

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Guitar Center Stores, Inc.		04/16/2005	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Guitar Center, Inc.		
<b>Street Address:</b>	5795 Lindero Canyon Road		
<b>City:</b>	Westlake Village		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91362		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2866155	AMERICAN STUDENT RENTAL	
Registration Number:	2868579	MUSIC & ARTS CENTERS	
Registration Number:	2866149	MUSIC & ARTS CENTERS	
Serial Number:	78595778	FIND YOUR VOICE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(312)828-9635		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	312/828-9600		
<b>Email:</b>	mhays@agdglaw.com		
<b>Correspondent Name:</b>	Mary Vidal Hays		
<b>Address Line 1:</b>	One IBM Plaza, Suite 3000		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60611		
<b>NAME OF SUBMITTER:</b>	Mary Vidal Hays		
<b>Signature:</b>	/Mary Vidal Hays/		

OP \$115.00 2866155

Date:

09/22/2005

Total Attachments: 1

source=Music & Arts Center Assignments 2#page2.tif

**ASSIGNMENT**

FOR VALUE RECEIVED, GUITAR CENTER STORES, INC., does hereby transfer, assign and convey to GUITAR CENTER, INC., all of its interest in Registered Trademark Nos. 2866155 (AMERICAN STUDENT RENTAL), 2868579 (MUSIC & ARTS CENTERS mark) and 2866149 (MUSIC & ARTS CENTERS (design)) and the pending trademark application for "FIND YOUR VOICE" which is evidenced by Serial No. 78595778, (collectively referred to herein as the "Trademarks"), effective immediately.

GUITAR CENTER STORES, INC.

By:   
LELAND SMITH, Executive Vice President,  
Corporate Development

**ACCEPTANCE OF ASSIGNMENT**

The undersigned hereby accepts the assignment of the Trademarks as described herein.

Dated: April 16, 2005

GUITAR CENTER, INC.

By:   
LELAND SMITH, Executive Vice President,  
Corporate Development