

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------|----------|----------------|---------------------------|
| Ricardo Vinas | | 03/12/2009 | INDIVIDUAL: UNITED STATES |

RECEIVING PARTY DATA

| | |
|------------------------|--|
| Name: | Red Distribution, LLC |
| Street Address: | 79 Fifth Avenue, 15th Fl. |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10003 |
| Entity Type: | LIMITED LIABILITY COMPANY: UNITED STATES |

PROPERTY NUMBERS Total: 12

| Property Type | Number | Word Mark |
|----------------|----------|--------------------------|
| Serial Number: | 78743593 | THRIVE |
| Serial Number: | 78743567 | THRIVE |
| Serial Number: | 77681815 | REAL KIDS, REAL ROCK! |
| Serial Number: | 77534306 | TOTAL |
| Serial Number: | 77534308 | ROCK HEROES |
| Serial Number: | 77534304 | TOTAL CLUB HITS |
| Serial Number: | 77572425 | LIL' ROCK STARZ |
| Serial Number: | 77534310 | LIL' ROCK STARZ |
| Serial Number: | 77534305 | TOTAL DANCE |
| Serial Number: | 77317075 | THRIVEMIX PRESENTS TOTAL |
| Serial Number: | 77311492 | THRIVEMIX |
| Serial Number: | 77311455 | THRIVE |

CORRESPONDENCE DATA

OP \$315.00 78743593

Fax Number: (212)768-6800
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2127685367
Email: trademarks@sonnenschein.com
Correspondent Name: Monica B. Richman
Address Line 1: P.O. Box #061080
Address Line 2: Wacker Drive Station, Sears Tower
Address Line 4: Chicago, ILLINOIS 60606-1080

| | |
|-------------------------|---------------------|
| ATTORNEY DOCKET NUMBER: | 20000826-0013 |
| NAME OF SUBMITTER: | Monica B. Richman |
| Signature: | /monica b. richman/ |
| Date: | 03/16/2009 |

Total Attachments: 3
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source=RED DISTRIBUTION LLC#page3.tif

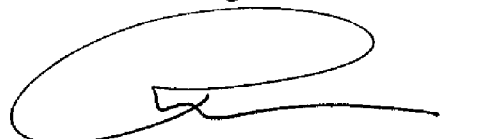
ASSIGNMENT OF TRADEMARKS
(For Security Purposes)

Ricardo Vinas ("Assignor"), for good and valuable consideration, hereby transfers and assigns to RED Distribution, LLC ("Assignee"), and grants to Assignee, pursuant to a certain Security Agreement and Amendment among Thrive Records, LLC, Assignor and Assignee, dated as of July 24, 2008, a security interest in and mortgage on, all of Assignor's right, title and interest throughout the universe in and to the trademarks, trade names, trade styles and service marks listed on Schedule A annexed hereto (the "Trademarks") and the good will of the business symbolized by the Trademarks and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States, any state thereof, or any other country or political subdivision thereof, all whether now or hereafter owned or licensed by Assignor, and all reissues, extensions or renewals thereof and all proceeds thereof including, without limitation, any claims by Assignor against third parties for infringement thereof.

This transfer and assignment is made as collateral security pursuant to a certain Security Agreement among Thrive Records, LLC, Assignor and Assignee, dated as of July 24, 2008 (the "Security Agreement"). Assignor and Assignee hereby acknowledge and affirm that the rights and remedies of Assignee with respect to this Assignment of Trademarks (For Security Purposes) are more provisions of which are incorporated herein by reference.

Assignee's address is 79 Fifth Avenue, New York, New York 10003.

IN WITNESS WHEREOF, the undersigned has executed this Assignment of Trademarks on 3-12, 2009.

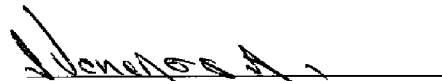


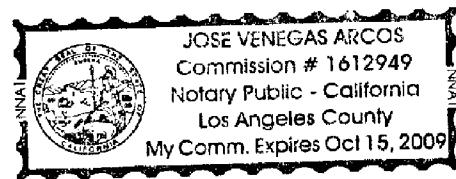
RICARDO VINAS

STATE OF CALIFORNIA)
) ss.:
COUNTY OF LOS ANGELES)

On this 13 day of March, 2009, before me personally came Ricardo Vinas, to me known, who, being by me duly sworn, did depose and say that he is the individual that executed the foregoing instrument, and he duly acknowledged and swore to me that he executed the same.

IN WITNESS WHEREOF, I hereunto set my hand and Notarial Seal.


Notary Public



Schedule A

Trademark Registrations/Applications

| Name | Country | Serial # Date | Registration # Issue Date |
|-----------------------------|---------|------------------|------------------------------|
| THRIVE | US | 78743593 | 10/31/05 |
| THRIVE | US | 78743567 | 10/31/05 |
| REAL KIDS, REAL ROCK! | US | 77681815 | 03/02/09 |
| TOTAL | US | 77534306 | 07/29/08 |
| ROCK HEROES | US | 77534308 | 07/29/08 |
| TOTAL CLUB HITS | US | 77534304 | 07/29/08 |
| LIL' ROCK STARZ | US | 77572425 | 09/17/08 |
| LIL' ROCK STARZ | US | 77534310 | 07/29/08 |
| TOTAL DANCE | US | 77534305 | 07/29/08 |
| THRIVEMIX PRESENTS TOTAL | US | 77317075 | 10/30/07 |
| THRIVEMIX | US | 77311492 | 10/23/07 |
| THRIVE | US | 77311455 | 10/23/07 |