

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dennis Bamber, Inc.		01/30/2007	CORPORATION:

RECEIVING PARTY DATA	
Name:	Musician's Friend, Inc.
Street Address:	5795 Lindero Canyon Road
City:	Westlake Village
State/Country:	CALIFORNIA
Postal Code:	91362
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 51

Property Type	Number	Word Mark
Registration Number:	3158086	ADESSO
Registration Number:	3073117	AJ'S PRO PERCUSSION
Registration Number:	2711231	ALLORA
Registration Number:	2980482	ARCOLLA CF
Registration Number:	2913700	BAJA
Registration Number:	2689669	BAND123
Registration Number:	2680722	BAND123
Registration Number:	2789241	BANDNOW
Registration Number:	1922887	FULLERTON
Registration Number:	2802687	GUITARS123.COM
Registration Number:	3158209	KEYTECH
Registration Number:	2562681	LASER TRIMMED
Registration Number:	1692880	LAZER
Registration Number:	1446299	LYONS

OP \$1290.00 3158086

Registration Number:	1318652	
Registration Number:	1276584	LYONS
Registration Number:	1318653	LYONS
Registration Number:	2731573	MOLTO PRESTO
Registration Number:	2577867	BELLAFINA
Registration Number:	1867349	DRUMS IN THE WIND
Registration Number:	2914943	DRUMWIND
Registration Number:	2819420	FLOREA
Registration Number:	1318025	GRIME GUTTER
Registration Number:	1107200	JET-TONE
Registration Number:	1654877	JO-RAL
Registration Number:	2542706	KARL WILLHELM
Registration Number:	2813387	MISUPPLY
Registration Number:	2627153	MUSIC123.COM
Registration Number:	2387979	MUSIC123.COM
Registration Number:	2942606	PLAY NOW
Registration Number:	2324958	PLAYTEST
Registration Number:	1682861	RIA FINE SAXOPHONE & CLARINET MOUTHPIECES
Registration Number:	2946523	ROCKWIND
Registration Number:	2847715	SHEETMUSIC123.COM
Registration Number:	2324957	SHOPCHECK
Registration Number:	2980483	THE STRING CENTRE
Registration Number:	1927030	THE WOODWIND & THE BRASSWIND
Registration Number:	3007043	VALDESTA
Registration Number:	2822780	VERVE
Registration Number:	1804375	WOLFPAK
Serial Number:	78783809	5TH GEAR
Serial Number:	78602010	MAINLINE
Serial Number:	78602107	MAINLINE AUDIO
Serial Number:	78783814	METAL MAN
Serial Number:	78783810	ECHO MAN
Serial Number:	76314703	FULLERTON
Serial Number:	78712559	GUITAR SALE
Serial Number:	78730891	MUSICAL SANDBOX
Serial Number:	78783816	RAZOR PHASER

Serial Number:	78783812	SHEEN MACHINE
Serial Number:	78648056	THE MUSIC GEAR GARAGE

CORRESPONDENCE DATA

Fax Number: (818)735-7923
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 818-735-8800 x 2511
Email: tcaldwell@guitarcenter.com
Correspondent Name: Thomas Caldwell, Esq.
Address Line 1: 5795 Lindero Canyon Road
Address Line 4: Westlake Village, CALIFORNIA 91362

NAME OF SUBMITTER:	Thomas Caldwell
Signature:	/Tom Caldwell/
Date:	03/14/2007

Total Attachments: 1
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ASSIGNMENT

FOR VALUE RECEIVED, DENNIS BAMBER, INC., does hereby transfer, assign and convey to MUSICIAN'S FRIEND, INC., all of its interest in Registered Trademark Nos. 3158086 (ADESSO), 3073117 (AJ'S PERCUSSION and design), 2711231 (ALLORA), 2980482 (ARCOLLA CF), 2913700 (BAJA and design), 2689669 (BAND 123), 2680722 (BAND 123), 2789241 (BANDNOW and design), 1922887 (FULLERTON), 2802687 (GUITARS123.COM), 3158209 (KEYTECH stylized), 2562681 (LASER TRIMMED), 1692880 (LAZER), 1318652 (LYONS DESIGN), 1446299 (LYONS), 1276584 (LYONS and design), 1318653 (LYONS and design), 2731573 (MOLTO PRESTO), 2577867 (BELLAFINA), 1867349 (DRUMS IN THE WIND), 2914943 (DRUMWIND), 2819420 (FLOREA stylized), 1318025 (GRIME GUTTER), 1107200 (JET-TONE), 1654877 (JO-RAL), 2542706 (KARL WILLHELM), 2813387 (MISUPPLY), 2627153 (MUSIC123.COM and design), 2387979 (MUSIC123.COM), 2942606 (PLAY NOW), 2324958 (PLAYTEST), 1682861 (RIA FINE SAXOPHONE & CLARINET MOUTHPIECES), 2946523 (ROCKWIND), 2847715 (SHEETMUSIC123.COM), 2324957 (SHOPCHECK), 2980483 (THE STRING CENTRE stylized), 1927030 (THE WOODWIND & BRASSWIND), 3007043 (VALDESTA stylized), 2822780 (VERVE stylized and design), 1804375 (WOLFPACK and design), and pending trademark applications for "5TH GEAR" which is evidenced by Serial No. 78783809, "MAINLINE" which is evidenced by Serial No. 78602010, "MAINLINE AUDIO" which is evidenced by Serial No. 78602107, "METAL MAN" which is evidenced by Serial No. 78783814, "ECHO MAN" which is evidenced by Serial No. 78783810, "FULLERTON" which is evidenced by Serial No. 76314703, "GUITAR SALE" which is evidenced by Serial No. 78712559, "MUSICAL SANDBOX" which is evidenced by Serial No. 78730891, "MUSIC AS EASY AS 123" which is evidenced by Serial No. 78759285, "RAZOR PHASER" which is evidenced by Serial No. 78783816, "SHEEN MACHINE" which is evidenced by Serial No. 78783812 and "THE MUSIC GEAR GARAGE" which is evidenced by Serial No. 78648056, (collectively referred to herein as the "Trademarks"), effective immediately.

DENNIS BAMBER, INC.

By: David Yoder
DAVID YODER, Vice President and Chief Financial Officer

ACCEPTANCE OF ASSIGNMENT

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

Dated: January 30, 2007

MUSICIAN'S FRIEND, INC.

By: MM P. Smith
LELAND P. SMITH, General Counsel and Executive Vice President