

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
Hal Leonard Corporation		05/31/2013	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	BMO Harris Bank N.A.
Street Address:	770 N. Water Street
Internal Address:	7th Floor
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Registration Number:	2878209	BACKBEAT BOOKS
Serial Number:	75045328	BAUDWAY COMMUNICATIONS
Registration Number:	2078114	CARTA
Registration Number:	1459186	DAYBREAK PRODUCTIONS
Registration Number:	2125712	ESSENTIAL ELEMENTS
Registration Number:	2891426	ESSENTIAL TECHNIQUE
Registration Number:	1082469	EXPRESSIVE ARTS
Registration Number:	1050640	E-Z PLAY
Registration Number:	1236314	EZ PLAY TODAY
Registration Number:	2279695	FAST TRACK
Registration Number:	1450735	THE GRAND STAND
Registration Number:	3443189	GUITAR XTRA
Registration Number:	2924566	GUITAR PLAY-ALONG

OP \$1365.00 2878209

Registration Number:	1967973	HAL LEONARD
Registration Number:	2921847	JAZZ PLAY ALONG
Registration Number:	3510701	JAZZ PLAY-ALONG
Registration Number:	3008569	JOY OF SINGING
Registration Number:	1522200	MUSIC DISPATCH
Registration Number:	2559958	MUSIC EXPRESS
Registration Number:	2939809	PAPERBACK SONGS
Registration Number:	2934860	PIANO DAY SPA
Registration Number:	2891425	PLAY TODAY!
Registration Number:	3529539	PLAY WITH THE CD
Registration Number:	2474423	PRAISESONG
Registration Number:	2934243	PRO VOCAL
Registration Number:	1555355	RECORDED VERSIONS
Registration Number:	1577734	RUBANK
Registration Number:	3711053	SHEET MUSIC DIRECT
Registration Number:	2850657	SHEETMUSICDIRECT.COM
Registration Number:	1928073	SIGNATURE LICKS
Registration Number:	3653846	TOTAL BAND DIRECTOR
Registration Number:	1551888	TRANSCRIBED SCORES
Registration Number:	1769402	XYLOTONE
Registration Number:	1998896	MUSIC INTERACTIVE
Registration Number:	1624757	EASY ELECTRONIC KEYBOARD MUSIC
Registration Number:	1475755	SOLOTRAX
Registration Number:	1574064	ARTIST TRANSCRIPTIONS
Registration Number:	0934965	LEARNING UNLIMITED
Registration Number:	1016839	HLP
Registration Number:	0876074	MIX'N MATCH
Registration Number:	0847623	FUN 'N EASY
Registration Number:	1587280	SIGNATURE LICKS
Registration Number:	1562120	KEYBOARD DYNAMICS
Registration Number:	1567081	INSTANT ELECTRONIC KEYBOARD
Registration Number:	1524266	VOCAL TRAX
Registration Number:	1461772	TUNE UPS
Registration Number:	1404657	COMPUTER HITWARE
Registration Number:	1347484	MACMUSIC

	1173161	SOUNDPOWER
Registration Number:	1121407	EZ PLAY MUSIC
Serial Number:	74435959	PUZZLE SONGS
Serial Number:	74417289	SING-A-SONG STORYBOOK PRESS 'N' PLAY
Serial Number:	73721617	INSTANT KEYBOARD
Serial Number:	73512750	COMPUTER SHEET MUSIC

CORRESPONDENCE DATA

Fax Number: 4142974900
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ATTORNEY DOCKET NUMBER:	067854-0101
NAME OF SUBMITTER:	Jennifer Vandenplas
Signature:	/Jennifer Vandenplas/
Date:	08/02/2013

Total Attachments: 7
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**Grant of Security Interest
in United States Patents and Trademarks**

May 31, 2013

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Hal Leonard Corporation, a Wisconsin corporation (the "Grantor"), hereby grants to BMO Harris Bank N.A., as administrative agent for the Creditor Parties (the "Grantee"), a 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:

- i. each United States patent and patent application, including each patent and patent application referred to on Schedule A hereto;
- ii. each patent license, including each patent license listed on Schedule A hereto;
- iii. each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each Trademark, trademark registration and trademark application referred to in Schedule B hereto;
- iv. each Trademark License, whether registered or not, including each Trademark License referred to in Schedule B hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and
- v. all products and proceeds of the foregoing, including any claim by the Grantor against third parties for past, present or future infringement of any patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any patent or Trademark listed on Schedule A or B hereto, or under any patent or Trademark licensed under any patent license or Trademark License, including any such License listed on Schedule A or B hereto, or for injury to the goodwill associated with any Trademark, Trademark registration or Trademark License.

THIS GRANT is granted in conjunction with the security interests granted to the Grantee pursuant to the Amended and Restated General Security Agreement between the Grantor and the Grantee dated as of April 29, 2013 and the Amended and Restated Trademark and Copyright Security Agreement among the Grantor, the Grantee and certain other parties dated as of May 31, 2013, each as amended, restated, supplemented or otherwise modified from time to time (each, a "Security Agreement" and, together, the "Security Agreements"). All capitalized terms used herein without definition shall have the same meanings herein as such terms are defined in the applicable Security Agreement.

The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Security Agreements, 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 Security Agreements, the provisions of the Security Agreements shall govern.

[Signature page follows]

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

HAL LEONARD CORPORATION, as Grantor

By: *Thomas J. Frisch*

Name: Thomas J. Frisch

Title: Vice President

BMO HARRIS BANK N.A., as administrative agent for the Creditor Parties, as Grantee

By: _____

Name: Jude M. Carlin

Title: Vice President

By: _____

Name: Philip Sanfilippo

Title: Vice President

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

HAL LEONARD CORPORATION, as Grantor

By: _____

Name: Daniel J. Bauer

Title: Senior Vice President, Chief
Financial Officer and Secretary

BMO HARRIS BANK N.A., as administrative
agent for the Creditor Parties, as Grantee

By: _____

Name: Jude M. Carlin

Title: Vice President

By: _____

Name: Philip Sanfilippo

Title: Vice President

Schedule A to Patent and Trademark Agreement

PATENTS AND PATENT APPLICATIONS

Patent Name	Serial Number
Electronic Keyboard Design	009,680

PATENT LICENSES

None.

Schedule B to Patent and Trademark Agreement

TRADEMARK REGISTRATIONS

Trademark File Name	Reg. No.
Backbeat Books & Design	?
Baudway	Serial No. 75/045,328
CARTA	2078114
Daybreak Productions	1,459,186
Essential Elements	2125712
Essential Technique	2891426
Expressive Arts	1,082,469
E-Z Play	1,050,640
	1056739
	TMA235,863
E-Z Play Today	1,236,314
	1,186,630
	B384343
Fast Track	2,279,695
Grand Stand	1,450,735
Guitar Xtra	3,443,189
Guitar Play-Along	2,924,566
HLC Logo	1,967,973
Jazz Play-Along	2,921,847
Jazz Play-Along	3,510,701
Joy Of Singing	3,008,569
Music Dispatch	1,522,200
Music Dispatch – CANADA	TMA369201
Music Express	2559958
Paperback Songs	2939809
Piano Day Spa	2,934,860
Play Today!	2891425
Play With The CD	3,529,539
Praisiesong	2474423
Pro Vocal	2934243
Recorded Versions	1,555,355
Rubank	1,577,734
Sheet Music Direct	?
SHEETMUSICDIRECT.COM	2,850,657
Signature Licks (stylized)	1,928,073
Total Band Director	3,653,846
Transcribed Scores	1,551,888
EZ Play Music	1121407

TRADEMARK APPLICATIONS

None.

TRADEMARK LICENSES

None.