



INGrooves[®]
MEDIA DELIVERED. MEDIA MARKETED.

Company Overview

444 Spear Street Suite 213 San Francisco CA 94105
P: 415.489.7000 F: 415.489.7049
info@ingrooves.com www.ingrooves.com

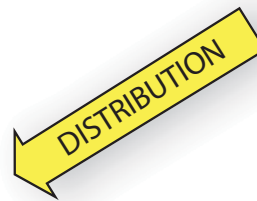
INGrooves Is A Leading Digital Media Infrastructure Company That Provides Distribution And Marketing Services For Content Owners

INGrooves

- Retail Marketing
- Synch Licensing
- Strategy & Promotion
- Customized Service
 - Online Console
- Mechanical Administration
- Access to all ONE Digital Services
 - Physical Distribution

ONE Digital

- Proprietary Platform
- Automated Ingestion
 - Encoding
 - Storage
- Delivery Under Your Contracts
 - Accounting
- Branded Online Console
- Unparalleled Transparency



The most cost efficient, transparent and flexible digital distribution solution in the world

Quick Facts

- Company founded in 2002
 - Client retention of 99%
- Worldwide retail partners include iTunes, Amazon MP3, Rhapsody, AT&T, Vodafone and Spotify
 - 60 employees
- Universal Music Group is the largest shareholder and client
- Based in San Francisco; London, Los Angeles and Canada locations

"Universal Music Group looked at a dozen of large and small companies to become the engine for the 2nd Generation of its digital supply chain infrastructure. It was quickly obvious that INgrooves had the perfect combination of advanced technology, tremendous scalability, and entrepreneurial approach. After two years, we are continuing to expand our relationship, and I remain impressed not only with the versatility of their technology but also the quality of their personnel."

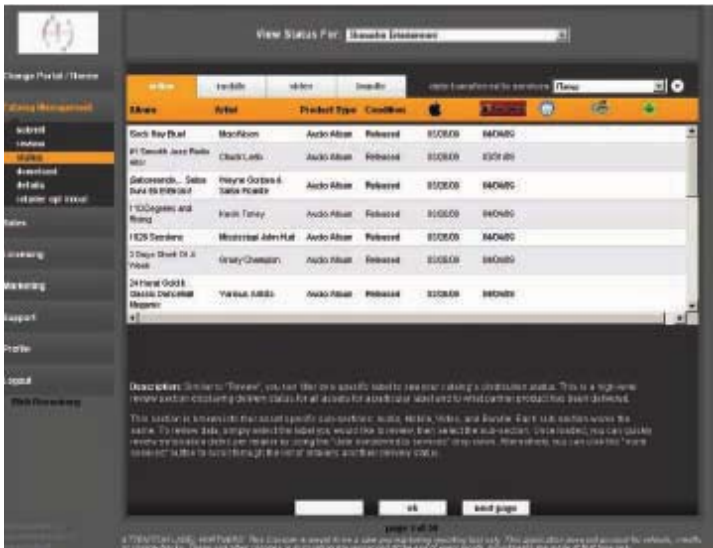
Universal Music Group

INGrooves Is The Solution For Content Owners and Creators That Are Looking to Adapt to Shift Towards Online and Mobile Distribution of Global Media

The Client Console helps manage your digital life and provides access to:

- Upload new releases
- Review distribution status
- Create and export sales data
- Access the various third party vendors
- Download royalty reports
- Opt in & out of retailers

Delivery Confirmation



Sales Trend Report



Historical Sales Analysis

Album	Artist	CTR	net received (in USD)	royalty paid (in USD)
Total			255,486.68	234,589.83
Let's Do It Again	Lena Jones	016351577238	25,066.49	22,068.76
No Vibe's Tired	Win Dunnell	016351577429	24,509.92	22,299.26
Deadly Hesse	Swing Out Sister	016351577527	9,744.58	9,588.87
Facts Of Life: The Soul Of Bobby Womack	Cahm Richardson	016351577524	8,847.46	7,609.74
Remix Your Glory: Live From The Cathedral	Yohi Yohi	016351577726	6,149.44	5,416.24
African Spirit	Sorelto Gospel Choir	629410117205	5,346.57	5,023.21
When Love Comes	Cahm Richardson	016351576439	4,134.03	3,907.27
Balance	Teal Viren	016351576020	3,478.17	3,066.94
Melancholy	Mayra	084392087472	3,104.56	2,903.92
Blissed	Sorelto Gospel Choir	663310470797	2,462.99	2,234.46
King Tubby Meets Rockers Uptown	Augustus Pella	669910089861	2,298.11	2,124.22
A Taste Of The Truth	Gene Watson	016351633729	2,132.47	1,876.36
Below The Sea	Steeleye Span	669910090059	1,906.20	1,791.06

Access your Console through the ONE Digital iPhone App (Coming Soon)



iNgrooves Distributes To Over 400 Online and Mobile Destinations Worldwide In More Than 100 Territories

- ONE Digital can deliver content under the pre-negotiated iNgrooves deals with retailers, your direct deal, or both
- The stability and efficiency of ONE Digital ensures that your content is delivered to the right place at the right time
- iNgrooves's global staff signs dozens of new retail deals each year ensuring that your content is reaching the maximum possible audience

"iNgrooves has been a pleasure to work with from the very beginning. I'm impressed by both their love of technology and their love of music. If all of our content providers were so adept and so pleasant I'd have less grayhair and alot more pristine content ingested into iTunes."

Brian Larson - iTunes Music Store



The Expansive ONE Digital Distribution Network is Unmatched By Its Competitors

INGrooves has an expansive promotional network that enables you to market your content to the digital world and increase sales and long term awareness. The design, implementation and execution of our campaigns are based on a detailed analysis of your overall marketing strategy and how best to enhance this in the digital world.

- Access to large-scale promotional partnerships with companies such as: AOL Music, Spinner, MySpace Music, RCRD LBL and more
- Excellent relationships with digital music retailers provides worldwide placement for your releases
- Servicing to internet music recommendation sites like Pandora and Last FM
- Targeted iPhone application creation and strategies through our preferred partners including Mobile Roadie & Mob Base
- Viral marketing campaigns on blogs, taste maker sites and social networks
- Access to marketing research data through partner companies like Big Champagne

Sample Campaigns



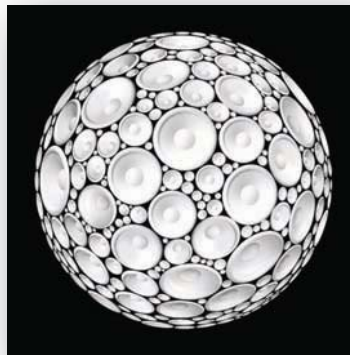
Various Artists
Various Artists

Over 5,000,000 Tracks + Albums sold worldwide in first 3 weeks of release

Debut at #1 on Billboard Top 200 Album Chart

#1 Album in 18 Territories at iTunes

Biggest one week digital album sales in history



The Crystal Method
Divided By Night

Over 75,000 Albums + Tracks sold

Nominated 2009 Grammy for Best Dance/Electronic Album

On Billboard Top 200 Chart

Over 2,500 iTunes App Downloads



Spinal Tap
Back from the Dead

Debuted at #53 on Billboard Top 200 Albums

#5 on iTunes Rock chart

1st ever iTunes Original film produced in conjunction with INgrooves

Over 15,000 iTunes App Downloads

"Well it ain't no big surprise that the music industry is changing in a big way - and trust me, I know big. We knew we had to be cutting edge as well as put out great music", commented Dolly. "After looking at the choices in digital distribution, INgrooves was the perfect partner for our first release. They had tons of experience and were flexible enough to work with a crazy country girl like me and I know we'll have a ball making waves in the digital world."

Dolly Parton - Artist/Dolly Records

INGrooves Facilitates The Licensing of Music Into Film, TV, Video Games and a Multitude of Other Media Outlets

Select Placement with:



SELECT RECENT SYNCHS

MOBILE:

- CBS - CSI: Miami
- Fox - Glee
- NBC - Royal Pains
- CBS - Cold Case
- HBO - Eastbound & Down
- WWE - Friday Night Smackdown

ADVERTISEMENTS:

- Bud Light Lime - "Sphere of Summer" Superbowl Ad
- Blackberry Global Campaign - "Connected to Life"

FILMS/TRAILERS:

- Lion's Gate - "Bangkok Dangerous" trailer
- Columbia Pictures - "Marie Antoinette" trailer
- "The Narrows" (Indie feature)

SELECT LABELS & ARTISTS

(Cleared for Licensing)

- Fat Possum (Andrew Bird, The Black Keys)
- SideOne Dummy Records (Flogging Molly, Anti-Flag)
- Metal Blade Records (Gwar, Job For a Cowboy)
- Ovum Records (Josh Wink, Loco Dice, Steve Bug)
- Hopeless Records (All Time Low)
- Controlled Substance (Slightly Stoopid, Rebelution)
- Too \$hort
- Spinal Tap

GOODS & SERVICES

- One-stop worldwide licensing for most of our content, over 500,000 songs in our catalog
- Over 10,000 pre-cleared instant licensing through our online portal: <http://license.ingrooves.com>
- Quick and easy contract negotiation and execution
- Expert licensing staff to assist with creative music searches
- End to end music supervision services available
- Wide array of popular music styles and genres

"We canvassed the digital landscape for a distribution and marketing partner, and INgrooves was the best choice to suit our needs. Their client services and state of the art technology make it easy to manage our digital releases. They hustle to make the most of your artists' music, they don't lie, and the return your calls."

Justin McGuirk - Fat Possum Records