



Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings ⇌ ⇌ ⇌

RECOF  
TR

101863384

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

1. Name of conveying party(ies):

American Music Group, Ltd. **1-801**

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: April 16, 2001

2. Name and address of receiving party(ies)

Name: Guitar Center Stores, Inc.

Internal

Address: \_\_\_\_\_

Street Address: 5795 Lindero Canyon Road

City: Westlake Village State: CA Zip: 91362

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

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 registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

- (1) 1,684,766; (2) 1,686,922;
- (3) 1,685,628 (4) 1,671,713;
- (5) 1,675,406; (6) 1,671,712

Additional number(s) attached  Yes  No

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

Name: Aronberg Goldgehn Davis & Garmisa  
Internal Address: Attn: Ned S. Robertson

Street Address: One IBM Plaza, Suite 3000

City: Chicago State: IL Zip: 60611

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41)..... Previously paid \$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Ned S. Robertson

Name of Person Signing

Ned S. Robertson

Signature

9/24/01

Date

Total number of pages including cover sheet, attachments, and document.

ARONBERG GOLDGEHN DAVIS & GARMISA

ATTORNEYS & COUNSELORS  
ONE IBM PLAZA • SUITE 3000  
CHICAGO, ILLINOIS 60611

TELEPHONE (312) 828-9600  
FACSIMILE (312) 828-9635  
WWW.AGDGLAW.COM

07-09-2001



101770479

7.09.01

KARLA J. RAMIREZ  
PARALEGAL  
(312) 755-3142  
E-MAIL: kramirez@agdgllaw.com

OUR FILE NUMBER:

July 6, 2001

28005.00100

*Via Certified Mail No. 7099 3400 0014 4306 1269*

U.S. Patent and Trademark Office  
1213 Jefferson Davis Highway  
Crystal Gateway Four, Suite 300  
Arlington, Virginia 22202

Attn: Assignment Branch

Re: American Music Group, Ltd. and Guitar Center Stores, Inc.

Dear Sir or Madam:

Please be advised that this firm represents Guitar Center Stores, Inc. concerning the Assignment of Proprietary Rights which is enclosed for filing. We have included our firm check in the sum of \$165.00 in payment of your filing fee.

We request that you acknowledge receipt of this filing by stamping and returning the enclosed self-addressed postcard. Should you require further information regarding this Assignment, please contact the undersigned.

Very truly yours,

ARONBERG GOLDGEHN DAVIS & GARMISA

By: Karla J. Ramirez

231317.1  
Enclosure

TRADEMARK  
REEL: 002377 FRAME: 0217

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## ASSIGNMENT OF PROPRIETARY RIGHTS

This Assignment of Proprietary Rights (this "Assignment"), dated as of April 16, 2001, is entered into between American Music Group, Ltd. ("Seller") and Guitar Center Stores, Inc., a Delaware corporation ("Buyer"), and is made contemporaneously with the acquisition by Buyer of all of the assets of Seller.

### RECITALS

A. Seller, Buyer and the other parties identified therein have entered into an Asset Purchase Agreement, dated as of the date hereof (the "Agreement"), which provides, among other things, for the acquisition of all of the assets of Seller by Buyer.

B. Seller is the exclusive owner of all right, title to, and interest in the Proprietary Rights (as defined in the Agreement).

C. Seller desires to transfer and assign all of its right, title to, and interest in these Proprietary Rights to Buyer, and Buyer wishes to acquire the Proprietary Rights from Seller.

### AGREEMENT

NOW, THEREFORE, for the consideration specified in the Agreement and other good and valuable consideration, the receipt of which is hereby acknowledged, Seller does hereby grant, bargain, transfer, sell, assign, convey and deliver to Buyer, subject to the provisions of the Agreement, all right, title to, and interest in the Proprietary Rights, including without limitation, the United States registrations for any Proprietary Rights and all extensions thereto and re-issues thereof and all foreign counterparts thereto, and all claims for damages and/or injunctive relief by reason of past or future infringement of any Proprietary Rights, by any party or parties, with the right to sue for and collect the same for its own account and use.

For the consideration set forth above, Seller, for itself and its respective successors and assigns, hereby covenants and agrees that, at any time and from time to time forthwith upon the written request of Buyer, Seller will do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered, each and all of such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may reasonably be required by Buyer in order to assign, transfer, set over, convey, assure and confirm unto and vest in Buyer, its successors and assigns, title to the Proprietary Rights.

(Signature Page Follows)

IN WITNESS WHEREOF, this Assignment has been duly executed on behalf of Seller and Buyer by their respective duly authorized officers as of the date first written above

AMERICAN MUSIC GROUP, LTD.

GUITAR CENTER STORES, INC.

By: Daniel Fleischman, V.P.  
Name: Daniel Fleischman

By: \_\_\_\_\_  
Name: \_\_\_\_\_

Title: Vice President

Title: \_\_\_\_\_

STATE OF NEW YORK )

COUNTY OF ONONDAGA ) ss.

On April 6, 2001, before me, Michael J. Byrne, personally appeared Daniel Fleischman, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]  
Notary Public in and for said County and State

MICHAEL J. BYRNE  
Notary Public in the State of New York  
Qualified in Onon. Co. No. 01BY460716#  
My Commission Expires March 30, 2003

STATE OF CALIFORNIA )

COUNTY OF ) ss.:

On April \_\_\_\_, 2001, before me, \_\_\_\_\_, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public in and for said County and State

IN WITNESS WHEREOF, this Assignment has been duly executed on behalf of Seller and Buyer by their respective duly authorized officers as of the date first written above

AMERICAN MUSIC GROUP, LTD.

GUITAR CENTER STORES, INC.

By: [Signature] V.P.  
Name: Daniel Fleischman

By: [Signature]  
Name: Bruce L. Ross

Title: Vice President

Title: PRESIDENT

STATE OF NEW YORK )

COUNTY OF ONONDAGA ) ss.

On April 6, 2001, before me, Michael J. Byrne, personally appeared Daniel Fleischman, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

[Signature]  
Notary Public in and for said County and State

MICHAEL J. BYRNE  
Notary Public in the State of New York  
Qualified in Onon. Co. No. 01BY4607164  
My Commission Expires March 30, 2003

STATE OF CALIFORNIA )

COUNTY OF ) ss.:

On April \_\_\_\_, 2001, before me, \_\_\_\_\_, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/hcr/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public in and for said County and State

3.19a

Trademark Registrations owned by American Music Group, Ltd.

AMERICAN MUSIC (typed word)

Reg. No. 1,684,766

Reg. Date: 04/28/1992

Status: Section 8 and 15 affidavits accepted and acknowledged

Star Design

Reg. No. 1,686,922

Reg. Date: 05/12/1992

Status: Section 8 and 15 affidavits accepted and acknowledged

AMERICAN MUSIC (typed word)

Reg. No. 1,685,628

Reg. Date: 05/05/1992

Status: Section 8 and 15 affidavits accepted and acknowledged

Star Design

Reg. No. 1,671,713

Reg. Date: 01/14/1992

Status: Section 8 and 15 affidavits accepted and acknowledged

Star Design

Reg. No. 1,675,406

Reg. Date: 02/11/1992

Status: Section 8 and 15 affidavits accepted and acknowledged

AMERICAN MUSIC

Reg. No. 1,671,712

Reg. Date: 01/14/1992

Status: Section 8 and 15 affidavits accepted and acknowledged

Domain Names Owned by American Music Group, Ltd.:

1. amgltd.com
2. lmimusic.com
3. discountmusicsupplies.com
4. giardinelli.com

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### RECITALS

A. Seller, Buyer and the other parties identified therein have entered into an Asset Purchase Agreement, dated as of the date hereof (the "Agreement"), which provides, among other things, for the acquisition of all of the assets of Seller by Buyer.

B. Seller is the exclusive owner of all right, title to, and interest in the Proprietary Rights (as defined in the Agreement).

C. Seller desires to transfer and assign all of its right, title to, and interest in these Proprietary Rights to Buyer, and Buyer wishes to acquire the Proprietary Rights from Seller.

### AGREEMENT

NOW, THEREFORE, for the consideration specified in the Agreement and other good and valuable consideration, the receipt of which is hereby acknowledged, Seller does hereby grant, bargain, transfer, sell, assign, convey and deliver to Buyer, subject to the provisions of the Agreement, all right, title to, and interest in the Proprietary Rights, including without limitation, the United States registrations for any Proprietary Rights and all extensions thereto and re-issues thereof and all foreign counterparts thereto, and all claims for damages and/or injunctive relief by reason of past or future infringement of any Proprietary Rights, by any party or parties, with the right to sue for and collect the same for its own account and use.

For the consideration set forth above, Seller, for itself and its respective successors and assigns, hereby covenants and agrees that, at any time and from time to time forthwith upon the written request of Buyer, Seller will do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered, each and all of such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may reasonably be required by Buyer in order to assign, transfer, set over, convey, assure and confirm unto and vest in Buyer, its successors and assigns, title to the Proprietary Rights.

(Signature Page Follows)

IN WITNESS WHEREOF, this Assignment has been duly executed on behalf of Seller and Buyer by their respective duly authorized officers as of the date first written above

**AMERICAN MUSIC GROUP, LTD.**

**GUITAR CENTER STORES, INC.**

By: *Daniel Fleischman*, V.P.  
Name: Daniel Fleischman

By: \_\_\_\_\_  
Name:

Title: Vice President

Title:

STATE OF NEW YORK )

COUNTY OF ONONDAGA ) ss.

On April 6, 2001, before me, Michael J. Byrne, personally appeared Daniel Fleischman, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

*Michael J. Byrne*  
Notary Public in and for said County and State

**MICHAEL J. BYRNE**  
Notary Public in the State of New York  
Qualified in Onon. Co. No. 01BY460716#  
My Commission Expires March 30, 2003

STATE OF CALIFORNIA )

COUNTY OF ) ss.:

On April \_\_\_\_, 2001, before me, \_\_\_\_\_, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public in and for said County and State



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AMERICAN MUSIC GROUP, LTD.

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By: [Signature] V.P.  
Name: Daniel Fleischman

By: [Signature]  
Name: Bruce L. Ross

Title: Vice President

Title: President

STATE OF NEW YORK )

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WITNESS my hand and official seal.

[Signature]  
Notary Public in and for said County and State

MICHAEL J. BYRNE  
Notary Public in the State of New York  
Qualified in Onon. Co. No. 01BY4607168  
My Commission Expires March 30, 2023

STATE OF CALIFORNIA )

COUNTY OF ) ss.:

On April \_\_\_\_, 2001, before me, \_\_\_\_\_, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/hcr/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Notary Public in and for said County and State

3.192

Trademark Registrations owned by American Music Group, Ltd.

AMERICAN MUSIC (typed word)

Reg. No. 1,684,766

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Status: Section 8 and 15 affidavits accepted and acknowledged

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