TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM300288

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Guitar Center, Inc., as Grantor		04/02/2014	CORPORATION: DELAWARE
Musician's Friend, Inc., a Delaware Corporation		04/02/2014	CORPORATION: DELAWARE
Music123, Inc., a Delaware Corporation		04/02/2014	CORPORATION: DELAWARE
GTRC Services, Inc., a Delaware Corporation		04/02/2014	CORPORATION: DELAWARE
Woodwind & Brasswind, Inc., a Delaware Corporation		04/02/2014	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of New York Mellon Trust Company, N.A., as Notes Collateral Agent
Street Address:	400 South Hope Street, Suite 400
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90071
Entity Type:	Association: UNITED STATES

PROPERTY NUMBERS Total: 198

Property Type	Number	Word Mark
Registration Number:	2312001	ACOUSTIC
Registration Number:	2470898	ACOUSTIC
Registration Number:	2294166	ACOUSTIC
Registration Number:	2309450	ACOUSTIC
Registration Number:	2309451	ACOUSTIC
Registration Number:	2312002	ACOUSTIC
Registration Number:	2580641	ACOUSTIC
Registration Number:	3490742	AGAZARIAN
Registration Number:	2711231	ALLORA
Registration Number:	2866155	AMERICAN STUDENT RENTAL
Registration Number:	2980482	ARCOLLA CF
Registration Number:	4137160	AUDIO SOLUTIONS
Registration Number:	3863385	BAJA

OP $4965.00 2312001

Property Type	Number	Word Mark
Registration Number:	3829115	BAJA
Registration Number:	2789241	BANDNOW
Registration Number:	4226374	BE WHO U WANT PLAY WHAT U WANT
Registration Number:	2577867	BELLAFINA
Registration Number:	3955102	BIG COOL DEAL
Registration Number:	3141551	BLACK LABEL
Registration Number:	3778624	CONTROL ACOUSTICS
Registration Number:	4322273	CYMBAL-A-THON
Registration Number:	3647550	DELTALAB
Registration Number:	3651106	DELTALAB
Registration Number:	3651105	DELTALAB
Registration Number:	2307875	DIGITAL REFERENCE
Registration Number:	3296826	DR PRO
Registration Number:	4002510	DREAM BOOK
Registration Number:	3681431	DRUM PADS
Registration Number:	1867349	DRUMS IN THE WIND
Registration Number:	2914943	DRUMWIND
Registration Number:	3854571	ENCORE REWARDS
Registration Number:	3600137	ESSENTIALS PAK
Registration Number:	3493659	ETUDE
Registration Number:	3564603	ETUDE
Registration Number:	3068209	FIND YOUR VOICE
Registration Number:	2819420	FLOREA
Registration Number:	2884873	FRETREST
Registration Number:	1922887	FULLERTON
Registration Number:	3623478	GAIN
Registration Number:	4047950	GC GARAGE GUITAR TUNE UPS AND REPAIR
Registration Number:	4083283	GC PRO
Registration Number:	4083286	GCPRO
Registration Number:	3635867	GC STUDIOS
Registration Number:	3729786	LESSONS GC STUDIOS REHEARSALS
Registration Number:	4322272	GEAR-A-THON
Registration Number:	3994036	GET OFF THE COUCH
Registration Number:	3202210	G GIARDINELLI
Registration Number:	3213513	G GIARDINELLI
Registration Number:	3227898	GIARDINELLI
Registration Number:	3617701	GIARDINELLI
Registration Number:	3334951	GIARDINELLI
Registration Number:	3938392	GRABBERS

Property Type	Number	Word Mark
Registration Number:	1318025	GRIME GUTTER
Registration Number:	2280874	GUITAR CENTER
Registration Number:	1290481	GUITAR CENTER
Registration Number:	2085508	GUITAR CENTER
Registration Number:	3534059	UITAR CENTER
Registration Number:	3569716	UITAR CENTER
Registration Number:	3906431	GUITAR CENTER
Registration Number:	3681099	UITAR CENTER
Registration Number:	3530579	GUITAR CENTER AXE SMITH
Registration Number:	4055136	GUITAR CENTER GC GARAGE GUITAR TUNE UPS
Registration Number:	4080439	GUITAR CENTER PLAYER REWARDS
Registration Number:	4250600	GUITAR CENTER STUDIOS
Registration Number:	4437598	GUITAR CENTER STUDIOS LESSONS GUITAR BAS
Registration Number:	4437599	GUITAR CENTER STUDIOS REHEARSALS & LESSO
Registration Number:	2810188	GUITAR CENTER'S DRUM OFF
Registration Number:	2810186	GUITAR CENTER'S SPIN OFF
Registration Number:	3212416	GUITARATHON
Registration Number:	4130469	GUITARCENTER.COM
Registration Number:	2802687	GUITARS123.COM
Registration Number:	3314673	HARBINGER
Registration Number:	3073197	HARMONY CENTRAL
Registration Number:	1107200	JET-TONE
Registration Number:	1654877	JO-RAL
Registration Number:	4160370	JO-RAL
Registration Number:	2542706	KARL WILLHELM
Registration Number:	4016333	KEEP THE MUSIC ALIVE
Registration Number:	3481408	LAGUNA
Registration Number:	1318652	
Registration Number:	2831584	LIVE WIRE
Registration Number:	3234366	LIVE WIRE SOLUTIONS
Registration Number:	3336330	LUCERO
Registration Number:	1446299	LYONS
Registration Number:	1276584	LYONS
Registration Number:	1318653	LYONS
Registration Number:	3994172	MAKE NOISE
Registration Number:	4143710	MIDNIGHT MADNESS
Registration Number:	2813387	MISUPPLY
Registration Number:	3129275	MITCHELL
Registration Number:	3485768	MUSIC & ARTS

Property Type	Number	Word Mark
Registration Number:	3715720	MUSIC & ARTS
Registration Number:	3686483	MUSIC & ARTS CENTER
Registration Number:	2866149	MUSIC & ARTS CENTERS
Registration Number:	3615668	MUSIC123
Registration Number:	2387979	MUSIC123.COM
Registration Number:	1812560	MUSICIAN'S FRIEND
Registration Number:	2412387	MUSICIAN'S FRIEND
Registration Number:	4435245	MUSICIAN'S FRIEND
Registration Number:	2238700	MUSICIAN'S FRIEND
Registration Number:	4001722	MUSICIAN'S FRIEND
Registration Number:	4139211	MUSICIANS FRIEND.COM
Registration Number:	4142575	MUSICIANSFRIEND.COM
Registration Number:	3503700	OCDP
Registration Number:	3455752	OCEAN
Registration Number:	3994037	ON STAGE
Registration Number:	3301258	OTTO BENJAMIN
Registration Number:	4078113	
Registration Number:	4078114	PASSTHEMUSICON
Registration Number:	4078115	
Registration Number:	4078116	PASSTHEMUSICON
Registration Number:	2324958	PLAYTEST
Registration Number:	4098061	PREFERRED PLAYER CARD
Registration Number:	3341733	PRO PLAYER
Registration Number:	2912130	PROLINE
Registration Number:	3666807	PULSE
Registration Number:	3911207	R
Registration Number:	3900773	RANDOM ACTS OF COOLNESS
Registration Number:	4123103	RAPID RENTALS
Registration Number:	3617465	RAVEN
Registration Number:	3827218	R RAVEN
Registration Number:	4244815	RECORDING MADE EASY
Registration Number:	3812122	RED HOWLER
Registration Number:	4482023	RHAPSODY
Registration Number:	3159452	ROAD RUNNER
Registration Number:	1576899	ROCK WALK
Registration Number:	4292669	ROCKETEER
Registration Number:	3966338	ROCKTOBER
Registration Number:	2247491	ROGUE
Registration Number:	4404853	S

Property Type	Number	Word Mark
Registration Number:	4408664	S STUDIO TRENDS
Registration Number:	4002509	SAVINGS KIT
Registration Number:	3913803	SE HABLA MUSICA
Registration Number:	3998024	SHARE THE PASSION
Registration Number:	2324957	SHOPCHECK
Registration Number:	2936992	SILVER CREEK
Registration Number:	3246321	SIMMONS
Registration Number:	3377141	SIMMONS
Registration Number:	3041383	SOUND PERCUSSION
Registration Number:	3921728	SP SOUND PERCUSSION
Registration Number:	3093672	SPECTRAL
Registration Number:	3535461	STERLING AUDIO
Registration Number:	3568607	STERLING AUDIO
Registration Number:	3328500	STROBEL
Registration Number:	4408663	STUDIO TRENDS
Registration Number:	3530660	STUPID DEAL OF THE DAY
Registration Number:	3694306	TANTRUM
Registration Number:	4107628	THE BIG PAYBACK
Registration Number:	3111814	THE LIST
Registration Number:	1946542	THE MUSICIAN'S CHOICE
Registration Number:	4083154	THE RECORDING EXPERIENCE
Registration Number:	4025197	THE RECORDING EXPERIENCE
Registration Number:	2980483	THE STRING CENTRE
Registration Number:	4002511	THE VOICE OF THE CUSTOMER
Registration Number:	1927030	THE WOODWIND & THE BRASSWIND
Registration Number:	4431489	THINPAR 38
Registration Number:	4431490	THINPAR 64
Registration Number:	4007267	VENTUS
Registration Number:	3668869	VENUE
Registration Number:	3668873	VENUE
Registration Number:	2822780	VERVE
Registration Number:	4129605	VOLTA
Registration Number:	4411892	WE HELP PEOPLE MAKE MUSIC
Registration Number:	2996547	W WILLIAMS
Registration Number:	1804375	WOLFPAK
Registration Number:	4002515	YOUR NEXT RECORD
Serial Number:	86225438	LAUREL CANYON
Serial Number:	85090885	WOODWIND & BRASSWIND
Serial Number:	85140046	WOODWIND&BRASSWIND.COM

Property Type	Number	Word Mark
Serial Number:	86061908	VERVE
Serial Number:	86110012	TITAN
Serial Number:	86059261	VÂRI MULTIPURPOSE + POWERFUL
Serial Number:	85166457	STUDIO TRENDS
Serial Number:	86059288	SHO LOUD PLUS CLEAR
Serial Number:	85167559	S STUDIO TRENDS
Serial Number:	85167540	S
Serial Number:	86110011	RAVENWOOD
Serial Number:	85730089	RECORD-A-THON
Serial Number:	86059314	MÜV PORTABLE + QUICK
Serial Number:	86068703	MUSIC GEAR WEEKLY
Serial Number:	85925288	MIWHOLESALE.COM
Serial Number:	85651064	LIVE WIRE
Serial Number:	85504501	INDEPENDENCE
Serial Number:	86110015	JETT
Serial Number:	85830427	GUITAR CENTER STUDIOS LESSONS GUITAR BAS
Serial Number:	85830271	GUITAR CENTER STUDIOS REHEARSALS & LESSO
Serial Number:	85131960	GUITAR CENTER SESSIONS
Serial Number:	86184026	GUITAR CENTER MUSIC MENTOR · SERIES ·
Serial Number:	85649853	GIVE THE GIFT OF MUSIC
Serial Number:	86157748	GEAR CARD
Serial Number:	86166208	GEAR HEADS
Serial Number:	86067295	GC SOUND ADVICE
Serial Number:	85132091	GC SESSIONS
Serial Number:	85730087	EDRUM-A-THON
Serial Number:	85046569	BAJA PERCUSSION
Serial Number:	85644813	ANY GEAR ANYTIME ANYWHERE
Serial Number:	86061788	ALL WE SELL IS THE BEST FEELING ON EARTH
Serial Number:	86086787	ALL WE SELL IS THE GREATEST FEELING ON E

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: marina.kelly@thomsonreuters.com

Correspondent Name: Ken Tan, Legal Assistant

Address Line 1: 80 Pine Street

Address Line 2: c/o Cahill Gordon & Reindel LLP

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:	Ken Tan, Legal Assistant

SIGNATURE:	/Marina Kelly, Thomson Reuters /
DATE SIGNED:	04/03/2014

Total Attachments: 17

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Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/2015)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Guitar Center, Inc., as Grantor

☐ Individual(s) ☐ Association
☐ Partnership ☐ Limited Partnership
☒ Corporation- State: Delaware
☐ Other

Citizenship (see guidelines) USA

Additional names of conveying parties attached? ☒ Yes ☐ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Bank of New York Mellon Trust Company, N.A., as Notes Collateral Agent

Street Address: 400 South Hope Street, Suite 400

City: Los Angeles

State: California

Country: USA Zip: 90071

☐ Individual(s) Citizenship
☒ Association Citizenship USA
☐ Partnership Citizenship
☐ Limited Partnership Citizenship
☐ Corporation Citizenship
☐ Other Citizenship

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from assignment)

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) April 02, 2014

☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Exhibit A

B. Trademark Registration No.(s)

See Exhibit A

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Ken Tan, Legal Assistant

Internal Address:

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: New York Zip: 10005

Phone Number: (212) 701-3804

Docket Number: 08061.0693

Email Address: KTan@cahill.com

6. Total number of applications and registrations involved: 199

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $

☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

Deposit Account Number

Authorized User Name

9. Signature:

Signature

04/03/2014
Date

Ken Tan
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 17

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

Addendum to Cover Page of Trademarks Form Cover Sheet

1. Name of conveying party(ies):

Musician's Friend, Inc., a Delaware Corporation
Citizenship – USA - DE
5795 Lindero Canyon Road
Westlake Village, CA 91362

Music123, Inc., a Delaware Corporation
Citizenship – USA – DE
5795 Lindero Canyon Road
Westlake Village, CA 91362

GTRC Services, Inc., a Delaware Corporation
Citizenship – USA – DE
5795 Lindero Canyon Road
Westlake Village, CA 91362

Woodwind & Brasswind, Inc., a Delaware Corporation
Citizenship – USA – DE
5795 Lindero Canyon Road
Westlake Village, CA 91362

EXECUTION VERSION

NOTICE OF SECURITY INTEREST IN TRADEMARKS

This NOTICE OF SECURITY INTEREST IN TRADEMARKS ("Agreement"), effective as of April 2, 2014 ("Notice") by and among the Grantors listed on the signature pages hereof (the "Grantors"), in favor of The Bank of New York Mellon Trust Company, N.A., as Notes Collateral Agent (the "Notes Collateral Agent") for its own benefit and the benefit of the other Secured Parties (as defined in the Security Agreement referred to below), in consideration of the mutual covenants contained herein and benefits to be derived herefrom.

W I T N E S S E T H:

WHEREAS, the Grantors are a party to a Security Agreement, dated as of April 2, 2014, by and among Guitar Center, Inc., the Guarantors and The Bank of New York Mellon Trust Company, N.A. for the benefit of the Notes Collateral Agent and the Secured Parties (the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, the Grantors have executed and delivered this Notice for the purpose of recording and confirming the grant of the security interest of the Notes Collateral Agent in the Trademark Collateral (each as defined below) with the United States Patent and Trademark Office;

NOW, THEREFORE, in consideration of the mutual conditions and agreements set forth herein and in the Security Agreement, and for good and valuable consideration, the receipt of which is hereby acknowledged, the Grantors and the Notes Collateral Agent, on its own behalf and on behalf of the other Secured Parties (and each of their respective successors or assigns), hereby agree as follows:

SECTION 1 Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2 Grant of Security Interest. In furtherance and as confirmation of the Security Interest granted by the Grantors to the Notes Collateral Agent (for its own benefit and the benefit of the other Secured Parties) under the Security Agreement, and as further security for the payment or performance, as the case may be, in full of the Secured Obligations, the Grantors hereby ratify such Security Interest and grants to the Notes Collateral Agent (for its own benefit and the benefit of the other Secured Parties) a continuing security interest, in all of the present and future right, title and interest of the Grantors in, to and under the following property, and each item thereof, whether now owned or existing or hereafter acquired or arising, together with all products, proceeds, substitutions, and accessions of or to any of the following property (collectively, the "Trademark Collateral"):

(a) All trademarks, trade names, corporate names, company names, Internet domain names, business names, fictitious business names, trade dress, trade styles, service marks, designs, logos and other source or business identifiers, whether registered or unregistered, together with all registrations thereof, all applications in connection therewith and all renewals thereof, and any goodwill of the business connected with, and symbolized by, any of the foregoing, including, without limitation, the trademark registrations and trademark applications set forth on Exhibit A attached hereto (collectively, "Trademarks");

(c) All agreements, whether written or oral, providing for the grant by or to any Grantor of any right in respect of Trademark (collectively, "Licenses") and all income, royalties, damages and payments now and hereafter due and/or payable under and with respect to the Trademarks, including, without limitation, payments under all Licenses entered into in connection therewith and damages and payments for past or future infringements, misappropriations or dilutions thereof;

(d) The right to sue for past, present and future infringements, misappropriations and dilutions of any of the Trademarks; and

(e) All of the Grantors' rights corresponding to any of the foregoing throughout the world.

Notwithstanding the foregoing, no Trademark shall be included in the Trademark Collateral to the extent that the grant of a security interest in such Trademark would result in, permit or provide grounds for the cancellation or invalidation of such Trademark.

SECTION 3 Intent. This Notice is being executed and delivered by the Grantors for the purpose of recording and confirming the grant of the security interest of the Notes Collateral Agent in the Trademark Collateral with the United States Patent and Trademark Office. It is intended that the security interest granted pursuant to this Notice is granted in conjunction with, and not in addition to or limitation of, the Security Interest granted to the Notes Collateral Agent, for its own benefit and the benefit of the other Secured Parties, under the Security Agreement. All provisions of the Security Agreement shall apply to the Trademark Collateral. The Notes Collateral Agent shall have the same rights, remedies, powers, privileges and discretions with respect to the security interests created in the Trademark Collateral as in all other Collateral. In the event of a conflict between this Notice and the Security Agreement, the terms of the Security Agreement shall control.

SECTION 4. Recordation. The Grantors authorize and requests that the Commissioner for Trademarks and any other applicable government officer record this Notice.

SECTION 5. Termination; Release of Trademark Collateral. Upon termination of the Security Interest in the Trademark Collateral in accordance with the Security Agreement, the Notes Collateral Agent shall execute, acknowledge, and deliver to the Grantors, an instrument in writing in recordable form releasing the collateral pledge, grant, lien and security interest in the Trademark Collateral under this Notice. Any execution and delivery of termination statements, releases or other documents pursuant to this Section 5 shall be without recourse to, or warranty by, the Notes Collateral Agent or any other Secured Party.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Grantors and the Notes Collateral Agent have caused this Notice to be executed by their duly authorized officers as of the date first above written.

GRANTORS:

GUITAR CENTER, INC.

By: _____
Name: Tim Martin
Title: Executive Vice President

MUSICIAN'S FRIEND, INC.

By: _____
Name: Tim Martin
Title: Executive Vice President

MUSIC123, INC.

By: _____
Name: Tim Martin
Title: Executive Vice President

GTRC SERVICES, INC.

By: _____
Name: Tim Martin
Title: Executive Vice President

WOODWIND & BRASSWIND, INC.

By: _____
Name: Tim Martin
Title: Executive Vice President

[Signature Page to Trademark Security Agreement]

NOTES COLLATERAL AGENT: THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.

By: Melonee Young

Name: Melonee Young

Title: Vice President

[Signature Page to Trademark Security Agreement]

EXHIBIT A

Trademark Registrations and Applications

U.S. Federal Trademark Registrations and Applications

Owner:	Trademark:	Registration / Application No.:	Registration / Application Date:	Status:
GTRC Services, Inc.	Acoustic (design mark – race track with no shading)	2312001	1/25/2000	Registered
GTRC Services, Inc.	Acoustic (design mark – race track with no shading)	2470898	7/24/2001	Registered
GTRC Services, Inc.	Acoustic (design mark – race track with shading)	2294166	11/23/1999	Registered
GTRC Services, Inc.	Acoustic (word mark)	2309450	1/19/2000	Registered
GTRC Services, Inc.	Acoustic (word mark)	2309451	1/18/2000	Registered
GTRC Services, Inc.	Acoustic (word mark)	2312002	1/25/2000	Registered
GTRC Services, Inc.	Acoustic (word mark)	2580641	6/18/2002	Registered
GTRC Services, Inc.	Agazarian	3490742	8/19/2008	Registered (Supplemental Registration)
GTRC Services, Inc.	Allora	2711231	4/29/2003	Registered
GTRC Services, Inc.	All We Sell Is The Best Feeling On Earth	86061788	9/11/2013	Pending
GTRC Services, Inc.	All We Sell Is The Greatest Feeling On Earth	86086787	10/9/2013	Pending
Guitar Center, Inc.	American Student Rental	2866155	7/27/2004	Registered
Guitar Center, Inc.	Any Gear Anytime Anywhere	85644813	6/6/2012	Pending
GTRC Services, Inc.	Arcolla CF	2980482	8/2/2005	Registered
Guitar Center, Inc.	Audio Solutions	4,137,160	5/1/2012	Registered
GTRC Services, Inc.	Baja (word mark)	3863385	10/19/2010	Registered
GTRC Services, Inc.	Baja (word mark)	3829115	8/3/2010	Registered

Owner:	Trademark:	Registration / Application No.:	Registration / Application Date:	Status:
GTRC Services, Inc.	Baja Percussion (design)	85046569	5/24/2010	Pending
GTRC Services, Inc.	Bandnow (stylized and/or with design)	2789241	12/2/2003	Registered
Guitar Center, Inc.	Be Who U Want Play What U Want	4226374	10/16/2012	Registered
GTRC Services, Inc.	Bellafina	2577867	6/11/2002	Registered
Guitar Center, Inc.	Big Cool Deal	3,955,102	5/3/2011	Registered
GTRC Services, Inc.	Black Label	3141551	9/12/2006	Registered
GTRC Services, Inc.	Control Acoustics	3778624	4/20/2010	Registered
Guitar Center, Inc.	Cymbal-A-Thon	4322273	4/16/2013	Registered
GTRC Services, Inc.	DeltaLab (rectangle)	3647550	6/30/2009	Registered
GTRC Services, Inc.	DeltaLab (simple)	3651106	7/7/2009	Registered
GTRC Services, Inc.	DeltaLab (word mark)	3651105	7/7/2009	Registered
GTRC Services, Inc.	Digital Reference	2307875	1/11/2000	Registered
GTRC Services, Inc.	Dr Pro	3296826	9/25/2007	Registered
Guitar Center, Inc.	Dream Book	4,002,510	7/26/2011	Registered
Guitar Center, Inc.	Drum Pads (child) [Request to Divide filed 6/24/09]	3681431	9/8/2009	Registered
Musician's Friend, Inc.	Drums in the Wind	1867349	12/13/1994	Registered
Musician's Friend, Inc.	Drumwind	2914943	12/28/2004	Registered
Guitar Center, Inc.	Edrum-A-Thon	85730087	9/15/2012	Pending
Guitar Center, Inc.	Encore Rewards	3854571	9/28/2010	Registered
GTRC Services, Inc.	EssentialsPak	3600137	3/31/2009	Registered
GTRC Services, Inc.	Etude	3493659	8/26/2008	Registered
GTRC Services, Inc.	Etude (design mark)	3564603	1/20/2009	Registered
Guitar Center, Inc.	Find your Voice	3068209	3/14/2006	Registered

Owner:	Trademark:	Registration / Application No.:	Registration / Application Date:	Status:
GTRC Services, Inc.	Florea (stylized and/or with design)	2819420	3/2/2004	Registered
GTRC Services, Inc.	FretRest	2884873	9/14/2004	Registered
GTRC Services, Inc.	Fullerton	1922887	9/26/1995	Registered
Guitar Center, Inc.	Gain	3623478	5/19/2009	Registered
Guitar Center, Inc.	GC Garage Guitar Tune Ups and Repair	4047950	11/1/2011	Registered
Guitar Center, Inc.	GC PRO	4083283	1/10/2012	Registered
Guitar Center, Inc.	GCPRO	4083286	1/10/2012	Registered
Guitar Center, Inc.	GC Sessions	85132091	9/17/2010	Pending
Guitar Center, Inc.	GC Studios	3635867	6/9/2009	Registered
Guitar Center, Inc.	GC Studios (logo) [Lessons GC Studios Rehearsals]	3729786	12/22/2009	Registered
Guitar Center, Inc.	GC Sound Advice	86067295	9/17/2013	Pending
Guitar Center, Inc.	Gear-A-Thon	4322272	4/16/2013	Registered
Guitar Center, Inc.	Gear Card	86157748	1/5/2014	Pending
Guitar Center, Inc.	Gear Heads	86166208	1/15/2014	Pending
Guitar Center, Inc.	Get Off the Couch	3994036	7/12/2011	Registered
GTRC Services, Inc.	Giardinelli (new logo) (design mark/use in commerce) color important	3202210	1/23/2007	Registered
GTRC Services, Inc.	Giardinelli (new logo) (design mark/use in commerce) color NOT important	3213513	2/27/2007	Registered
GTRC Services, Inc.	Giardinelli (old logo) (design mark/use in commerce)	3227898	4/10/2007	Registered
GTRC Services, Inc.	Giardinelli (word mark) (intent to use basis)	3617701	5/5/2009	Registered

Owner:	Trademark:	Registration / Application No.:	Registration / Application Date:	Status:
GTRC Services, Inc.	Giardinelli (word mark) (use in commerce)	3334951	11/13/2007	Registered
Guitar Center, Inc.	Give the Gift of Music	85649853	6/12/2012	Pending
GTRC Services, Inc.	Grabbers	3,938,392	3/29/2011	Registered
GTRC Services, Inc.	Grime Gutter	1318025	2/5/1985	Registered
Guitar Center, Inc.	Guitar Center	2280874	9/28/1999	Registered
Guitar Center, Inc.	Guitar Center & Design (Disclaimer of "Guitar Center" apart from mark)	1290481	8/14/1984	Registered
Guitar Center, Inc.	Guitar Center & Design (No Disclaimer of "Guitar Center" apart from mark)	2085508	8/5/1997	Registered
Guitar Center, Inc.	Guitar Center (logo)	3534059	11/18/2008	Registered
Guitar Center, Inc.	Guitar Center (pick logo)	3569716	2/3/2009	Registered
Guitar Center, Inc.	Guitar Center (word mark) for on-line serices	3906431	1/18/2011	Registered
Guitar Center, Inc.	Guitar Center (words Guitar Center within drawing of pick)	3681099	9/8/2009	Registered
Guitar Center, Inc.	Guitar Center Axe Smith	3530579	11/11/2008	Registered
Guitar Center, Inc.	Guitar Center GC Garage Guitar Tune Ups and Repair (design mark)	4055136	11/15/2011	Registered
Guitar Center, Inc.	Guitar Center Music Mentor Series	86184026	2/4/2014	Pending
Guitar Center, Inc.	Guitar Center Player Rewards	4080439	1/3/2012	Registered
Guitar Center, Inc.	Guitar Center Sessions	85131960	9/17/2010	Pending
Guitar Center, Inc.	Guitar Center Studios	4250600	11/27/2012	Registered

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Guitar Center, Inc.	Guitar Center Studios Lessons Guitar Bass Keys Vocals Drums Recording (circle)	4437598	11/19/2013	Registered
Guitar Center, Inc.	Guitar Center Studios Lessons Guitar Bass Keys Vocals Drums Recording (rectangle)	85830427	1/23/2013	Pending
Guitar Center, Inc.	Guitar Center Studios Rehearsals & Lessons Guitar Bass Keys Vocals Drums Recording (circle)	85830271	1/23/2013	Pending
Guitar Center, Inc.	Guitar Center Studios Rehearsals & Lessons Guitar Bass Keys Vocals Drums Recording (rectangle)	4437599	11/19/2013	Registered
Guitar Center, Inc.	Guitar Center's Drum Off	2810188	2/3/2004	Registered
Guitar Center, Inc.	Guitar Center's Spinoff	2810186	2/3/2004	Registered
Guitar Center, Inc.	Guitarathon	3212416	2/27/2007	Registered
Guitar Center, Inc.	GUITARCENTER.COM	4130469	4/24/2012	Registered
Musician's Friend, Inc.	Guitars123.com	2802687	1/6/2004	Registered
GTRC Services, Inc.	Harbinger	3314673	10/16/2007	Registered
Musician's Friend, Inc.	Harmony Central (word mark)	3073197	3/28/2006	Registered
GTRC Services, Inc.	Independence	85504501	12/28/2011	Pending
Guitar Center, Inc.	Jett	86110015	11/4/2013	Pending
GTRC Services, Inc.	Jet-Tone	1107200	11/28/1978	Registered
GTRC Services, Inc.	Jo-Ral (stylized and/or with design)	1654877	8/27/1991	Registered
GTRC Services, Inc.	Jo-Ral (word mark)	4160370	6/19/2012	Registered
GTRC Services, Inc.	Karl Willhelm	2542706	2/26/2002	Registered

Owner:	Trademark:	Registration / Application No.:	Registration / Application Date:	Status:
Guitar Center, Inc.	Keep the Music Alive	4016333	8/23/2011	Registered
GTRC Services, Inc.	Laguna	3481408	8/5/2008	Registered
Musician's Friend, Inc.	Lion Design (associated with Lyons brand)	1318652	2/5/1985	Registered
GTRC Services, Inc.	Live Wire	2831584	4/13/2004	Registered
Guitar Center, Inc.	Live Wire (word mark)	85651064	6/13/2012	Pending
GTRC Services, Inc.	Live Wire Solutions	3234366	4/24/2007	Registered
GTRC Services, Inc.	Lucero	3336330	11/13/2007	Registered
GTRC Services, Inc.	Lyons	1446299	7/7/1987	Registered
Musician's Friend, Inc.	Lyons	1276584	5/1/1984	Registered
Musician's Friend, Inc.	Lyons (stylized and/or with design)	1318653	2/5/1985	Registered
Guitar Center, Inc.	Make Noise	3994172	7/12/2011	Registered
Guitar Center, Inc.	Midnight Madness	4143710	5/15/2012	Registered
Musician's Friend, Inc.	Misupply	2813387	2/10/2004	Registered
GTRC Services, Inc.	Mitchell	3129275	8/15/2006	Registered
Guitar Center, Inc.	miWholesale.com	85925288	5/7/2013	Pending
Guitar Center, Inc.	Music & Arts (horizontal)	3485768	8/12/2008	Registered
Guitar Center, Inc.	Music & Arts (vertical)	3715720	11/24/2009	Registered
Guitar Center, Inc.	Music & Arts Center (new logo – vertical)	3686483	9/22/2009	Registered
Guitar Center, Inc.	Music & Arts Centers (design mark)	2866149	7/27/2004	Registered
Music123, Inc.	Music123	3615668	5/5/2009	Registered
Music123, Inc.	Music123.com	2387979	9/19/2000	Registered
Musician's Friend, Inc.	Music Gear Weekly	86068703	9/9/2013	Pending

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Musician's Friend, Inc. (Assignment recorded 9/20/10)	Musician's Friend	1812560	12/21/1993	Registered
Musician's Friend, Inc.	Musician's Friend	2412387	12/12/2000	Registered
Musician's Friend, Inc.	Musician's Friend (horizonal)	4435245	11/19/2013	Registered
Musician's Friend, Inc.	Musician's Friend and Design	2238700	4/13/1999	Registered
Musician's Friend, Inc.	Musician's Friend (new logo)	4001722	7/26/2011	Registered
Musician's Friend, Inc.	musiciansfriend.com (design mark)	4139211	5/8/2012	Registered
Musician's Friend, Inc.	musiciansfriend.com (word mark)	4142575	5/15/2012	Registered
	Oahu			
GTRC Services, Inc.	MuV Portable + Quick	86059314	9/9/2013	Pending
GTRC Services, Inc.	OCDP	3503700	9/23/2008	Registered
GTRC Services, Inc.	Ocean	3455752	6/24/2008	Registered
Guitar Center, Inc.	On Stage	3994037	7/12/2011	Registered
GTRC Services, Inc.	Otto Benjamin	3301258	10/2/2007	Registered
Guitar Center, Inc.	Pass the Music On (color mark)	4,078,113	12/27/2011	Registered
Guitar Center, Inc.	Pass the Music On (color with words)	4,078,114	12/27/2011	Registered
Guitar Center, Inc.	Pass the Music On (black/white mark)	4,078,115	12/27/2011	Registered
Guitar Center, Inc.	Pass the Music On (black-white with words)	4,078,116	12/27/2011	Registered
Musician's Friend, Inc.	Playtest	2324958	2/29/2000	Registered
Guitar Center, Inc.	Preferred Player Card	4098061	2/14/2012	Registered

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Musician's Friend, Inc.	Pro Player	3341733	11/20/2007	Registered
GTRC Services, Inc.	Proline	2912130	12/21/2004	Registered
GTRC Services, Inc.	Pulse	3666807	8/11/2009	Registered
GTRC Services, Inc.	R (circle drawing) [in connection with Raven]	3911207	1/25/2011	Registered
Guitar Center, Inc.	Random Acts of Coolness	3900773	1/4/2011	Registered
Guitar Center, Inc.	Rapid Rentals	4123103	4/3/2012	Registered
GTRC Services, Inc.	Raven	3,617,465 (child) [Request to Divide filed 2/19/09]	5/5/2009	Registered
GTRC Services, Inc.	Raven (logo)	3827218	8/3/2010	Registered
Guitar Center, Inc.	Ravenwood	86110011	11/4/2013	Pending
Guitar Center, Inc.	Record-A-Thon	85730089	9/15/2012	Pending
Guitar Center, Inc.	Recording Made Easy	4244815	11/20/2012	Registered
GTRC Services, Inc.	Red Howler	3812122	6/29/2010	Registered
GTRC Services, Inc.	Rhapsody	4482023	2/11/2014	Registered
GTRC Services, Inc.	Roadrunner	3159452	10/17/2006	Registered
Guitar Center, Inc.	Rock Walk	1576899	1/9/1990	Registered
GTRC Services, Inc.	Rocketeer [child]	4292669	2/19/2013	Registered
Guitar Center, Inc.	Rocktober	3966338	5/24/2011	Registered
Musician's Friend, Inc.	Rogue and Design	2247491	5/25/1999	Registered
Guitar Center, Inc.	S (stylized and/or with design marks) PARENT	85167540	11/2/2010	Pending
Guitar Center, Inc.	S (stylized and/or with design marks) CHILD	4404853	9/17/2013	Registered

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Guitar Center, Inc.	S Studio Trends (stylized and/or with design mark) PARENT	85167559	11/2/2010	Pending
Guitar Center, Inc.	S Studio Trends (stylized and/or with design mark) CHILD	4408664	9/24/2013	Registered
Guitar Center, Inc.	Savings Kit	4002509	7/26/2011	Registered
Guitar Center, Inc.	Se Habla Musica	3913803	2/1/2011	Registered
Guitar Center, Inc.	Share the Passion	3998024	7/19/2011	Registered
GTRC Services, Inc.	SHo Loud + Clear	86059288	9/9/2013	Pending
Musician's Friend, Inc.	Shopcheck	2324957	2/29/2000	Registered
GTRC Services, Inc.	Silver Creek	2936992	3/29/2005	Registered
GTRC Services, Inc.	Simmons	3246321	5/29/2007	Registered
GTRC Services, Inc.	Simmons (logo)	3377141	2/5/2008	Registered
GTRC Services, Inc.	Sound Percussion (word mark only)	3041383	1/10/2006	Registered
GTRC Services, Inc.	Sound Percussion and design (new logo)	3921728	2/22/2011	Registered
GTRC Services, Inc.	Spectral	3093672	5/16/2006	Registered
GTRC Services, Inc.	Sterling Audio (logo design)	3535461	11/18/2008	Registered
GTRC Services, Inc.	Sterling Audio (standard character mark)	3568607	1/27/2009	Registered
GTRC Services, Inc.	Strobel	3328500	11/6/2007	Registered
Guitar Center, Inc.	Studio Trends PARENT	85166457	11/1/2010	Pending
Guitar Center, Inc.	Stuidio Trends CHILD	4408663	9/24/2013	Registered
Guitar Center, Inc.	Stupid Deal of the Day	3530660	11/11/2008	Registered

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GTRC Services, Inc.	Tantrum	3,694,306 (child) [Request to Divide filed 8/6/09]	10/6/2009	Registered
Guitar Center, Inc.	The Big Payback	4107628	3/6/2012	Registered
Guitar Center, Inc.	The List	3111814	7/4/2006	Registered
Guitar Center, Inc.	The Musician's Choice	1946542	1/9/1996	Registered
Guitar Center, Inc.	The Recording Experience (word mark)	4083154	1/10/2012	Registered
Guitar Center, Inc.	The Recording Experience (design mark)	4025197	9/13/2011	Registered
Musician's Friend, Inc.	The String Centre (stylized and/or with design)	2980483	8/2/2005	Registered
Guitar Center, Inc.	The Voice of the Customer	4002511	7/26/2011	Registered
Woodwind & Brasswind, Inc.	The Woodwind & The Brasswind	1927030	10/17/1995	Registered
GTRC Services, Inc.	Thinpar 38	4431489	11/12/2013	Registered
GTRC Services, Inc.	Thinpar 64	4431490	11/12/2013	Registered
Guitar Center, Inc.	Titan	86110012	11/4/2013	Pending
GTRC Services, Inc.	VaRi Multipurpose + Powerful	86059261	9/9/2013	Pending
GTRC Services, Inc.	Ventus (word mark)	4007267	8/2/2011	Registered
GTRC Services, Inc.	Venue	3668869	8/18/2009	Registered
GTRC Services, Inc.	Venue (logo)	3668873	8/18/2009	Registered
GTRC Services, Inc.	Verve (stylized and/or with design)	2822780	3/16/2004	Registered
GTRC Services, Inc.	Verve (word mark)	86061908	9/11/2013	Pending
Guitar Center, Inc.	Volta	4129605	4/17/2012	Registered
Guitar Center, Inc.	We Help People Make Music	4411892	10/1/2013	Registered

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GTRC Services, Inc.	Williams	2996547	9/20/2005	Registered
GTRC Services, Inc.	Wolfpak (stylized and/or with design)	1804375	11/16/1993	Registered
Woodwind & Brasswind, Inc.	Woodwind & Brasswind	85090885	7/22/2010	Pending
Woodwind & Brasswind, Inc.	Woodwind&Brasswind.com	85140046	9/28/2010	Pending
Guitar Center, Inc.	Your Next Record	4002515	7/26/2011	Registered
GTRC Services, Inc.	Laurel Canyon	86225438	3/19/2014	Pending