

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM419923

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ALLIANCE ENTERTAINMENT HOLDING CORPORATION		02/21/2017	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BANK OF AMERICA, N.A.		
<b>Street Address:</b>	333 South Hope Street, Sutie 1300		
<b>City:</b>	Los Angeles		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90071		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 15</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3192582	"THE MOVIE COLLECTOR'S WEBSITE"	
<b>Registration Number:</b>	2740596	ADULTMOVIESUNLIMITED.COM	
<b>Registration Number:</b>	3776506	THE MOVIE COLLECTOR'S BLOG	
<b>Registration Number:</b>	2615288	MOVIESUNLIMITED.COM	
<b>Registration Number:</b>	2303874	MOVIES FOR MOVIE LOVERS	
<b>Registration Number:</b>	2209897	MOVIES FOR MOVIE LOVERS	
<b>Registration Number:</b>	1257955	MOVIES UNLIMITED	
<b>Registration Number:</b>	1257954	MOVIES UNLIMITED	
<b>Registration Number:</b>	1257984	MOVIES UNLIMITED MOVIES UNLIMITED CAST O	
<b>Registration Number:</b>	1248713	MOVIES UNLIMITED CAST OF 1,000'S POPCORN	
<b>Registration Number:</b>	1245646	MOVIES UNLIMITED	
<b>Registration Number:</b>	1245647	MOVIES UNLIMITED	
<b>Registration Number:</b>	2016027	WINSTAR	
<b>Registration Number:</b>	1868115	CHILD STAR	
<b>Registration Number:</b>	1871150	ASTRO TALK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2138960400		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

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*using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 2138915604  
**Email:** aarnelle@buchalter.com  
**Correspondent Name:** Amy Arnelle  
**Address Line 1:** 1000 Wilshire Boulevard  
**Address Line 4:** Los Angeles, CALIFORNIA 90017

<b>NAME OF SUBMITTER:</b>	Amy Arnelle
<b>SIGNATURE:</b>	/Amy Arnelle/
<b>DATE SIGNED:</b>	03/16/2017

**Total Attachments: 6**

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST  
IN INTELLECTUAL PROPERTY**

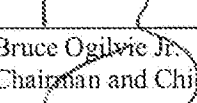
February 21, 2017

**ALLIANCE ENTERTAINMENT HOLDING CORPORATION**, a Delaware corporation, whose address is 1401 Northwest 136<sup>th</sup> Avenue, Sunrise, Florida 33323 (“Debtor”) hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, as Agent whose address is 333 South Hope Street, Suite 1300, Los Angeles, California 90071 (the “Secured Party”), a security interest in and to all of the Debtor’s right, title and interest in and to: (a) the trademark and trademark registration therefor that are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “Trademarks”), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by the Debtor (the “Patents”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by the Debtor (the “Copyrights”) and all actions for infringement concerning the foregoing.

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of even date herewith (the “Agreement”), among Debtor and certain of its affiliates, as borrowers, the financial institutions party to the Agreement from time to time as lenders, and Secured Party. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the Trademarks, Patents and Copyrights.

[Signature page to follow.]

ALLIANCE ENTERTAINMENT HOLDING  
CORPORATION




By:   
Name: Bruce Ogilvie Jr.  
Title: Chairman and Chief Operating Officer

Memorandum and Notice of Security Interest  
In Intellectual Property

**TRADEMARK**  
**REEL: 006011 FRAME: 0717**

**Exhibit A - Trademarks**

**UNITED STATES TRADEMARK REGISTRATIONS:**

<u>Owner:</u>	<u>Reg. No.:</u>	<u>Mark:</u>
Alliance Entertainment Holding Corporation	3192582	"THE MOVIE COLLECTOR'S WEBSITE"
Alliance Entertainment Holding Corporation	2740596	Word Mark: ADULTMOVIESUNLIMITED.COM
Alliance Entertainment Holding Corporation	3776506	THE MOVIE COLLECTOR'S BLOG
Alliance Entertainment Holding Corporation	2615288	MOVIESUNLIMITED.COM
Alliance Entertainment Holding Corporation	2303874	MOVIES FOR MOVIE LOVERS
Alliance Entertainment Holding Corporation	2209897	Word Mark: MOVIES FOR MOVIE LOVERS
Alliance Entertainment Holding Corporation	1257955	Word Mark: MOVIES UNLIMITED
Alliance Entertainment Holding Corporation	1257954	
Alliance Entertainment Holding Corporation	1257984	
Alliance Entertainment Holding Corporation	1248713	
Alliance Entertainment Holding Corporation	1245646	Word Mark: MOVIES UNLIMITED


<u>Owner:</u>	<u>Reg. No.:</u>	<u>Mark:</u>
Alliance Entertainment Holding Corporation	1245647	
Alliance Entertainment Corporation	2016027	Word Mark: WINSTAR
Alliance Entertainment Corporation	1868115	<b>CHILD★STAR</b>
Alliance Entertainment Corporation	1871150	<b>ASTRO★TALK</b>

EXHIBIT B

PATENTS

None

EXHIBIT C  
COPYRIGHTS

None