

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
Musician's Friend, Inc.		01/28/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Music123, Inc.		
Street Address:	931 Chevy Way		
City:	Medford		
State/Country:	OREGON		
Postal Code:	97504		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77580998	MUSIC123	
Serial Number:	75869155	MUSIC123.COM	
CORRESPONDENCE DATA			
Fax Number:	(312)862-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3128623312		
Email:	patrick.lau@kirkland.com		
Correspondent Name:	Kirkland & Ellis LLP		
Address Line 1:	300 North LaSalle		
Address Line 2:	c/o Patrick Lau, Legal Assistant		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	22129-2 PL		
NAME OF SUBMITTER:	Patrick Lau		
Signature:	/pl/		

CH \$65.00 77580998

Date:

02/18/2011

Total Attachments: 4

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of **January 28, 2011** ("Effective Date") by and between **Musician's Friend, Inc.**, a Delaware corporation, with its principal office at 931 Chevy Way, Medford, Oregon 97504, USA ("Assignor"), and **Music123, Inc.**, a Delaware corporation, with its principal office at 931 Chevy Way, Medford, Oregon, 97504, USA ("Assignee").

WHEREAS, Assignor wish to assign to Assignee, and Assignee wishes to acquire from Assignor, the United States trademark registrations and applications for trademark registration set forth on Schedule A attached hereto, and the foreign trademark registrations and applications for registration set forth on Schedule B attached hereto, in each case, together with the goodwill of the business associated therewith (collectively, the "Marks").

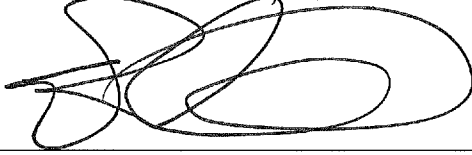
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee its entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

* * * * *

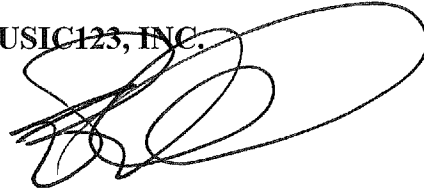
IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

MUSICIAN'S FRIEND, INC.



Erick Mason, EVP

MUSIC123, INC.



Erick Mason, EVP

SCHEDULE A

United States Trademark Registrations and Applications

<u>Trademark</u>	<u>Application Number</u>	<u>Application Date</u>	<u>Registration Number</u>	<u>Registration Date</u>
MUSIC123	77/580998	9/29/2008	3615668	5/5/2009
MUSIC123.COM	75/869155	12/10/1999	2387979	9/19/2000

SCHEDULE B

Foreign Trademark Registrations and Applications

Foreign Trademark Registrations

<u>Trademark</u>	<u>Country</u>	<u>Registration Number</u>
Music123	Benelux	780227
Music123	Brazil	827803508
Music123	European Community	4258067
Music123	Japan	4967693
Music123	Taiwan	1190468
Music123.com	Australia	828785
Music123.com	Canada	TMA591577
Music123.com	European Community	1562669

Foreign Trademark Applications

None