

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM419931

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ALLIANCE ENTERTAINMENT, LLC		02/21/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	BANK OF AMERICA, N.A.		
Street Address:	333 South Hope Street, Suite 1300		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90071		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3434119	N CIRCLE ENTERTAINMENT	
Registration Number:	4435189	WEB AMI INTERACTIVE ALLIANCE MUSIC INDEX	
CORRESPONDENCE DATA			
Fax Number:	2138960400		
<i>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.</i>			
Phone:	2138915604		
Email:	aarnelle@buchalter.com		
Correspondent Name:	Amy Arnelle		
Address Line 1:	1000 Wilshire Boulevard, Suite 1500		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
NAME OF SUBMITTER:	Amy Arnelle		
SIGNATURE:	/Amy Arnelle/		
DATE SIGNED:	03/16/2017		
Total Attachments: 6			
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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

February 21, 2017

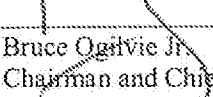
ALLIANCE ENTERTAINMENT, LLC, a Delaware limited liability company, whose address is 1401 Northwest 136th Avenue, Sunrise, Florida 33323 (“Debtor”) hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, as Agent whose address is 333 South Hope Street, Suite 1300, Los Angeles, California 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.]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

ALLIANCE ENTERTAINMENT, LLC,
a Delaware limited liability company

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

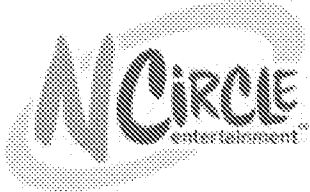
Memorandum and Notice of Security Interest
In Intellectual Property

TRADEMARK
REEL: 006011 FRAME: 0740

EXHIBIT A
TRADEMARKS
[to be attached]

Exhibit A - Trademarks

UNITED STATES TRADEMARK REGISTRATIONS:

<u>Owner:</u>	<u>Reg. No.:</u>	<u>Mark:</u>
Alliance Entertainment, LLC	3434119	
Alliance Entertainment, LLC	4435189	WEB AMI INTERACTIVE ALLIANCE MUSIC INDEX

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

EXHIBIT B

PATENTS

None

EXHIBIT C
COPYRIGHTS

None