

TRADEMARK ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Transfer Statement and Notice of Release of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Bernard National Loan Investors Ltd.		04/27/2010	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	IndieBlu Music Holdings, LLC		
Street Address:	230 Franklin Road		
Internal Address:	Suite 12-N		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37065		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 12			
Property Type	Number	Word Mark	
Registration Number:	1082348	CRITICS CHOICE	
Registration Number:	1535955	AMERICA'S 'POPS'	
Registration Number:	1552655	AUDIO +	
Registration Number:	1513405	CINEDISC	
Registration Number:	2793225	COMPENDIA	
Registration Number:	2852406	COMPENDIA MUSIC GROUP	
Registration Number:	1548067	DIRECT TO DIGITAL	
Registration Number:	3059789	LIFE2	
Registration Number:	1457272	MAXIPLAY	
Registration Number:	1472957	MUSICMATE	
Registration Number:	1465290	PRO JAZZ	
Registration Number:	1075865	Q	

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 REEL: 004201 FRAME: 0728

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CORRESPONDENCE DATA

Fax Number: (312)896-5678

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 312/464-3100

Email: msmolucka@loeb.com

Correspondent Name: Miriam Cohen/Loeb & Loeb LLP

Address Line 1: 345 Park Avenue

Address Line 4: New York, NEW YORK 10154

ATTORNEY DOCKET NUMBER:

210351-10002

NAME OF SUBMITTER:

Mary Ann Smolucka

Signature:

/s/ Mary Ann Smolucka

Date:

05/07/2010

Total Attachments: 7

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**TRANSFER STATEMENT
AND
NOTICE OF RELEASE OF SECURITY INTEREST**

April ~~27~~, 2010

THIS TRANSFER STATEMENT AND NOTICE OF RELEASE OF SECURITY INTEREST ("Transfer Statement") is presented pursuant to the provisions of Section 9-619 of the Uniform Commercial Code of the State of New York ("UCC"). As required by the UCC, upon receipt of this Transfer Statement, the United States Patent and Trademark Office shall (i) accept the Transfer Statement, and (ii) promptly amend it's records to reflect the transfer described herein.

1. Default; Secured Obligations. BT Music, LLC, Sheridan Square Entertainment, Inc., CM, LLC, Compendia Acquisition, LLC, Artemis Classics LLC, Tone-Cool Records, Corp., Musicrama Distributions & Marketing, Inc., Musicrama, Inc., Sheridan Square Ventures I, LLC, VRNA, LLC and Sheridan Square Publishing Group, LLC (each, a "Debtor" and collectively, "Debtors") entered into various security agreements (as amended, modified and supplemented from time to time, collectively, the "Security Agreements") in favor of Bernard National Loan Investors, Ltd., as agent ("Secured Party"). To secure the obligations of Debtors to Secured Party as set forth in the Security Agreements, Debtors granted to Secured Party a perfected security interest in, among other things, the registered intellectual property of Debtors. Pursuant to a Trademark Security Agreement dated as of July 27, 2006, recorded in the United States Patent and Trademark Office on September 22, 2006 at Reel 003395 and Frame 0737, Compendia Acquisition, LLC ("Grantor") granted to Secured Party a security interest in all right, title and interest of Grantor in and to the intellectual property identified on Exhibit A attached hereto and incorporated herein (collectively, the "Intellectual Property"). Debtors are in default under the Security Agreements.

2. Exercise of Post-Default Remedies. Secured Party has foreclosed upon the Intellectual Property by selling the Intellectual Property to IndieBlu Music Holdings, LLC, a Delaware limited liability company ("Transferee"), at a public foreclosure sale pursuant to Section 9-610 of the UCC on the terms and conditions set forth in that certain Secured Party General Conveyance and Bill of Sale by and between Secured Party and Transferee dated as of April 1, 2009 (the "Bill of Sale").

3. Transferee's Rights in Collateral. As a result of Secured Party's foreclosure upon the Intellectual Property, and pursuant to the terms of the Bill of Sale, Transferee has acquired all right, title and interest of Grantor in the Intellectual Property.

4. Names; Mailing Addresses. The name and mailing address of Grantor, Secured Party, and Transferee are as follows:

Grantor:

Compendia Acquisition, LLC
P.O. Box 519
Franklin, Tennessee 37055

Secured Party:

Bernard National Loan Investors Ltd.
c/o Fortress Value Recovery CM LLC
1345 Avenue of the Americas, 29th Floor
New York, New York 10105
Attention: Steve Campbell

Transferee:

IndieBlu Music Holdings, LLC
230 Franklin Road, Suite 12-N
Franklin, Tennessee 37065
Attention: Michael Olsen

5. Release of Lien: Secured Party hereby releases and discharges its security interest in and to the Intellectual Property listed on **Exhibit A**.

[Remainder of Page Intentionally Left Blank; Signatures Follow]

Please be advised that nothing contained herein shall act as a waiver of any of Secured Party's rights under the Security Agreement and/or any other documents, instruments and/or agreements executed in connection therewith or applicable law, all of which are expressly reserved.

BERNARD NATIONAL LOAN INVESTORS,
LTD., as agent

By: Fortress Value Recovery CM LLC,
its collateral manager

By: 

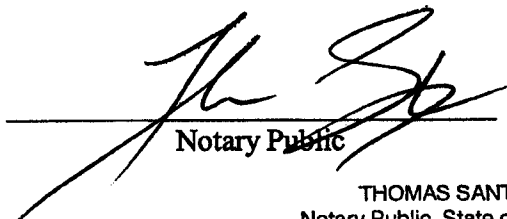
Name:

Title:

DOUGLAS J. CARDONI
CHIEF ADMINISTRATIVE OFFICER

STATE OF NEW YORK)
 : ss.:
COUNTY OF NEW YORK)

On the 26 day of April, 2010, before me personally came Dou Cardoni to me known, who, being by me duly sworn did depose and say that s/he is the CEO of Fortress Value Recovery CM, LLC, the collateral manager of Bernard National Loan Investors, Ltd., the limited liability company described in and which executed the above instrument; and that s/he signed her/his name thereto on behalf of said limited liability company pursuant to authorization under the operating agreement of said limited liability company; and that he/she signed his/her name thereto by like authority.



Notary Public



THOMAS SANTORA
Notary Public, State of New York
No. 01SA6191079
Qualified in New York County
Commission Expires Aug. 4, 2012

EXHIBIT A
INTELLECTUAL PROPERTY

COMPENDIA ACQUISITION, LLC

U.S. Trademark Registrations

Mark	Status	U.S. Reg. No.	Date Registered
CRITIC'S CHOICE Design 	Registered	1,082,348	1/17/78
AMERICA'S 'POPS' Design 	Registered	1,535,955	4/18/89
AUDIO + Design 	Registered	1,552,655	8/22/89
CINEDISC Design 	Registered	1,513,405	11/22/88
COMPENDIA	Registered	2,793,225	12/9/03
COMPENDIA MUSIC GROUP Design 	Registered	2,852,406	6/15/04
DIRECT TO DIGITAL	Registered	1,548,067	7/18/89
LIFE2 Design 	Registered	3,059,789	2/21/06
MAXIPLAY	Registered	1,457,272	9/15/87
MUSICMATE	Registered	1,472,957	1/19/88

Mark	Status	U.S. Reg. No.	Date Registered
PRO JAZZ Design 	Registered	1,465,290	11/17/87
Design Only (Musical Staff) 	Registered	1,075,865	10/25/77

Foreign Trademark Registrations

None.

Pending U.S. Trademark Applications

None.

Trademark Licenses

None.