

05-11-1999



101037368

COVER SHEET
(SONLY)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

5.6.99

Tab settings □ □ □ ▼

To the Honorable Comm.

101037368. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Alliance Entertainment Corp.

- Individual(s)
- General Partnership
- Corporation-State
- Other



2. Name and address of receiving party(ies)

Name: AEC One Stop Group, Inc.

Internal Address: _____

Street Address: 4250 Coral Ridge Drive

City: Coral Springs State: F.L. 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

3. Nature of conveyance:

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

Effective Date: August 19, 1998

Execution Date: April 30, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Attached Schedule

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: _____

AEC One Stop Group, Inc.

Street Address: 4250 Coral Ridge Drive

City: Coral Springs State: F.L. ZIP: 33065

05/10/1999 DNGUYEN 00000258 1608906

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$ 240.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

01 FC:481
02 FC:482

40.00 OP
200.00 OP

DO NOT USE THIS SPACE

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: 5

Mail documents to be recorded with required cover sheet information to:

TRADEMARK

REEL: 1894 FRAME: 0890

Schedule A

<u>Trademark/Service Mark</u>	<u>Reg. Number</u>	<u>Reg. Date</u>
ASTRO*CLOCK	1,608,906	August 7, 1990
ASTRO*TALK	1,871,150	January 3, 1995
CHILD*STAR	1,868,115	December 20, 1991
THE NEW AGE HOLISTIC ALTERNATIVES & NATURAL LIFE STYLES and Design	1,997,557	August 27, 1996
WINSTAR	2,016,027	November 12, 1996
ALL-GAME GUIDE, CRITICS' GRADE A CHOICE	2,021,163	December 3, 1996
ALL-MUSIC GUIDE	2,076,960	July 8, 1997
NEW AGE VOICES	2,064,561	May 27, 1997
ALL-MEDIA GUIDE CRITICS GRADE A CHOICE	2,018,072	November 19, 1996



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TRADEMARK ASSIGNMENT

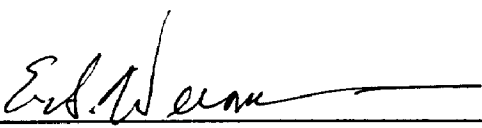
This Assignment is made on this 30 day of April, 1999 between Alliance Entertainment Corp., a corporation organized and existing under the laws of the State of Delaware and having a place of business at 4250 Coral Ridge Drive, Coral Springs, FL 33065 ("Alliance"), and AEC One Stop Group, Inc., a corporation organized and existing under the laws of the State of Delaware, having a place of business at 4250 Coral Ridge Drive, Coral Springs, FL 33065 ("AEC").

WHEREAS, on July 30, 1998, the United States Bankruptcy Court for the Southern District of New York approved a plan of reorganization for Alliance pursuant to which all assets owned by Alliance, including the trademarks and service marks and registrations therefore on the Principal Register of the United States Patent and Trademark Office listed on Schedule A hereto, the common law rights pertaining thereto and all goodwill associated therewith (collectively the "Trademarks"), were to be assigned to AEC.

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and for other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Alliance does hereby confirm, *nunc pro tunc* that, as of August 19, 1998, it assigned to AEC all its right, title and interest in and to the Trademarks, including all the business to which the Trademarks pertain and the right to recover damages and profits and all other remedies for past infringements thereof.


IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the date first above written.

ALLIANCE ENTERTAINMENT CORP.

By: 
Name: Eric Weisman
Title: CEO / President

ACKNOWLEDGED AND ACCEPTED
AS OF THE DATE SET FORTH ABOVE

AEC One Stop Group, Inc.,

By: 
Name: Eric Weisman
Title: President / CEO

STATE OF Florida)
COUNTY OF Broward) ss:

On this 30 day of April, 1999, personally appeared
Eric Weisman to me known and known to me to be
President/CEO of Alliance Entertainment Corp., the
party named above, and acknowledged that he/she executed the
foregoing Assignment on behalf of said party and pursuant to
authority duly received.



MUSLIMA LEWIS
My Commission CC541166
Expires Mar 19 2000

Muslima Lewis
Notary Public

STATE OF Florida)
COUNTY OF Broward) ss:

On this 36 day of April, 1999, personally appeared
Eric Weisman to me known and known to me to be
President of AEC One Stop Group, Inc., the party
named above, and acknowledged that he/she executed the foregoing
Assignment on behalf of said party and pursuant to authority duly
received.



MUSLIMA LEWIS
My Commission CC541166
Expires Mar 19 2000

Muslima Lewis
Notary Public

Schedule A

<u>Trademark/Service Mark</u>	<u>Reg. Number</u>	<u>Reg. Date</u>
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