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12-12-2001

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Docket No.: D

G9530-5004

Tab setting:

12-04-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #70

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To the f

nts and Trademarks: Please refer to the attached original documents or copy thereof.

1. Name of conveying party(ies):
George's Music, Inc. 12.4.01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Pennsylvania
 Other _____

Additional names(s) of conveying party(ies) Yes No

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

Name: Guitar Center, 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 California
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 16, 2001

4. Application number(s) or registration numbers(s):

<p>A. Trademark Application No.(s)</p> <p style="text-align: right;">Additional numbers <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s)</p> <p style="text-align: center;"><u>1,946,542</u></p> <p style="text-align: right;"><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Karin E. Peterka

Internal Address: Buchalter, Nemer, Fields & Younger
Suite 2400

Street Address: 601 South Figueroa Street

City: Los Angeles State: CA ZIP: 90017

6. Total number of applications and registrations involved:..... 1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
Charge any additional fees to DA 500977.

DO NOT USE THIS SPACE

12/11/2001 6TON11 00000108 1946542
01 FC:481 40.00 DP

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.

Karin E. Peterka Karin E. Peterka December 4, 2001
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and 2

EXHIBIT A

TRADEMARK ASSIGNMENT

WHEREAS, GEORGE'S MUSIC, a Pennsylvania corporation, having a place of business at 650 West Swedesford Road, Berwyn, Pennsylvania 19312 ("ASSIGNOR"), owns United States Trademark Registration Number 1,946,542 for the mark "THE MUSICIAN'S CHOICE", registered on January 9, 1996 ("the Mark").

WHEREAS, GUITAR CENTER, INC., a California corporation, having a place of business at 5795 Lindero Canyon Road, Westlake Village, California 91362 ("ASSIGNEE"), is desirous of acquiring the entire right, title, and interest in and to said Mark.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby irrevocably assigns, sells, transfers, and conveys to ASSIGNEE all right, title and interest in and to said Mark, together with the goodwill of the business symbolized by the Mark.

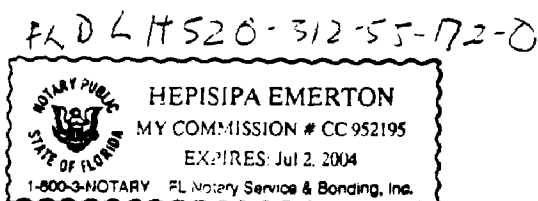
Signed at 1:30 p.m., this 16th day of October, 2001.

GEORGE'S MUSIC, INC.

By: *George Hines* / President
Name: George Hines
Title: President

STATE OF FLORIDA
COUNTY OF ORANGE)

On this 16th day of October, 2001, before the undersigned, a Notary Public for the State and County aforesaid, personally appeared GEORGE L. HINES known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the above assignment, and acknowledged that he executed the same.



Hepisipa Emerton
Notary Public