	(2,596)	(1,334)	(1,262)
Financing Cash Flows	(864)	28,070	(28,934)
Capital Expenditures	(747)	(1,334)	587
Cash and Cash Equivalents	21,275	8,221	13,054
Merchandise Inventory	251,279	332,695	(81,416)
Working Capital	169,676	201,769	(32,093)

The Company had cash and cash equivalents of \$21.3 million at May 1, 2010, compared to \$71.5 million at January 30, 2010 and \$8.2 million at May 2, 2009. In line with our initiative to reduce our inventory levels, merchandise inventory was \$69 per square foot at May 1, 2010, compared to \$74 per square foot at May 2, 2009.

Cash used by operating activities was \$46.8 million for the thirteen weeks ended May 1, 2010. The primary use of cash was a \$55.8 million seasonal reduction of accounts payable. The Company's merchandise inventory and accounts payable are influenced by the seasonality of its business. A

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significant reduction of accounts payable occurs annually in the fiscal first quarter, reflecting payments for merchandise inventory sold during the prior year's holiday season.

Cash used by investing activities was \$2.6 million for the thirteen weeks ended May 1, 2010. The primary use of cash was \$1.8 million for the acquisition of Value Music.

Cash used by financing activities was \$0.9 million for the thirteen weeks ended May 1, 2010 for the payment on long term debt on capital lease obligations.

In April 2010, the Company entered into a \$100 million amended and restated Credit Agreement ( Amended Credit Facility ). The principal amount of all outstanding loans under the Amended 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. The Amended Credit Facility also contains other terms and conditions including prohibiting the payment of dividends and covenants around the number of store closings. It also changed the formula for interest rates.

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.

The availability under the Amended Credit Facility is subject to limitations based on sufficient inventory levels. Based on inventory levels at the end of the quarter, the availability under the credit facility was \$88.2 million as of May 1, 2010. As of May 1, 2010, the Company didn't have any borrowings under the revolving credit facility and had \$1.8 million in outstanding letter of credit obligations. The weighted average interest rate on outstanding borrowings for the thirteen weeks ended May 1, 2010 was 3.25%.

As of May 2, 2009, the Company had borrowed \$29.0 million under the previous revolving credit facility, had \$0.1 million in outstanding letter of credit obligations under the revolving credit facility and \$113.3 million was available for borrowing. The weighted average interest rate on outstanding borrowings for the thirteen weeks ended May 2, 2009 was 1.46%.

We believe that cash provided by sales of merchandise inventory and available borrowing capacity under our credit facility, which expires on April, 2013, will provide us with sufficient liquidity through the expiration of this credit facility.

**Capital Resources.** During the thirteen weeks ended May 1, 2010, the Company made capital expenditures of \$0.7 million. The Company plans to spend approximately \$10 million for capital expenditures in fiscal 2010.

**CRITICAL ACCOUNTING POLICIES AND 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.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations included in the Form 10-K for the year ended January 30, 2010 includes a summary of the critical accounting policies and methods used by the Company in the preparation of its condensed consolidated financial statements. There have been no material changes or modifications to the policies since January 30, 2010.

**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.

**TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES**  
**PART I FINANCIAL INFORMATION**

**Item 3 - Quantitative and Qualitative Disclosures about Market Risk**

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 revolving credit facility can be variable. Interest on the revolving credit facility is payable monthly in arrears at a variable rate of either the prime rate or LIBOR plus 0.75%. 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. For a discussion of the Company's accounting policies for financial instruments and further disclosures relating to financial instruments, see "Nature of Operations and Summary of Significant Accounting Policies" in the Notes to Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended January 30, 2010. The Company does not hold any derivative instruments and does not engage in hedging activities.

**Item 4 - Controls and Procedures**

(a) Evaluation of disclosure controls and procedures. The Company's Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of May 1, 2010, have concluded that as of such date the Company's disclosure controls and procedures were adequate and effective and designed to ensure that material information relating to the Company and its subsidiaries would be made known to such officers on a timely basis.

(b) Changes in internal controls. There have been no changes in the Company's internal controls over financial reporting that occurred during the fiscal quarter covered by this quarterly report that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

TRANS WORLD ENTERTAINMENT CORPORATION AND SUBSIDIARIES

PART II - OTHER INFORMATION

**Item 1 Legal Proceedings**

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 and in the aggregate, will not have a material adverse effect on the results of operations and financial condition of the Company.

**Item 1A Risk Factors**

Risks relating to the Company's business and Common Stock are described in detail in Item 1A of the Company's most recently filed Annual Report on Form 10-K for the year ended January 31, 2009.

**Item 2 Unregistered Sales of Equity Securities and Use of Proceeds**

None.

**Item 3 Defaults Upon Senior Securities**

None.

**Item 4 Submissions of Matters to a Vote of Security Holders**

None.

**Item 5 Other Information**

None.

**Item 6 - Exhibits**

**(A) Exhibits -**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Offer Letter for Mike Honeymen, President and Chief Operating Officer
31.1	Chief Executive Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Chief Financial Officer certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification pursuant to 18 U.S.C Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**SIGNATURES**

Pursuant to the requirements of the Securities and 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**

June 10, 2010

**By: /s/ Robert J. Higgins**

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Robert J. Higgins  
Chairman and Chief Executive Officer  
(Principal Executive Officer)

June 10, 2010

**By: /s/ John J. Sullivan**

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John J. Sullivan  
Executive Vice President and Chief Financial Officer  
(Principal Financial and Chief Accounting Officer)