

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM327638

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Release Of Security Interests In Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Gores Co-Invest II Panther Holdings, LLC		11/25/2014	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	C D Listening Bar, Inc.		
<b>Street Address:</b>	17822 Gillette Unit A		
<b>City:</b>	Irvine		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92614		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>Name:</b>	Alliance Entertainment, LLC		
<b>Street Address:</b>	4250 Coral Ridge Drive		
<b>City:</b>	Coral Springs		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33065		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>Name:</b>	ACE Direct, LLC		
<b>Street Address:</b>	4250 Coral Ridge Drive		
<b>City:</b>	Coral Springs		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33065		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>Name:</b>	Directou, LLC		
<b>Street Address:</b>	4250 Coral Ridge Drive		
<b>City:</b>	Coral Springs		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33065		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>Name:</b>	Project Panther Acquisition Corporation		
<b>Street Address:</b>	360 N. Crescent Drive, South		
<b>City:</b>	Beverly Hills		
<b>State/Country:</b>	CALIFORNIA		

TRADEMARK

Postal Code:	90210
Entity Type:	CORPORATION: DELAWARE
Name:	Audiolife, LLC
Street Address:	360 N. Crescent Drive, South
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90210
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE
Name:	Alliance Entertainment Holding Corporation
Street Address:	4250 Coral Ridge Drive
City:	Coral Springs
State/Country:	FLORIDA
Postal Code:	33065
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 24**

Property Type	Number	Word Mark
Registration Number:	1871150	ASTRO TALK
Registration Number:	1868115	CHILD STAR
Registration Number:	3276539	KNOW THRU ASTROLOGY
Registration Number:	3434119	N CIRCLE ENTERTAINMENT
Registration Number:	3885036	THEY'LL NEVER KNOW THEY'RE LEARNING
Serial Number:	85806848	WEB AMI INTERACTIVE ALLIANCE MUSIC INDEX
Registration Number:	2016027	WINSTAR
Registration Number:	4240701	BIG BOOK OF MUSIC
Registration Number:	3907682	CC MUSIC
Registration Number:	2275744	CC VIDEO
Registration Number:	1860145	COLLECTORS' CHOICE
Registration Number:	1858053	COLLECTORS' CHOICE MUSIC
Registration Number:	3409924	DEEPPDISCOUNT
Registration Number:	3409913	DEEPPDISCOUNT.COM
Registration Number:	3215314	DEEPPDISCOUNTCD.COM
Registration Number:	3215313	DEEPPDISCOUNTDVD.COM
Registration Number:	2453998	DVDPLANET
Registration Number:	1762498	HEARTLAND MUSIC
Registration Number:	3410029	NOBLE ROT
Registration Number:	3946299	TARTARE
Registration Number:	4016959	TARTARE
Registration Number:	2376791	THE BIG BOOK OF MOVIES
Registration Number:	3961193	HEARTLAND MUSIC AMERICA'S #1 MUSIC CATAL

**TRADEMARK**

Property Type	Number	Word Mark
Registration Number:	2292647	HEARTLAND MUSIC

**CORRESPONDENCE DATA**

**Fax Number:** 2027393001

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 202-739-3000

**Email:** jennifer.evans@morganlewis.com

**Correspondent Name:** Morgan, Lewis & Bockius LLP

**Address Line 1:** 1111 Pennsylvania Avenue, NW

**Address Line 4:** Washington, D.C. 20004

<b>ATTORNEY DOCKET NUMBER:</b>	058438-0207
<b>NAME OF SUBMITTER:</b>	Jennifer C. Evans
<b>SIGNATURE:</b>	/jce/
<b>DATE SIGNED:</b>	12/30/2014

**Total Attachments: 8**

source=Trademark Release - Gores Co-Invest II Panther Holdings, LLC#page1.tif  
source=Trademark Release - Gores Co-Invest II Panther Holdings, LLC#page2.tif  
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source=Trademark Release - Gores Co-Invest II Panther Holdings, LLC#page7.tif  
source=Trademark Release - Gores Co-Invest II Panther Holdings, LLC#page8.tif

## RELEASE OF SECURITY INTERESTS IN TRADEMARKS

THIS RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this “Release”), dated as of November 25, 2014, is executed by GORES CO-INVEST II PANTHER HOLDINGS, LLC, a Delaware limited liability company (the “Secured Party”), in favor of C D LISTENING BAR, INC., a California corporation, ALLIANCE ENTERTAINMENT, LLC, a Delaware limited liability company, AEC DIRECT, LLC, a Delaware limited liability company, DIRECTTOU, LLC, a Delaware limited liability company, PROJECT PANTHER ACQUISITION CORPORATION, a Delaware corporation, AUDIOLIFE, LLC, a Delaware limited liability company, and ALLIANCE ENTERTAINMENT HOLDING CORPORATION, a Delaware corporation (each a “Grantor” and together, the “Grantors”). All capitalized terms used in this Release and not otherwise defined herein, shall have the respective meanings given to such terms in the Trademark Security Agreement (as defined below).

### RECITALS

A. WHEREAS, the Grantors have, pursuant to a Trademark Security Agreement dated September 4, 2013, recorded in the United States Patent and Trademark Office on September 12, 2013 at Reel 005109, Frame 0250 (the “Trademark Security Agreement”), granted to the Secured Party a Security Interest in and to all of the Grantors’ right, title and interest in and to the Trademark Collateral, including without limitation those trademarks listed on Exhibit A attached hereto (collectively, the “Released Collateral”); and

B. WHEREAS, the Secured Party wishes to release, without representation or warranty, its Security Interest in and to the Released Collateral as provided in this release.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Secured Party hereby releases, without recourse, representation or warranty, its Security Interest in and to the Released Collateral and terminates the Trademark Security Agreement. The Secured Party acknowledges that this Release may be filed along with any other necessary documentation with the United States Patent and Trademark Office or any other governmental office to evidence the release granted herein at the sole expense of the Grantors. The Secured Party authorizes the Grantors to record this Release with the United States Patent and Trademark Office and any other applicable registry at the sole expense of the Grantors and agrees to provide Grantors with any information and additional authorization necessary to effect the release of the Security Interest in the Released Collateral.

[Signature page follows]

**IN WITNESS WHEREOF**, the Secured Party has executed this Release of Security Interests in Trademarks as of the date first set forth above.

**SECURED PARTY:**

**GORES CO-INVEST II PANTHER HOLDINGS, LLC,**  
a Delaware limited liability company

By:   
Name: Steven G. Eisner  
Title: Vice President and Secretary


[Signature page to Release of Security Interest in Trademarks]

**Exhibit A**

**Trademark Registrations/Applications**



**See attached.**

United States Trademark Registrations:

<u>Owner:</u>	<u>Reg. No.:</u>	<u>Mark:</u>
Alliance Entertainment Corporation	1871150	<b>ASTRO★TALK</b>
Alliance Entertainment Corporation	1868115	<b>CHILD★STAR</b>
Alliance Entertainment Corporation	3276539	KNOW THRU ASTROLOGY <sup>1</sup>
Alliance Entertainment, LLC <sup>2</sup>	3434119	
Alliance Entertainment, LLC	3885036	THEY'LL NEVER KNOW THEY'RE LEARNING
Alliance Entertainment, LLC	Serial No. 85/806,848	WEB AMI INTERACTIVE ALLIANCE MUSIC INDEX
Alliance Entertainment Corporation	2016027	WINSTAR
C D Listening Bar, Inc. dba Collectors' Choice Music	4240701	BIG BOOK OF MUSIC
C D Listening Bar, Inc. dba Super D	3907682	CC MUSIC
C D Listening Bar, Inc. dba Super D	2275744	CC VIDEO
C D Listening Bar, Inc. dba Super D	1860145	COLLECTOR'S CHOICE
C D Listening Bar, Inc. dba Super D	1858053	COLLECTORS' CHOICE MUSIC
C D Listening Bar, Inc. dba Super D	3409924	DEEPPDISCOUNT

<sup>1</sup> Note: The KNOW THRU ASTROLOGY trademark has expired. The Declaration of Use was due 8/7/2013 and the grace period ends 2/7/2014 as of the Closing Date.

<sup>2</sup> Note: No assignment recorded from Alliance Entertainment Corporation (original applicant) to Alliance Entertainment, LLC as of the Closing Date.

C D Listening Bar, Inc. dba Super D	3409913	DEEPDISCOUNT.COM
C D Listening Bar, Inc. dba Super D	3215314	DEEPDISCOUNTCD.COM
C D Listening Bar, Inc. dba Super D	3215313	DEEPDISCOUNTDVD.COM
C D Listening Bar, Inc. dba Super D	2453998	DVDPLANET
C D Listening Bar, Inc. dba Super D	1762498	HEARTLAND MUSIC (& Design) 
C D Listening Bar, Inc. dba Super D	3410029	NOBLE ROT
C D Listening Bar, Inc. dba Super D	3946299	TARTARE
C D Listening Bar, Inc. dba Super D	4016959	TARTARE (& Design) 
C D Listening Bar, Inc. dba Super D	2376791	THE BIG BOOK OF MOVIES
C D Listening Bar, Inc. dba Super D	3961193	HEARTLAND MUSIC AMERICA'S #1 MUSIC CATALOG
C D Listening Bar, Inc. dba Super D	2292647	HEARTLAND MUSIC

Foreign Trademark Registrations:

<u>Owner:</u>	<u>Reg. No.:</u>	<u>Country</u>	<u>Mark:</u>
Alliance Entertainment, LLC	823045471	Brazil	AEC ONE STOP GROUP
Alliance Entertainment, LLC	823045536	Brazil	AEC ONE STOP GROUP
Alliance Entertainment, LLC	823045463	Brazil	AMIGO! AEC MUSIC INDEX and design

Domain Names:

DBI/75466440.3



<u>Domain Name:</u>	<u>Expiration Date:</u>	<u>Registrant:</u>	<u>Registrar:</u>
lbox2u.com	1/9/2014	Alliance Entertainment	Network Solutions, LLC
lbox4u.com	1/9/2014	Alliance Entertainment	Network Solutions, LLC
ae3pl.com	9/15/2013	Alliance Entertainment	Network Solutions, LLC
aec-direct.com	8/30/2014	Alliance Entertainment	Network Solutions, LLC
aec3pl.com	9/27/2014	Alliance Entertainment	Network Solutions, LLC
aecdirectllc.com	8/27/2014	Alliance Entertainment	Network Solutions, LLC
aeconestop.biz	11/8/2013	Alliance Entertainment	Network Solutions, LLC
aeconestop.com	6/15/2014	Alliance Entertainment	Network Solutions, LLC
aecsem.com	2/20/2014	Alliance Entertainment	Network Solutions, LLC
aecsupplychain.com	2/20/2014	Alliance Entertainment	Network Solutions, LLC
aecsupplychainmgmt.com	2/20/2014	Alliance Entertainment	Network Solutions, LLC
aent-m.com	4/18/2014	Alliance Entertainment	Network Solutions, LLC
aent.biz	11/8/2013	Alliance Entertainment	Network Solutions, LLC
aent.com	9/15/2013	Alliance Entertainment	Network Solutions, LLC
aent3pl.com	9/16/2014	Alliance Entertainment	Network Solutions, LLC
aentcdf.com	9/16/2014	Alliance Entertainment	Network Solutions, LLC
aentdirect.com	8/27/2014	Alliance Entertainment	Network Solutions, LLC
aentecomm.com	9/16/2014	Alliance Entertainment	Network Solutions, LLC
aentfulfillment.com	9/17/2014	Alliance Entertainment	Network Solutions, LLC
allianceentertainment.biz	11/8/2013	Alliance Entertainment	Network Solutions, LLC
alstaging.com	11/18/2013	AudioLife, LLC	Network Solutions, LLC
archive-on-demand.com	3/2/2014	Alliance Entertainment	Network Solutions, LLC
archives-on-demand.com	3/2/2014	Alliance Entertainment	Network Solutions, LLC

DBI/ 75466440.3

arrdis.cc	2/17/2014	Alliance Entertainment	Network Solutions, LLC
arrdis.com	3/1/2014	Alliance Entertainment	Network Solutions, LLC
audiolifeqa.com	10/1/2013	AudioLife, LLC	Network Solutions, LLC
audiolifeva.com	10/15/2013	AudioLife, LLC	Network Solutions, LLC
blowitoutahear.com	8/21/2014	Alliance Entertainment	Network Solutions, LLC
blowitoutahere.com	2/6/2014	Alliance Entertainment	Network Solutions, LLC
blowitoutofhear.com	8/21/2014	Alliance Entertainment	Network Solutions, LLC
blowitoutofhere.com	8/21/2014	Alliance Entertainment	Network Solutions, LLC
blowitouttahear.com	8/21/2014	Alliance Entertainment	Network Solutions, LLC
blowitouttahere.com	8/21/2014	Alliance Entertainment	Network Solutions, LLC
cheapmusic.com	2/2/2014	Alliance Entertainment	Network Solutions, LLC
d2ustore.com	2/7/2014	Alliance Entertainment	Network Solutions, LLC
directtoustore.com	2/7/2014	Alliance Entertainment	Network Solutions, LLC
dtoustore.com	2/7/2014	Alliance Entertainment	Network Solutions, LLC
edgedistro.com	1/15/2014	Alliance Entertainment	Network Solutions, LLC
galaxymusic.com	4/24/2015	Alliance Entertainment	Network Solutions, LLC
hearsay.cc	2/17/2014	Alliance Entertainment	Network Solutions, LLC
hearsaynow.com	4/16/2014	Alliance Entertainment	Network Solutions, LLC
i-dealsstore.com	2/21/2014	Alliance Entertainment	Network Solutions, LLC
ibox4u.com	1/9/2014	Alliance Entertainment	Network Solutions, LLC
jazzsoundsbetter.com	8/14/2014	Alliance Entertainment	Network Solutions, LLC
lp-crate.com	6/8/2014	Alliance Entertainment	Network Solutions, LLC
lp-package.com	6/8/2014	Alliance Entertainment	Network Solutions, LLC
lpcrate.com	6/8/2014	Alliance Entertainment	Network Solutions, LLC
lpcrate.net	6/8/2014	Alliance Entertainment	Network Solutions, LLC

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moviesdvdsandmusic.com	2/23/2014	Alliance Entertainment	Network Solutions, LLC
ncircleentertainment.com	9/27/2013	Alliance Entertainment	Network Solutions, LLC
onebox2u.com	1/9/2014	Alliance Entertainment	Network Solutions, LLC
retracksondemand.com	3/2/2014	Alliance Entertainment	Network Solutions, LLC
stripesentertainment.com	9/12/2014	Alliance Entertainment	Network Solutions, LLC
theconnectionshop.com	2/21/2014	Alliance Entertainment	Network Solutions, LLC
thestore-24.com	4/16/2014	Alliance Entertainment	Network Solutions, LLC
thestore24.biz	11/8/2013	Alliance Entertainment	Network Solutions, LLC
thestore24.com	4/16/2014	Alliance Entertainment	Network Solutions, LLC
vinylsoundsbetterstore.com	8/14/2014	Alliance Entertainment	Network Solutions, LLC
webox2u.com	1/9/2014	Alliance Entertainment	Network Solutions, LLC
ccmusic.com	2/3/2016	Jeff Walker / CD Listening Bar	GoDaddy.com
ccvideo.com	2/3/2015	Jeff Walker / CD Listening Bar	GoDaddy.com
deepdiscount.com	1/4/2015	CD Listening Bar	networksolutions.com
dvdplanet.com	10/11/2016	Jeff Walker / CD Listening Bar	GoDaddy.com
heartlandmusic.com	1/10/2015	Jeff Walker / CD Listening Bar	GoDaddy.com
importcds.com	1/19/2016	CD Listening Bar	networksolutions.com
sdcd.com	8/7/2014	Jeff Walker / CD Listening Bar	GoDaddy.com
videocollection.com	2/1/2015	Jeff Walker / CD Listening Bar	GoDaddy.com

DBI/ 75466440.3