

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Guitar Center, Inc.		07/30/2010	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Musician's Friend, Inc.		
<b>Street Address:</b>	5795 Lindero Canyon Road		
<b>City:</b>	Westlake Village		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91362		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1812560	MUSICIAN'S FRIEND	
Registration Number:	2238700	MUSICIAN'S FRIEND	
Registration Number:	3213513	G GIARDINELLI	
Registration Number:	3202210	G GIARDINELLI	
Registration Number:	3334951	GIARDINELLI	
Registration Number:	3617701	GIARDINELLI	
Registration Number:	3227898	GIARDINELLI	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)222-6379		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	mhays@agdglaw.com		
<b>Correspondent Name:</b>	Mary Vidal Hays		
<b>Address Line 1:</b>	330 N. Wabash, Ste. 1700		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60611		

**CH \$190.00 1812560**

NAME OF SUBMITTER:	Mary Vidal Hays
Signature:	/Mary Vidal Hays/
Date:	09/20/2010
<b>Total Attachments: 3</b> source=GC Trademark Assignment-20100920-1251#page1.tif source=GC Trademark Assignment-20100920-1251#page2.tif source=GC Trademark Assignment-20100920-1251#page3.tif	

## TRADEMARK ASSIGNMENT

WHEREAS, Guitar Center, Inc. ("Assignor") has used, and is the record owner of, certain trademarks, service marks, trade names, and trademark applications and registrations, including foreign applications and registrations, listed in Schedule A (collectively referred to as "the Marks"); and

WHEREAS, Musician's Friend, Inc., a corporation organized and existing under the laws of the State of Delaware ("Assignee"), is desirous of acquiring all right, title, and interest in and to the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee, its successors and assigns, absolutely and forever, the entire right, title and interest, whether statutory or at common law, in and to the Marks, together with the goodwill of the business symbolized by them throughout the world, and all registrations and pending applications therefor, in all countries throughout the world, together with all causes of action for any and all previously occurring infringements of the rights being assigned and the right to receive and retain the proceeds relating to those infringements.

Assignor agrees to execute further papers and to do such other acts as may be necessary and proper, at Assignee's sole cost and expense, to vest full title in and to the Marks and all ancillary rights in the Assignee.

This Trademark Assignment may be executed in several counterparts, each of which shall be deemed to be an original, but all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, Guitar Center, Inc. has caused this Trademark

Assignment to be executed and delivered and Musician's Friend, Inc. accepts this Trademark Assignment as of this 30<sup>th</sup> day of July, 2010.

GUITAR CENTER, INC.

MUSICIAN'S FRIEND, INC.

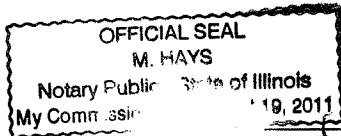
By: [Signature]  
Name: \_\_\_\_\_  
Title: VP + CFO

By: [Signature]  
Name: Craig J. Johnson  
Title: CEO

State of Illinois )  
~~California~~ )  
County of Cook ) ss.:

On the 30<sup>th</sup> day of July, 2010, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, did depose and say that he/she is the Exec. Vice - President of Guitar Center, Inc., the assignor described in the foregoing instrument.

[Notarial Seal]

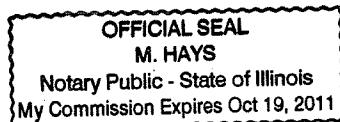


[Signature]  
Notary Public

State of Illinois )  
County of Cook ) ss.:

On the 30<sup>th</sup> day of July, 2010, before me personally appeared Craig J. Johnson, to me known, who being by me duly sworn, did depose and say that he/she is the CEO of Musician's Friend, Inc., the assignee described in the foregoing instrument.

[Notarial Seal]



[Signature]  
Notary Public

**SCHEDULE A**

<b><u>Trademark Title/Description</u></b>	<b><u>Date</u></b>	<b><u>Registration No.</u></b>	<b><u>Class</u></b>
1. Musician's Friend	12/21/93	1,812,560	42
2. Musician's Friend and design	4/13/99	2,238,700	35
3. Giardinelli and esign	2/27/07	3,213,513	3 and 15
4. Giardinelli and design	1/23/07	3,202,210	35
5. Giardinelli	11/13/07	3,334,951	15 and 35
6. Giardinelli	5/5/09	3,617,701	3 and 15
7. Giardinelli and design	4/10/07	3,227,898	35

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