

EXHIBIT A

Exhibit A to UCC-1 Financing Statement by and between NATIONAL RECORD MART, INC., Debtor and BARCLAYS BUSINESS CREDIT, INC., Secured Party.

The collateral shall consist of:

(a) all of Debtor's accounts, contract rights, chattel paper, instruments and documents, whether now owned or hereafter created or acquired by Debtor or in which Debtor now has or hereafter acquires any interest (the "Accounts");

(b) all of Debtor's general intangibles, whether now owned or hereafter created or acquired by Debtor, including, without limitation, all choses in action, causes of action, corporate or other business records, deposit accounts, inventions, designs, patents, patent applications, trademarks, trade names, trade secrets, goodwill, copyrights, registrations, licenses, franchises, customer list, tax refund claims, computer programs, all claims under guaranties, security interests or other security held by or granted to Debtor to secure payment of any of the Accounts by a Person obligated under or on account of an Account or by reason of the purchase or collection of an Account, all rights to receive payments from the issuer of any credit cards or charge cards, all rights to indemnification and all other intangible property of every kind and nature (other than Accounts) ("General Intangibles");

(c) all machinery, equipment, spare parts, vehicles, furniture and fixtures, including, without limitation, dies, tools, jigs and molds, all warranties by third parties relating thereto, and all attachments, accessions and equipment now or hereafter affixed thereto or used in connection therewith, and all substitutions and replacements thereof, wherever located, whether now owned or hereafter acquired (the "Equipment"); and all books, records and other property and general intangibles at any time relating to the Equipment.

(d) all of Debtor's inventory, whether now owned or hereafter acquired by Debtor, including, but not limited to, all goods intended for sale or lease by Debtor, or for display or demonstration; all work in process; all raw materials and other materials and supplies of every nature and description used or which might be used in connection with the manufacture, printing, packing, shipping, advertising, selling, leasing or furnishing of such goods or otherwise used or consumed in Debtor's business; and all documents evidencing and General Intangibles relating to any of the foregoing, whether now owned or hereafter acquired by Debtor ("Inventory");

(e) all monies in which Debtor has expressly granted a security interest or may in the future grant a security interest to Secured Party hereunder and all other property in which Debtor may in the future grant a security interest to Secured Party or in