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ALLIANCE ENTERTAINMENT CORP
Form 425
July 26, 2002

Filed by Liquid Audio, Inc.
Pursuant to Rule 425 under the Securities Act of 1933
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Subject Company: Alliance Entertainment Corp.
Commission File No. 001-13054

[LIQUID AUDIO LOGO]

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FOR IMMEDIATE RELEASE

COURT RULES IN FAVOR OF LIQUID AUDIO;
PERMITS LIQUID AUDIO STOCKHOLDERS TO VOTE ON DIRECTORS AND ALLIANCE MERGER
AT THE SEPTEMBER 26TH ANNUAL MEETING

LIQUID AUDIO COMMENTS ON LATEST MUSICMAKER.COM LAWSUIT

REDWOOD CITY, Calif. (July 25, 2002) -- Liquid Audio, Inc. (Nasdaq: LQID) today announced that the Delaware Chancery Court has again ruled in its favor by agreeing that Liquid Audio stockholders may consider and vote on both the election of directors and the issuance of Liquid Audio stock in connection with the proposed merger with Alliance Entertainment Corp. at the September 26th Annual Meeting. The court rejected a request by musicmaker.com, Inc. to schedule two separate meetings for these votes.

musicmaker.com also filed a separate complaint in the Delaware Chancery Court seeking to enjoin the consummation of the Alliance merger and the self-tender offer.

Gerald Kearby, President and CEO of Liquid Audio, Inc., said: "We are pleased by the court's decision reaffirming our right to hold both our Annual Meeting and the special stockholders' meeting to vote on the merger with Alliance Entertainment Corp. on September 26th."

Mr. Kearby added: "As for the lawsuit filed by musicmaker.com, we believe it is just the latest in a series of self-serving legal maneuvers by musicmaker.com, designed to keep our stockholders from voting on a transaction with Alliance that we believe will deliver maximum value to all Liquid Audio stockholders. We intend to vigorously oppose this frivolous and meritless lawsuit, and we fully expect to prevail."

LIQUID AUDIO, INC.

Liquid Audio, Inc. is a leading provider of software, infrastructure and services for the secure digital delivery of media over the Internet. The Liquid

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Audio solution gives content owners, Web sites and companies the ability to publish, syndicate and securely sell digital media online with copy protection and copyright management. Using the Liquid(TM) Player software, available for free download at www.liquidaudio.com, consumers can preview and purchase downloadable music from hundreds of affiliate Web sites in the Liquid Music Network(TM).

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Liquid, Liquid Audio, Liquid Player, Liquid Music Network and the Liquid Audio logo are trademarks of Liquid Audio, Inc.

FOR MORE INFORMATION, PRESS ONLY:

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FORWARD-LOOKING STATEMENTS

All statements made in this release, other than statements of historical fact, are forward-looking statements. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "guidance" and similar expressions typically are used to identify forward-looking statements. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the businesses of Liquid Audio and Alliance Entertainment Corp. and the industries and markets in which the companies operate. Those statements are not guarantees of future performance and involve risks, uncertainties and assumptions that will be difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied by those forward-looking statements. Factors that may affect Liquid Audio's and Alliance Entertainment's businesses, financial condition and operating results include the effects of changes in the economy, consumer spending, the stock market and the industries in which they operate generally, changes affecting the Internet and e-commerce, the ability of the companies to maintain relationships with strategic partners and suppliers, the ability of the companies to timely and successfully develop, maintain and protect their technology and product and service offerings and execute operationally and the ability of the companies to attract and retain qualified personnel. These factors may also include, but are not limited to, general market conditions, our ability to develop new products to meet market demand, our ability to successfully combine two geographically dispersed businesses, our ability to realize synergies of the merger; our ability to maintain cost controls; the mix of products and services our customers require and the effects of natural disasters, international conflicts and other events beyond our control. More information about potential factors that could affect Liquid Audio can be found in its most recent Form 10-K, Form 10-Q and other reports and statements filed by Liquid Audio with the Securities and Exchange Commission ("SEC"). Each of Liquid Audio and Alliance Entertainment expressly disclaims any intent or obligation to update those forward-looking statements, except as otherwise specifically stated by it.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

Liquid Audio has filed a Registration Statement on SEC Form S-4 in connection with the merger and plans to file a Tender Offer Statement on Schedule TO in connection with the offer. Investors and stockholders of Liquid Audio and Alliance Entertainment are urged to read the Registration Statement and the Tender Offer Statement carefully when it is available. The Registration Statement contains important information about the companies, the merger and related matters. Investors and stockholders will be able to obtain free copies of these documents through the web site maintained by the SEC at <http://www.sec.gov>. Free copies of the Registration Statement and these other documents may also be obtained from Liquid Audio by directing a request through the Liquid Audio Web site at <http://www.liquidaudio.com> or by mail to Liquid Audio, Inc., Attention: Investor Relations.

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In addition to the Registration Statement and the Tender Offer Statement, Liquid Audio files annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements or other information filed by Liquid Audio at the SEC's public reference rooms at 450 Fifth Street, N.W., Washington, D.C. 20549 or at any of the SEC's other public reference rooms in New York and Chicago. Please call the SEC at 1-800-SEC-0330

for further information on the public reference rooms. Liquid Audio's filings with the SEC are also available to the public from commercial document-retrieval services and at the Web site maintained by the SEC at <http://www.sec.gov>.

INTERESTS OF CERTAIN PERSONS IN THE MERGER

The directors and executive officers of Liquid Audio and Alliance Entertainment have interests in the merger, some of which may differ from, or may be in addition to, those of the stockholders of Liquid Audio and Alliance Entertainment generally. A description of the interests that the directors and executive officers of the companies have in the merger is available in the Registration Statement.

SOLICITATION OF PROXIES

Liquid Audio and Alliance Entertainment, their respective directors, executive officers and certain other members of their management and employees may be soliciting proxies from stockholders of Liquid Audio and Alliance Entertainment in favor of the merger. Information concerning the participants is set forth in the Registration Statement filed with the SEC.