

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Baldwin Piano, Inc.		03/25/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as agent
Street Address:	135 S. LaSalle Street
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	national association: UNITED STATES

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Serial Number:	77827056	BALDWIN DIRECT
Serial Number:	85086784	DEBUT MUSIC SYSTEMS
Serial Number:	77939608	THE SOFTWARE TOOLWORKS
Registration Number:	0336329	ACROSONIC
Registration Number:	0442961	BALDWIN
Registration Number:	3798809	BALDWIN
Registration Number:	3813326	BALDWIN
Registration Number:	0046059	BALDWIN
Registration Number:	0020903	BALDWIN.
Registration Number:	2931208	CABLE
Registration Number:	0808102	CABLE
Registration Number:	3780925	CONCERTMASTER
Registration Number:	0148980	CHICKERING
Registration Number:	3140810	ELLINGTON

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Registration Number:	3038775	ELLINGTON
Registration Number:	3780942	FUNMACHINE
Registration Number:	0047072	HAMILTON
Registration Number:	3038155	HOWARD
Registration Number:	0046993	HOWARD.
Registration Number:	2801772	IVERS & POND
Registration Number:	0817389	IVERS & POND
Registration Number:	0551510	KRANICH & BACH PIANOS SINCE 1864
Registration Number:	2226464	LIVE BUT NOT IN PERSON
Registration Number:	2942511	MELODY MAKER
Registration Number:	0815876	MUSETTE
Registration Number:	2172848	PIANOVELLE
Registration Number:	0772338	STANDARD PLAYER ACTION
Registration Number:	3798814	WURLITZER
Registration Number:	3785068	MIRACLE

CORRESPONDENCE DATA

Fax Number: (312)558-5700
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312 558-6352
Email: lkonrath@winston.com
Correspondent Name: Laura Konrath
Address Line 1: 35 W Wacker Drive
Address Line 2: Winston & Strawn LLP, Suite 2800
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	1740-156
NAME OF SUBMITTER:	Laura Konrath
Signature:	/Laura Konrath/
Date:	04/12/2011

Total Attachments: 10

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Agreement") is entered into as of March 25, 2011, between BALDWIN PIANO, INC., a Delaware corporation (the "Grantor") and BANK OF AMERICA, N.A., as administrative agent (the "Administrative Agent").

This Agreement is executed pursuant to the terms of the Pledge and Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Pledge and Security Agreement") executed by the Grantor, solely in its capacity as an Unrestricted Grantor (as defined therein) for purposes of Article V thereof, and the other parties thereto in favor of the Administrative Agent, for the ratable benefit of the Secured Parties. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Pledge and Security Agreement.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby confirms the grant pursuant to Article V of the Pledge and Security Agreement, to the Administrative Agent, for the ratable benefit of the Secured Parties, of a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (a) all of its Patents and Patent Licenses, including, without limitation, those listed on Schedule A hereto;
- (b) all of its Trademarks and Trademark Licenses, including, without limitation, those listed on Schedule B hereto;
- (c) all of its Copyrights and Copyright Licenses, including, without limitation, those listed on Schedule C hereto;
- (d) all reissues, continuations or extensions of the foregoing; and
- (e) all rights, priorities and privileges relating to the foregoing, including all goodwill associated with any of the foregoing, and all rights to sue at law or in equity for any past, present or future infringement or other violation or impairment thereof, including the right to receive all proceeds and damages therefrom.

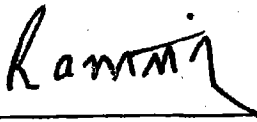
The rights and remedies of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

[Signature Pages Follow]

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

BALDWIN PIANO, INC.,

as Grantor

By:  _____

Name: Bruce Mitchell


Title: General Counsel, Executive VP
and Secretary

[Signature Page to Baldwin Intellectual Property Security Agreement]

TRADEMARK
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Agreed and Accepted as of the 25 day of
March , 2011.

BANK OF AMERICA, N.A.,
as Administrative Agent

By: 
Name: Daniel J. Seel
Title: VP

[Signature Page to Baldwin Intellectual Property Security Agreement]

Schedule A
United States Utility Patents
Baldwin Piano, Inc.
(Registered)

TITLE	SERIAL NO.	ISSUE NO.	FILING DATE	ISSUE DATE
Method and Apparatus for Optically Sensing The Position and Velocity of Piano Keys	08/369,882	5567902	1/6/1995	10/22/1996
Combination Acoustic and Electronic Piano In Which the Acoustic Action is Disabled When Played In the Electronic Mode	08/710,432	5844154	9/17/1996	12/1/1998
Simulated Escapement Apparatus For Electronic Keyboard	08/736,189	5763799	10/24/1996	6/9/1998
Simulated Piano Action Apparatus For Electronic Keyboard	08/969,076	5866831	11/12/1997	2/2/1999
Combination Acoustic and Electronic Piano In Which the Acoustic Action is Disabled When Played In the Electronic Mode	09/104,261	5945613	6/24/1998	8/31/1999
Piano Action with Articulated Jack	09/584,885	6232537	6/1/2000	5/15/2001

Schedule B

**Baldwin Piano, Inc. United States Trademarks
(Pending)**

MARK	SERIAL NO.	FILING DATE	CLASS
BALDWIN DIRECT	77827056	09/15/2009	35
DEBUT MUSIC SYSTEMS	85086784	07/16/2010	9
THE SOFTWARE TOOLWORKS	77939608	2/19/2010	15

**Baldwin Piano, Inc. United States Trademarks
(Registered)**

MARK	SERIAL NO.	ISSUE NO.	FILING DATE	ISSUE DATE	CLASS
ACROSONIC - stylized	71373160	0336329	12/30/1935	07/30/1936	15
BALDWIN	71525182	0442961	06/30/1947	06/21/1949	9
BALDWIN	77826124	3798809	09/14/2009	6/8/2010	9, 15
BALDWIN	77826094	3813326	09/14/2009	07/06/2010	15
BALDWIN - stylized	71000729	0046059	04/07/1905	09/05/1905	15
BALDWIN - stylized	70020903	0020903	01/18/1892	03/29/1892	15
CABLE - stylized	76404065	2931208	05/06/2002	03/08/2005	15
CABLE and Design	72159700	0808102	12/26/1962	05/10/1966	15
CONCERTMASTER	77826883	3780925	09/15/2009	04/27/2010	15
CHICKERING (Stylized)	71146858	0148980	04/28/1921	12/6/1921	15
ELLINGTON - stylized	76454163	3140810	10/1/2002	09/12/2006	15
ELLINGTON - word mark	76366420	3038775	02/01/2002	01/10/2006	15
FUNMACHINE	77827023	3780942	09/15/2009	04/27/2010	15
HAMILTON	71003237	0047072	04/27/1905	10/24/1905	15

HOWARD	76411230	3038155	05/20/2002	01/03/2006	15
HOWARD. - stylized	71000394	0046993	4/4/1905	10/17/1905	15
IVERS & POND	76353594	2801772	12/27/2001	01/06/2004	15
IVERS & POND	72226746	0817389	08/30/1956	10/25/1966	15
KRANICH & BACH SINCE 1864	71576587	0551510	04/04/1949	12/4/1951	15
LIVE BUT NOT IN PERSON	75048868	2226464	01/26/1996	2/23/1999	15
MELODY MAKER	76422486	2942511	07/18/2002	04/19/2005	15
MIRACLE	76656816	3785068	3/17/2006	05/04/2010	15
MUSETTE	72226703	0815876	08/30/1965	09/27/1966	15
PIANOVELLE	75303433	2172848	06/04/1997	7/14/1998	15
STANDARD PLAYER ACTION (stylized)	72171924	0772338	06/26/1963	06/30/1964	15
WURLITZER	77827750	3798814	9/16/2009	6/8/2010	9

**Baldwin Piano, Inc. Foreign Trademarks
(Pending)**

MARK	COUNTRY	SERIAL NO.	FILING DATE	CLASS
BALDWIN & design (piano keys)	Brazil	902113577	11/12/2009	15
BALDWIN. Stylized	Brazil	902113500	11/12/2009	15
FUN MACHINE	Brazil	902113496	11/12/2009	15
HAMILTON	Brazil	902113518	11/12/2009	15
HOWARD	Brazil	902113534	11/12/2009	15
ACROSONIC	Canada	1477513	4/19/2010	15
IVERS & POND	Canada	1477515	4/19/2010	15
HAMILTON – New Filing	China	8447238	07/02/2010	15
BALDWIN	Israel	228394	3/25/2010	15
ACROSONIC	Italy	RM/2007/4116	6/28/2006	15
BALDWIN	Italy	RM/2006/3863	6/28/1006	15

**Baldwin Piano, Inc. Foreign Trademarks
(Registered)**

MARK	COUNTRY	SERIAL NO.	ISSUE NO.	FILING DATE	ISSUE DATE	CLASS
BALDWIN – stylized	Argentina	2120066	1794571	12/10/1997	5/19/2000	15
ACROSONIC	Australia	93278	93278	10/31/1947	10/31/1947	15
ACROSONIC	Benelux	0577247	0096575	12/22/1971	7/1/1974	15
BALDWIN	Benelux	0577233	0096566	12/22/1971	7/1/1974	9, 15

ACROSONIC	Brazil	unknown	002170914	3/9/1948	3/9/1948	15
BALDWIN	Canada	0229345	TMA104411	3/15/1955	9/21/1956	15
BALDWIN	Canada	0082886	TMDA20100	8/29/1914	8/29/1914	15
DEBUT MUSIC SYSTEMS	Canada	0711498	TMA448219	8/24/1992	9/29/1995	15
KRANICH & BACH	Canada	0777524	TMA458583	3/9/1995	5/31/1996	15
HOWARD, CABINET, GRAND & DESIGN – Stylized	Canada	0484211	TMDA8413	6/18/1902	06/18/1902	15
HOWARD CHICAGO - Stylized	Canada	0044057	TMDA8412	6/18/1902	6/18/1902	15
HAMILTON - Stylized	Chile	735582	772680	07/06/2006	08/19/2006	15
BALDWIN – Stylized	Chile	735583	772681	07/06/2006	08/19/2006	15
ACROSONIC	Chile	765352	804077	3/8/2007	4/8/2007	15
CHICKERING	China	3368354	3368354	11/13/2002	8/28/2004	15
ELLINGTON	China	3368353	3368353	11/13/2002	5/14/2004	15
KRANICH & BACH	China	3368349	3368349	11/13/2002	2/21/2006	15
ACROSONIC	China	3368350	3368350	11/13/2002	5/14/2004	15
BALDWIN	China	3368356	3368356	11/13/2002	2/21/2006	15
IVERS & POND	China	3223565	3223565	6/26/2002	11/28/2003	15
KRANICH & BACH	China	847787	847787	12/15/2005	6/14/2006	15
JC FISCHER	China	847786	847786	12/15/2005	6/14/2006	15
BALDWIN	China	745483	745483	3/23/2005	5/14/2005	15
BALDWIN	Colombia	196496	196497	unknown	12/23/2006	15
BALDWIN	Denmark	01384/1961	00200/1962	4/26/61	2/3/1962	15
BALDWIN	Finland	196101669	40544	5/29/1961	3/30/1963	15
BALDWIN – Stylized	France	1367427	1367427	6/10/1985	6/10/1985	15
BALDWIN	Germany	B53693	355528	6/5/1926	8/11/1926	15
BALDWIN	Germany	T812	624929	11/8/1950	8/18/1952	15

BALDWIN	Italy	TO/2000/3537	912869	6/5/1926	8/11/1926	15
BALDWIN	Japan	H05-055732	3202998	6/4/1993	9/30/1996	15
BALDWIN – in Japanese letters	Japan	H05-055733	3202999	6/4/1993	9/30/1996	15
BALDWIN	New Zealand	85959	85959	1/4/1968	10/7/1970	15
ACROSONIC	Panama	1517-01	1517-01	unknown	09/12/2006	15
BALDWIN	South Africa	B1966/00492	B1966/00492	2/10/1966	9/15/1967	15
BALDWIN	South Africa	1968/00283	1968/00283	1/23/1968	11/29/1968	9
BALDWIN	South Africa	B1968/00284	B1968/00284	1/23/1968	11/29/1968	15
IVERS & POND	South Korea	2002-29310	565795	6/25/2002	11/18/2003	15
HAMILTON	Spain	2751190	2751190	1/23/2007	7/6/2007	15
ACROSONIC	Spain	2751192	2751192	1/23/2007	7/6/2007	15
BALDWIN	Spain	26644M	26644M	11/15/1915	11/15/1915	15
BALDWIN	Sweden	2009/07658	410095	10/1/2009	03/26/2010	9, 15
PIANOLA	United Kingdom	2410108	2410108	12/29/2005	12/29/2005	15

Schedule C

**Baldwin Piano, Inc.
Copyrights**

TITLE	CLASS	REGISTRATION NO.	DATE OF REGISTRATION
Baldwin Technical Manual: Model 122, Funster & 42 Other Titles	Recorded Document	V3558D345	12/6/2007
Baldwin Cabaret with Fun Machine: a complete guide for your new Baldwin organ-model 128W	Text	TX0000002369	2/13/1978
Baldwin technical manual: model 123 Bravura	Text	TX0000002693	2/14/1978
Baldwin technical manual: model 122, Funster	Text	TX0000054879	6/14/1978
Every life needs music	Visual Material	VA0000011690	8/24/1978
Every life needs music & 43 other titles	Recorded Document	V3481D901	11/21/2001
Every life needs music & 43 other titles	Recorded Document	V3481D902	11/21/2001
Every life needs music & 43 other titles	Recorded Document	V3481D903	11/21/2001
Every life needs music & 43 other titles (Part 001 of 004)	Recorded Document	V3481D900	11/21/2001
Every life needs music & 44 other titles	Recorded Document	V3451D642	4/13/2000
Classroom manager: release 1.0	Computer File	TX0004360895	8/31/1992
Listen and play master	Computer File	TX0004360893	11/17/1995
Music illustrator	Computer File	TX0004360894	11/17/1995