

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alligator Acquisition LLC (as successor by merger to Alliance Entertainment Corp.)		02/28/2005	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Foothill, Inc.		
Street Address:	One Boston Place, Suite 1800		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02108		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2393497	IDN INNOVATIVE DISTRIBUTION NETWORK	
Serial Number:	74733110	CASTLE RECORDS	
CORRESPONDENCE DATA			
Fax Number:	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2127562388		
Email:	daniel.angel@srz.com		
Correspondent Name:	Daniel Angel, Esq.		
Address Line 1:	919 Third Avenue		
Address Line 4:	New York, NEW YORK 10022		
NAME OF SUBMITTER:	Daniel Angel, Esq. (025983/0088)		
Signature:	/sas for da/		
Date:	04/15/2005		

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Total Attachments: 4

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ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, **ALLIGATOR ACQUISITION LLC** (as successor by merger to Alliance Entertainment Corp., collectively, the "Assignor"), a Delaware limited liability company, has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into an Amended and Restated Security Agreement, dated as of February 28, 2005 (as amended, restated or otherwise modified from time to time, the "Security Agreement"), in favor of **WELLS FARGO FOOTHILL, INC.**, a California corporation, with offices at One Boston Place, Suite 1800, Boston, Massachusetts 02108, as collateral agent for certain agents, lenders and other parties (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee, and granted to the Assignee for the benefit of the lenders, a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Lender Group (as such term is defined in the Security Agreement) a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of February 28, 2005.

ALLIGATOR ACQUISITION LLC, as successor
by merger to Alliance Entertainment Corp.

By: 

Name: *Marc Fierman*
Title: *Vice President*

STATE OF Florida

ss.:

COUNTY OF Lee

On this 28th day of February 2005, before me personally came Marc Fierman, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the Vice President of Alligator Acquisition LLC, a Delaware limited liability company, and that s/he executed the foregoing instrument in the firm name of Alligator Acquisition LLC, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

[Signature]



SCHEDULE 1A TO ASSIGNMENT FOR SECURITY

**ALLIGATOR ACQUISITION LLC, as successor by merger to
Alliance Entertainment Corp., a Delaware limited liability company**

U.S. TRADEMARK REGISTRATION AND APPLICATION

MARK	REG./APP. NO.
IDN INNOVATIVE DISTRIBUTION NETWORK	2393497
CASTLE RECORDS	74/733110