

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		
Internal Address:	Legal Department		
City:	Westlake Village		
State/Country:	CALIFORNIA		
Postal Code:	91362		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78759285	MUSIC AS EASY AS 123	
CORRESPONDENCE DATA			
Fax Number:	(818)735-7923		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	818-735-8800 x 2511		
Email:	tcaldwell@guitarcenter.com		
Correspondent Name:	Thomas Caldwell, Esq.		
Address Line 1:	5795 Lindero Canyon Road		
Address Line 2:	Legal Department		
Address Line 4:	Westlake Village, CALIFORNIA 91362		
NAME OF SUBMITTER:	Thomas Caldwell		
Signature:	/Tom Caldwell/		
Date:	03/16/2007		

OP \$40.00 78759285

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