

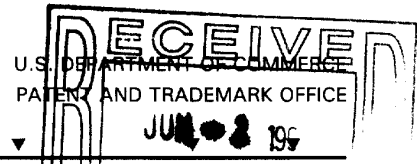
M. R. H. 6/16/98

06-16-1998

FORM PTO-1594
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <u>Musician's Friend Trust</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation State Oregon <input type="checkbox"/> Other <u>Oregon Business Trust</u></p> <p>Additional Name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Musician's Friend, Inc.</u> Internal Address: _____ Street Address: <u>931 Chevy Way</u> City: <u>Medford</u> State: <u>OR</u> Zip: <u>97504</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>Effective January 1, 1998</u></p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>

<p>4. Application number(s) or registration number(s): A. Trademark Application No(s). _____</p>	<p>B. Trademark registration No(s). <u>2,089,189</u></p>
<p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	

<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Andrea A. Ardley, c/o Schwabe Williamson & Wyatt, P.C.</u> Internal Address: _____ Street Address: <u>1211 SW Fifth Avenue, Suite 1700</u> City: <u>Portland</u> State: <u>OR</u> Zip: <u>97204</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41): \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
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9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Andrea A. Ardley Andrea A. Ardley 5/26/98
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to: **Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011).

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Assignment of Registration of a Mark

WHEREAS, MUSICIAN'S FRIEND TRUST, an Oregon business trust, of 931 Chevy Way, Medford, Oregon 97504, has adopted, used and is using and is the owner of the following trademark which is now registered in the United States Patent and Trademark Office:

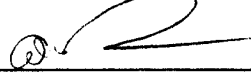
<u>Trademark</u>	<u>Registration Number</u>	<u>Date of Registration</u>
GUITAR MAN AND DESIGN	2,089,189	8-19-97

WHEREAS, MUSICIAN'S FRIEND, INC., a Delaware corporation, of 931 Chevy Way, Medford, Oregon 97504, the successor of the ongoing and existing business of Musician's Friend Trust desires to confirm its acquisition of said mark and the registration thereof;

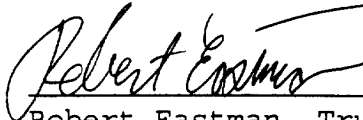
NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said MUSICIAN'S FRIEND TRUST does hereby assign, nunc pro tunc, unto MUSICIAN'S FRIEND, INC. all right, title and interest in and to the said mark, together

with the good will of the business symbolized by the marks, and the above identified registrations thereof.

MUSICIAN'S FRIEND TRUST



Allen J. Dinardi, Trustee



Robert Eastman, Trustee

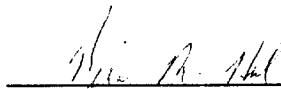
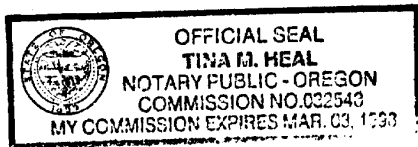


Deanna Eastman, Trustee

Dated effective January 1, 1998

STATE OF OREGON)
) ss.
County of Jackson)

On this 11 day of February 1998, before me appeared Allen J. Dinardi, Robert Eastman and Deanne Eastman, Trustees of MUSICIAN'S FRIEND TRUST, the persons who signed this instrument, who acknowledged that they signed it on behalf of MUSICIAN'S FRIEND TRUST.



NOTARY PUBLIC FOR OREGON
My Commission Expires: 3/3/98