

5.6.99

RECORDATION I
TRADE

05-10-1999

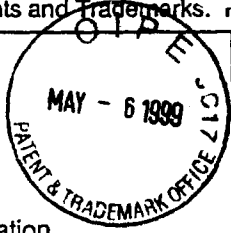
DEPARTMENT OF COMMERCE
Patent and Trademark Office



101034306

Tab settings

To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.



1. Name of conveying party(ies):

Matrix Software, Inc.

- Individual(s)
- General Partnership
- Corporation-State - Michigan
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: October 11, 1996

2. Name and address of receiving party(ies)

Name: Alliance Entertainment Corp.

Internal Address: _____

Street Address: 4250 Coral Ridge Drive

City: Coral Springs State: FL ZIP: 33065

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

*formerly located at 110 East 59th St.
New York, NY

B. Trademark Registration No.(s)

1,997,557

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Muslima Lewis, Esq.

Internal Address: _____

Alliance Entertainment Corp.

Street Address: _____

4250 Coral Ridge Drive

City: Coral Springs State: FL ZIP: 33065

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....s 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

05/10/1999 ENCLIVEN 00000243 1997557

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(40.00 DP)

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Marci A. Blazer
Name of Person Signing

Marci A. Blazer
Signature

5/3/99
Date

Total number of pages including cover sheet, attachments, and document: 3

TRADEMARK ASSIGNMENT

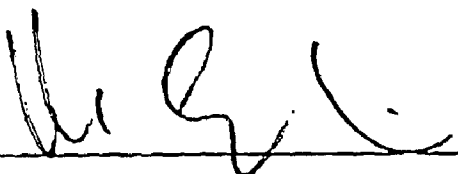
WHEREAS, Matrix Software, Inc., a corporation duly organized and validly existing under the laws of the State of Michigan ("Assignor"), whose principal place of business is at 415 North State Street, Big Rapids MI, 49307, adopted and uses, and thereby owns all right, title, and interest in, to and under the trademarks and service marks (including all trademark or service mark registrations thereof) listed in Appendix I annexed hereto (collectively, the "Trademarks"); and

WHEREAS, Assignor, and Alliance Entertainment Corp., a corporation incorporated under the laws of the State of Delaware ("Assignee"), whose principal place of business is at 110 East 59th Street, New York, New York 10022, are parties to a Merger Agreement, dated October 11, 1996, which provides, inter alia, for the purchase by Assignee of the Trademarks from Assignor;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, convey, assign, transfer and deliver to Assignee, all of Assignor's right, title and interest in and to the Trademarks in the United States and in any country of the world, together with the goodwill of the business symbolized by the Trademarks, and each of them, including any and all claims, demands and causes of action for infringement or otherwise of the same, past, present, and future, and all of the proceeds from the foregoing, accrued and unpaid and hereafter accruing.

IN WITNESS WHEREOF, Assignor has duly executed this Trademark Assignment this 11 day of October, 1996.

MATRIX SOFTWARE, INC.

By:  _____

Michael Erlewine, President

APPENDIX I

REGISTERED TRADEMARKS/SERVICE MARKS

<u>Trademark/Service mark</u>	<u>Registration Number</u>	<u>Registration Date</u>
Astro*Clock	1608906	August 7, 1990
Astro*Talk	1,871,150	January 3, 1995
Child*Star	1868115	December 20, 1994
The New Age/Holistic Alternatives & Natural Lifestyles	1,997,557	August 27, 1996

PENDING APPLICATIONS

<u>Trademark</u>	<u>Serial Number</u>	<u>Filing Date</u>
Blue*Star	Serial Number 75/134202	Application Filing Date: July 15, 1996
Win*Star	Serial Number 74/489978	Statement of Use Filing Date: March 12, 1996
All-Game Guide, Critics' Grade A Choice	Serial Number 74/486728	Statement of Use Filing Date: July 8, 1996
AMG Logo	Serial Number 75/134203	Application Filing Date: July 15, 1996
All-Media Guide, Critics' Grade A Choice	Serial Number 74,486727	Statement of Use Filing Date: July 8, 1996
All-Movie Guide (Service Mark)	Serial Number 75/074818	Application Filing Date: March 15, 1996
All Music Guide	Serial Number 75/074820	Application Filing Date: March 15, 1996
All Music Guide	Serial Number 75/074819	Application Filing Date: March 15, 1996
All Music Guide	Serial Number 75/027675	[Registration refused; response to refusal was required in September]
New Age Voices	Serial Number 75/002433	October 6, 1995

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