

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM327805

|                              |  |
|------------------------------|--|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT                                   |
| <b>NATURE OF CONVEYANCE:</b> | Second Amendment To Trademark Security Agreement |

## CONVEYING PARTY DATA

| Name                        | Formerly | Execution Date | Entity Type                         |
|-----------------------------|----------|----------------|-------------------------------------|
| Alliance Entertainment, LLC |          | 12/09/2014     | LIMITED LIABILITY COMPANY: DELAWARE |
| Directou, LLC               |          | 12/09/2014     | LIMITED LIABILITY COMPANY: DELAWARE |

## RECEIVING PARTY DATA

|                        |                                       |
|------------------------|---------------------------------------|
| <b>Name:</b>           | Wells Fargo Capital Finance, LLC      |
| <b>Street Address:</b> | 2450 Colorado Avenue, Suite 3000 West |
| <b>City:</b>           | Santa Monica                          |
| <b>State/Country:</b>  | CALIFORNIA                            |
| <b>Postal Code:</b>    | 90404                                 |
| <b>Entity Type:</b>    | LIMITED LIABILITY COMPANY: DELAWARE   |

## PROPERTY NUMBERS Total: 17

| Property Type        | Number  | Word Mark                                |
|----------------------|---------|--|
| 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 | DEEPCDISCOUNT                            |
| Registration Number: | 3409913 | DEEPCDISCOUNT.COM                        |
| Registration Number: | 3215314 | DEEPCDISCOUNTCD.COM                      |
| Registration Number: | 3215313 | DEEPCDISCOUNTDVD.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 |
| Registration Number: | 2292647 | HEARTLAND MUSIC                          |

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TRADEMARK

**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**ATTORNEY DOCKET NUMBER:** 058438-0207**NAME OF SUBMITTER:** Jennifer C. Evans**SIGNATURE:** /jce/**DATE SIGNED:** 01/02/2015**Total Attachments: 5**

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## SECOND AMENDMENT TO TRADEMARK SECURITY AGREEMENT

THIS SECOND AMENDMENT TO TRADEMARK SECURITY AGREEMENT (the "Amendment"), is dated as of December 9, 2014, and entered into by and among the Grantors listed on the signature pages hereof (collectively, jointly and severally, "Grantors", and each individually, a "Grantor"), and WELLS FARGO CAPITAL FINANCE, LLC, a Delaware limited liability company ("WFCF"), in its capacity as administrative agent for the Lender Group and the Bank Product Providers (in such capacity, together with its successors and assigns in such capacity, "Agent").

### RECITALS

A. Grantors, certain of Grantors' Affiliates identified on the signature pages thereof, the lenders party thereto as "Lenders", Agent, and certain other agents and/or arrangers are parties to that certain Amended and Restated Credit Agreement dated as of September 4, 2013 (as further amended, modified, supplemented, or restated from time to time, the "Credit Agreement"). Capitalized terms used herein have the meanings given to them in the Credit Agreement unless otherwise specified.

B. To induce Agent to provide the financial accommodations described in the Credit Agreement, Grantors and Agent entered into that certain Trademark Security Agreement (as recorded on September 10, 2010 with the United States Patent and Trademark Office at REEL/FRAME 004276/0663, as amended by that certain First Amendment to Trademark Security Agreement, dated as of November 4, 2013, as recorded on November 11, 2013 with the United States Patent and Trademark Office at REEL/FRAME 5151/0476, and as further amended, modified, supplemented, or restated from time to time, the "Agreement").

C. Grantors have requested that Agent modify and supplement certain terms of the Agreement as set forth herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, it is agreed as follows:

1. Amendment to the Agreement. Schedule I to the Agreement is hereby amended by adding the trademarks set forth on Schedule I hereto ("New Trademarks"), in each case, including the New Trademarks as Trademark Collateral (as defined in the Agreement) thereunder. For the avoidance of doubt, the schedule attached to the Agreement titled "Schedule 5" is deemed to be Schedule I to the Agreement.

2. No Other Changes. Except as modified by this Amendment, all of the terms and conditions of the Agreement and the Credit Agreement shall remain in full force and effect are hereby ratified and reaffirmed by Grantors.

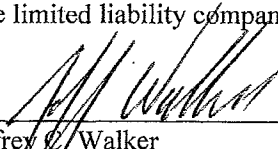
3. Counterparts. This Amendment may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original and all of which counterparts, taken together, shall constitute one and the same instrument.

[SIGNATURES ON NEXT PAGE]

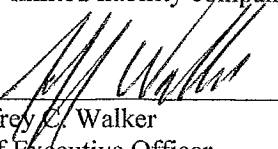
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed and delivered as of the day and year first above written.

**GRANTORS:**

**ALLIANCE ENTERTAINMENT, LLC**  
a Delaware limited liability company

By:   
Name: Jeffrey C. Walker  
Title: Chief Executive Officer

**DIRECTTOU, LLC,**  
a Delaware limited liability company

By:   
Name: Jeffrey C. Walker  
Title: Chief Executive Officer

[Signature Page to Second Amendment to Trademark Security Agreement]

**AGENT:**

**WELLS FARGO CAPITAL FINANCE, LLC,**  
a Delaware limited liability company,  
as Agent


By: Amelie Yehros  
Name: Amelie Yehros  
Title: Senior Vice President

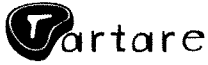
[Signature Page to Second Amendment to Trademark Security Agreement]

**SCHEDULE A**

**TRADEMARK SECURITY AGREEMENT**

**Trademark Registrations/Applications**

| <b>Grantor</b>    | <b>Country</b> | <b>Mark</b>  | <b>Application/<br/>Registration No.</b> | <b>App/Reg Date</b> |
|-------------------|----------------|--|--|---------------------|
| DIRECTTOU,<br>LLC | United States  | BIG BOOK OF MUSIC  | 4,240,701                                | 11/13/2012          |
| DIRECTTOU,<br>LLC | United States  | CC MUSIC   | 3,907,682                                | 1/18/2011           |
| DIRECTTOU,<br>LLC | United States  | CC VIDEO   | 2,275,744                                | 9/7/1999            |
| DIRECTTOU,<br>LLC | United States  | COLLECTORS' CHOICE   | 1,860,145                                | 10/25/1994          |
| DIRECTTOU,<br>LLC | United States  | COLLECTORS' CHOICE<br>MUSIC  | 1,858,053                                | 10/11/1994          |
| DIRECTTOU,<br>LLC | United States  | DEEPDISCOUNT   | 3,409,924                                | 4/8/2008            |
| DIRECTTOU,<br>LLC | United States  | DEEPDISCOUNT.COM   | 3,409,913                                | 4/8/2008            |
| DIRECTTOU,<br>LLC | United States  | DEEPDISCOUNTCD.COM   | 3,215,314                                | 3/6/2007            |
| DIRECTTOU,<br>LLC | United States  | DEEPDISCOUNTDVD.COM  | 3,215,313                                | 3/6/2007            |
| DIRECTTOU,<br>LLC | United States  | DVDPLANET  | 2,453,998                                | 5/22/2001           |
| DIRECTTOU,<br>LLC | United States  | HEARTLAND MUSIC (&<br>Design)<br> | 1,762,498                                | 4/6/1993            |
| DIRECTTOU,<br>LLC | United States  | NOBLE ROT  | 3,410,029                                | 4/8/2008            |
| DIRECTTOU,        | United States  | TARTARE  | 3,946,299                                | 4/12/2011           |

|                |               |   |           |            |
|----------------|---------------|---|-----------|------------|
| LLC            |               |   |           |            |
| DIRECTTOU, LLC | United States | TARTARE (& Design)<br> | 4,016,959 | 8/23/2011  |
| DIRECTTOU, LLC | United States | THE BIG BOOK OF MOVIES  | 2,376,791 | 8/15/2000  |
| DIRECTTOU, LLC | United States | HEARTLAND MUSIC AMERICA'S #1 MUSIC CATALOG  | 3,961,193 | 5/17/2011  |
| DIRECTTOU, LLC | United States | HEARTLAND MUSIC   | 2,292,647 | 11/16/1999 |