

FORM PTO-1594 (modified)

08-27-2001

U.S. DEPARTMENT OF COMMERCE

(Rev 03/01)

RECO



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U.S. Patent and Trademark Office

101823692

To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

G & L Music Sales, Inc.

08/22/01

2. Name and address of receiving party(ies):

BBE Sound, Inc.
5381 Production Drive
Huntington beach, CA 92649

- Individual(s)
- General Partnership
- Corporation-State CA
- Other _____

- Association
- Limited Partnership

Additional conveying party(ies) YES X

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 06-24-92

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1414166

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Christina D. Yates
Internal Address: FOLEY & LARDNER
Street Address: 402 West Broadway
23rd Floor
City: San Diego State: California Zip: 92101-3542

6. Total number of applications/patents involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-0872

DO NOT USE THIS SPACE

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.

Christina D. Yates

8-16-01

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 18

08/27/2001 6TON11 00000021 1414166

01 FC:481

40.00 GP

017.177164.1

Names of Conveying Parties (additional names:

Sanwa Bank, trustee of the Clarence Leo Fender Trust

1 States of America and all foreign countries which may be granted
2 therefor or thereon, identified in said Schedule A, the same to be
3 held by said ASSIGNEE, for its own use and behoof and use and behoof
4 of its successors or assigns, as fully and entirely as the same would
5 have been held by said ASSIGNOR had this assignment and sale not been
6 made.

7 ASSIGNOR hereby covenants that no assignment, sale, agreement or
8 encumbrance has been or will be made or entered into which would
9 conflict with the assignment and sale.

10 ASSIGNOR hereby represents and warrants that, to the best of
11 Assignor's knowledge, the Trademarks and Applications identified in
12 Schedule A hereto constitute all of the Trademarks and Applications
13 included among the Assets (as such term is defined in that certain
14 Asset Purchase Agreement dated as of June 24, 1992, by and between
15 Assignor and Assignee (the "APA")); to the extent that any Trademarks
16 and Applications included in the Assets are not identified in said
17 Schedule A hereto, Assignor shall execute such documents as Assignee
18 shall determine to be necessary to assign such Trademarks and
19 Applications to Assignee pursuant to the APA.

20 ASSIGNOR further covenants that ASSIGNEE will, upon its request,
21 be provided promptly with all pertinent facts and documents relating
22 to said Trademarks and Applications as may be known and accessible to
23 ASSIGNOR and will testify as to the same in any interference or
24 litigation related thereto and will promptly execute and delivery to
25 ASSIGNEE or its legal representative any and all papers, instruments
26 or affidavits required to apply for, obtain, maintain, record title
27 to and enforce said Trademarks and Applications which may be
28 necessary or desirable to carry out the purposes hereof.

1 AND ASSIGNOR hereby requests and authorizes the Patent and
2 Trademark Office of the United States and all foreign countries to
3 record the transfer of title to any of said Trademarks and to issue
4 any of said Trademark registrations to said ASSIGNEE, and ASSIGNOR
5 agrees to execute any and all assignment or other documents as may be
6 requested by ASSIGNEE at ASSIGNEE's discretion to record or perfect
7 its ownership in any country of the world of any of the foregoing.

8 IN WITNESS WHEREOF, ASSIGNOR and each of them have caused this
9 assignment to be executed by their duly authorized officers this 24th
10 day of June, 1992.

11 G&L Music Sales, Inc.

12 By: Phyllis M. Fender
13 Phyllis M. Fender, President

14 Sanwa Bank, Trustee of the
15 Clarence Leo Fender Trust

16 By: Forrest West
17 Forrest West, Vice President

18 AGREED AND ACCEPTED
19 this 24th day of June 1992

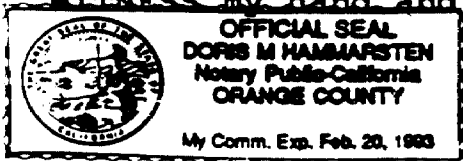
20 BBE Sound, Inc.
21 By: John McLaren
22 John McLaren, President

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1 State of California)
2 County of Orange) ss:

3 On June 24, 1992, before me, Doris M. Hammarsten, a notary
4 public in and for said State, personally appeared Phyllis M. Fender,
5 personally known to me (or proved to me on the basis of satisfactory
6 evidence) to be the person whose name is subscribed to the within
7 instrument and acknowledged to me that she executed the same in her
8 authorized capacity, and that by her signature on the instrument the
9 person(s), or the entity upon behalf of which the person(s) acted,
10 executed the instrument.

11 WITNESS my hand and official seal.

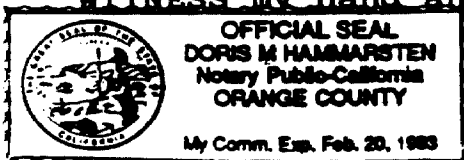


12 Doris M. Hammarsten
13 Notary Public

14 State of California)
15 County of Orange) ss:

16 On June 24, 1992, before me, Doris M. Hammarsten, a notary
17 public in and for said State, personally appeared Forrest West,
18 personally known to me (or proved to me on the basis of satisfactory
19 evidence) to be the person whose name is subscribed to the within
20 instrument and acknowledged to me that he executed the same in his
21 authorized capacity, and that by his signature on the instrument the
22 person(s), or the entity upon behalf of which the person(s) acted,
23 executed the instrument.

24 WITNESS my hand and official seal.

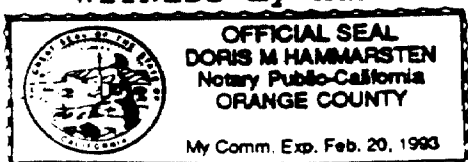


25 Doris M. Hammarsten
26 Notary Public

27 State of California)
28 County of Orange) ss:

29 On June 24, 1992, before me, Doris M. Hammarsten, a notary
30 public in and for said State, personally appeared John McLaren,
31 personally known to me (or proved to me on the basis of satisfactory
32 evidence) to be the person whose name is subscribed to the within
33 instrument and acknowledged to me that he executed the same in his
34 authorized capacity, and that by his signature on the instrument the
35 person(s), or the entity upon behalf of which the person(s) acted,
36 executed the instrument.

37 WITNESS my hand and official seal.



38 Doris M. Hammarsten
Notary Public

G & L MUSICAL PRODUCTS, INC.

TRADEMARK/SERVICE MARK STATUS REPORT

June 12, 1992

SPENSLEY HORN JUBAS & LUBITZ
1880 CENTURY PARK EAST - FIFTH FLOOR
LOS ANGELES, CALIFORNIA
(310) 553-5050

TRADEMARK DEPARTMENT

A

TRADEMARK FILE NO.	CTY	GOODS/SERVICES	CLASSES	APP. NO. APP. DT.	REG. NO. REG. DT.	STATUS
ASAF 002728.TM7801B	CA	GUITARS	NA 36		81157 05MY1986	CASE HAS BEEN REGISTERED RENEWAL DUE 05MY1996
BROADCASTER 002728.TM7350B	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36		76878 01MY1985	CASE HAS BEEN REGISTERED RENEWAL DUE 01MY1995
CAVALIER 002728.TM58168	CA	ELECTRIC GUITARS	NA 36		69302 22AP1983	CASE HAS BEEN REGISTERED RENEWAL DUE 22AP1993
COMANCHE 002728.TM7660B	CA	GUITARS	NA 36		81158 05MY1986	CASE HAS BEEN REGISTERED RENEWAL DUE 05MY1996
EL TORO 002728.TM5815B	CA	ELECTRIC BASS GUITARS	NA 36		69303 22AP1983	CASE HAS BEEN REGISTERED RENEWAL DUE 22AP1993

TRADEMARK FILE NO.	CTY	GOODS/SERVICES	CLASSES	APP. NO. APP. DT.	REG. NO. REG. DT.	STATUS
INNOVATOR 002728.TM58488	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36	69989 23JE1983	69989 23JE1983	CASE HAS BEEN REGISTERED RENEWAL DUE 23JE1993
INTERCEPTOR 002728.TM58508	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36	69991 23JE1983	69991 23JE1983	CASE HAS BEEN REGISTERED RENEWAL DUE 23JE1993
Interceptor Head Design 002728.TM68008	CA	ELECTRIC GUITARS AND ELECTRIC BASS GUITARS	NA 36	72982 02MY1984	72982 02MY1984	CASE HAS BEEN REGISTERED RENEWAL DUE 02MY1994
INVADER 002728.TM59898	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36	70336 02NU1983	70336 02NU1983	CASE HAS BEEN REGISTERED RENEWAL DUE 02NU1993
LYNX 002728.TM59558	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36	70166 19JL1983	70166 19JL1983	CASE HAS BEEN REGISTERED RENEWAL DUE 19JL1993

TRADEMARK	CTY	GOODS/SERVICES	CLASSES	APP. NO.	REG. NO.	STATUS
FILE NO.				APP. DT.	REG. DT.	
Miscellaneous Design 002728.TM5761B	CA	ELECTRIC GUITARS AND ELECTRIC BASS GUITARS	NA 36		68994 22MRT1983	CASE HAS BEEN REGISTERED RENEWAL DUE 22MRT1993
NIGHTHAWK 002728.TM5988B	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36		70335 02AUI1983	CASE HAS BEEN REGISTERED RENEWAL DUE 02AUI1993
RAMPAGE 002728.TM7157B	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36		75714 08JAI1985	CASE HAS BEEN REGISTERED RENEWAL DUE 08JAI1995
SB 002728.TM5606B	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS AND BASS GUITARS	NA 36		67956 29MO1982	CASE HAS BEEN REGISTERED RENEWAL DUE 29MO1992
SC 002728.TM5536B	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS AND BASS GUITARS	NA 36		67928 16MO1982	CASE HAS BEEN REGISTERED RENEWAL DUE 16MO1992

TRADEMARK	CTY	GOODS/SERVICES	CLASSES	APP. NO.	REG. NO.	STATUS
FILE NO.				APP. DT.	REG. DT.	
SKYHAWK 002728.TM58498	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36		69990 23JE1983	CASE HAS BEEN REGISTERED RENEWAL DUE 23JE1993
SUPERHAWK 002728.TM6942B	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36		73441 13JE1984	CASE HAS BEEN REGISTERED RENEWAL DUE 13JE1994
TANDEM 002728.TM6054B	CA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	NA 36		70800 19SE1983	CASE HAS BEEN REGISTERED RENEWAL DUE 19SE1993
ASAT 002728.TM7801	USA	GUITARS	IN 15	73/592551 10NP1986	1415810 04NO1986	CASE HAS BEEN REGISTERED SEC. 8615 AFF. DUE 04NO1992 RENEWAL DUE 04NO2006

TRADEMARK FILE NO.	CTY	GOODS/SERVICES	CLASSES	APP. NO. APP. DT.	REG. NO. REG. DT.	STATUS
CAVALIER 002728.TM5816	USA	ELECTRIC GUITARS	IN 15	73/422703 21NP1983	1280674 05JE1984	CASE HAS BEEN REGISTERED SEC. 8& 15 ACCEPTED 27AU1990 RENEWAL DUE 05JE2004
COMANCHE 002728.TM7660	USA	GUITARS	IN 15	73/592552 10NP1986	1414166 21OC1986	CASE HAS BEEN REGISTERED SEC. 8&15 AFF. DUE 21OC1992 RENEWAL DUE 21OC2006
EL TORO 002728.TM5815	USA	ELECTRIC BASS GUITARS	IN 15	73/422704 21NP1983	1288907 07AU1984	CASE HAS BEEN REGISTERED SEC. 8&15 ACCEPTED 01OC1990 RENEWAL DUE 07AU2004

TRADEMARK FILE NO.	CTY	GOODS/SERVICES	CLASSES	APP. NO. APP. DT.	REG. NO. REG. DT.	STATUS
G & L and Design 002728.0001	USA	MUSICAL INSTRUMENTS, NAMELY GUITARS, AMPLIFIERS, BRIDGE ASSEMBLIES, PICKUPS, VIBRATO UNITS, SELECTOR SWITCHES, PHASE SWITCHES, SPLITTER SWITCHES, NECK PLATES, AND NECKS ALL OF WHICH ARE SOLD AS A UNIT	IN 15	73/257672 11AP1980	1190632 23FE1982	CASE HAS BEEN REGISTERED SEC. 8&15 ACCEPTED 03AUI1988 RENEWAL DUE 23FE2002
GUITARS BY LEO 002728.TM8463	USA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	IN 15	73/745461 11AUI1988		CASE IS NOW INACTIVE
INNOVATOR 002728.TM5848	USA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	IN 16	431527 23JE1983	1285968 17JL1984	CANCELLED
INTERCEPTOR 002728.TM5850	USA	MUSICAL INSTRUMENTS-NAMELY, GUITARS	IN 15	73/431532 23JE1983	1283311 26JE1984	CASE HAS BEEN REGISTERED SEC. 8&15 ACCEPTED 07JAI1991 RENEWAL DUE 26JE2004

TRADEMARK	CTY	GOODS/SERVICES	CLASSES	APP. NO.	REG. NO.	STATUS
FILE NO.				APP. DT.	REG. DT.	
INVADER 002728.TM5989	USA	MUSICAL INSTRUMENTS-NAMELY, GUITARS	IN 15	73/437140 01AU1983	1284233 03JUL1984	CASE HAS BEEN REGISTERED SEC. 8&15 ACCEPTED 22AU1990 RENEWAL DUE 03JUL2004
LYNX 002728.TM5995	USA	MUSICAL INSTRUMENTS-NAMELY, GUITARS	IN 15	73/434977 18JUL1983	1285186 10JUL1984	CASE HAS BEEN REGISTERED SEC. 8&15 ACCEPTED 05NO1990 RENEWAL DUE 10JUL2004
Miscellaneous Design 002728.TM5761	USA	ELECTRIC GUITARS AND ELECTRIC BASS GUITARS	IN 15	73/418383 21MR1983		CASE IS NOW INACTIVE
NIGHTHAWK 002728.TM5988	USA	MUSICAL INSTRUMENTS-NAMELY, GUITARS	IN 15	73/437139 01AU1983	1284232 03JUL1984	CASE HAS BEEN REGISTERED SEC. 8&15 ACCEPTED 05SE1990 RENEWAL DUE 03JUL2004

TRADEMARK FILE NO.	CTY	GOODS/SERVICES	CLASSES	APP. NO. APP. DT.	REG. NO. REG. DT.	STATUS
RMPAGE 002728.TM7157	USA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	IN 15	73/516093 03JAL1985	1385929 11MR1986	CASE HAS BEEN REGISTERED SECTION 8 & 15 HAS BEEN FILED 11MR1992 RENEWAL DUE 11MR2006
REAL ONE 002728.TM7603	USA	GUITARS	IN 15	73/572148 09DE1985	1400271 08JL1986	CASE HAS BEEN REGISTERED SEC. 8&15 AFF. DUE 08JL1992 RENEWAL DUE 08JL2006
SC 002728.TM5536	USA	MUSICAL INSTRUMENTS-NAMELY, GUITARS AND BASS GUITARS	IN 15	73/402310 12NO1982	1304956 13NO1984	CASE HAS BEEN REGISTERED SEC. 8&15 ACCEPTED 17DE1990 RENEWAL DUE 13NO2004
SCORCHER 002728.TM8484	USA					CASE IS NOW INACTIVE

TRADEMARK FILE NO.	CTY	GOODS/SERVICES	CLASSES	APP. NO. APP. DT.	REG. NO. REG. DT.	STATUS
SKYHAWK 002728.TM5849	USA	MUSICAL INSTRUMENTS, NAMELY, GUITARS	IN 16	73/431528 23JE1983	1347665 09JL1985	CANCELLED
SLAP STRING 002728.TM9595	USA	GUITARS	IN 15			CASE IS NOW INACTIVE
SPLIT COIL SINGLE HUMBucker 002728.TM9596	USA	GUITAR PICKUP ASSEMBLY	IN 15			CASE IS NOW INACTIVE
SUPERHAWK 002728.TM6942	USA	MUSICAL INSTRUMENTS-NAMELY, GUITARS	IN 15	483259 04JE1984	1328430 02NP1985	CASE IS NOW INACTIVE
TANDEM 002728.TM6054	USA	MUSICAL INSTRUMENTS-NAMELY, GUITARS	IN 15	444173 19SE1983	1296014 18SE1984	CASE IS NOW INACTIVE

TRADEMARK	CTY	GOODS/SERVICES	CLASSES	APP. NO.	REG. NO.	STATUS
FILE NO.				APP. DT.	REG. DT.	
G & L Design 002728.FM5881	CA MA	MUSICAL INSTRUMENTS, NAMELY, GUITARS, AMPLIFIERS, BRIDGE ASSEMBLIES, PICKUPS, VIBRATO UNITS, SELECTOR SWITCHES, PHASE SWITCHES, SPLITTER SWITCHES, NECK PLATES, AND NECKS, ALL OF WHICH ARE SOLD AS A UNIT	IN 15	511022 180C1983	292462 29JJE1984	CASE HAS BEEN REGISTERED RENEWAL DUE 29JJE1999
G & L Design 002728.FM5881	FR AN	MUSICAL INSTRUMENTS, NAMELY GUITARS	IN 15	677960 070C1983	1247345 070C1983	CASE HAS BEEN REGISTERED RENEWAL DUE 070C1993
G & L Design 002728.FM5881	IT AL	MUSICAL INSTRUMENTS, ELECTRIC GUITARS AND ELECTRIC BASE GUITARS		22688 C/83 16M01983	419362 14AP1986	CASE HAS BEEN REGISTERED RENEWAL DUE 16M02003
G & L Design 002728.FM5881	MO RS	MUSICAL INSTRUMENTS, NAMELY, GUITARS, AMPLIFIERS, BRIDGE ASSEMBLIES, PICKUPS, VIBRATO UNITS, SELECTOR SWITCHES, PHASE SWITCHES, SPLITTER SWITCHES, NECK PLATES, AND NECKS, ALL OF WHICH ARE SOLD AS A UNIT	MA 51	14152/1983 120C1983	106031 150C1984	CASE HAS BEEN REGISTERED RENEWAL DUE 150C1994

TRADEMARK	CTY	GOODS/SERVICES	CLASSES	APP. NO.	REG. NO.	STATUS
FILE NO.				APP. DT.	REG. DT.	
G & L Design 002728.FM5881	SWED	MUSICAL INSTRUMENTS, NAMELY, ELECTRIC GUITARS AND ELECTRIC BASS GUITARS		83 6116 22SE1983	190010 27JAI1984	CASE HAS BEEN REGISTERED RENEWAL DUE 27JAI1994
G & L Design 002728.FM5881	SWIT	MUSICAL INSTRUMENTS, NAMELY, GUITARS, AMPLIFIERS, BRIDGE ASSEMBLIES, PICKUPS, VIBRATO UNITS, SELECTOR SWITCHES, PHASE SWITCHES, SPLITTER SWITCHES, NECK PLATES, AND NECKS, ALL OF WHICH ARE SOLD AS A UNIT		5340 21SE1983	328022 01MHI1984	CASE HAS BEEN REGISTERED RENEWAL DUE 21SE2003