TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM301735

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights-ABL Loan

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JPMorgan Chase Bank, N.A.		04/02/2014	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	GTRC Services, Inc.
Street Address:	5795 Lindero Canyon Road
City:	Westlake Village
State/Country:	CALIFORNIA
Postal Code:	91362
Entity Type:	CORPORATION: DELAWARE
Name:	Guitar Center, Inc.
Street Address:	5795 Lindero Canyon Road
City:	Westlake Village
State/Country:	CALIFORNIA
Postal Code:	91362
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 87

Property Type	Number	Word Mark
Registration Number:	2307875	DIGITAL REFERENCE
Registration Number:	2294166	ACOUSTIC
Registration Number:	2309450	ACOUSTIC
Registration Number:	2309451	ACOUSTIC
Registration Number:	2470898	ACOUSTIC
Registration Number:	2312001	ACOUSTIC
Registration Number:	2312002	ACOUSTIC
Registration Number:	2580641	ACOUSTIC
Registration Number:	2884873	FRETREST
Registration Number:	2831584	LIVE WIRE
Registration Number:	2912130	PROLINE
Registration Number:	2996547	W WILLIAMS
Registration Number:	2932518	SP SOUND PERCUSSION

CH $2190.00 2307875

Property Type	Number	Word Mark
Registration Number:	3093672	SPECTRAL
Registration Number:	3159452	ROAD RUNNER
Registration Number:	3301258	OTTO BENJAMIN
Registration Number:	3328500	STROBEL
Serial Number:	77080663	INDEPENDENCE
Registration Number:	3296826	DR PRO
Registration Number:	3481408	LAGUNA
Registration Number:	3490742	AGAZARIAN
Registration Number:	3493659	ETUDE
Registration Number:	3234366	LIVE WIRE SOLUTIONS
Registration Number:	3041383	SOUND PERCUSSION
Registration Number:	3600137	ESSENTIALS PAK
Registration Number:	3163884	PALOMINO
Registration Number:	3568607	STERLING AUDIO
Registration Number:	3141551	BLACK LABEL
Registration Number:	3336330	LUCERO
Registration Number:	3129275	MITCHELL
Registration Number:	3248576	STICK BRICK
Registration Number:	3535461	STERLING AUDIO
Registration Number:	3314673	HARBINGER
Registration Number:	3334951	GIARDINELLI
Registration Number:	3213513	G GIARDINELLI
Registration Number:	3202210	G GIARDINELLI
Registration Number:	3227898	GIARDINELLI
Registration Number:	3455752	OCEAN
Registration Number:	1290481	GUITAR CENTER
Registration Number:	1576899	ROCK WALK
Registration Number:	1671712	AMERICAN MUSIC
Registration Number:	1671713	
Registration Number:	1685628	AMERICAN MUSIC
Registration Number:	1684766	AMERICAN MUSIC
Registration Number:	1946542	THE MUSICIAN'S CHOICE
Registration Number:	2360974	ACOUSTIC CONTROL
Registration Number:	2085508	GUITAR CENTER
Registration Number:	2280874	GUITAR CENTER
Registration Number:	2326378	ACOUSTIC
Registration Number:	2519142	ACOUSTIC
Registration Number:	2868579	MUSIC & ARTS CENTERS
Registration Number:	2866149	MUSIC & ARTS CENTERS

Property Type	Number	Word Mark
Registration Number:	2866155	AMERICAN STUDENT RENTAL
Registration Number:	2810186	GUITAR CENTER'S SPIN OFF
Registration Number:	2810188	GUITAR CENTER'S DRUM OFF
Serial Number:	77081037	MUSIC & ARTS CENTER
Registration Number:	3686483	MUSIC & ARTS CENTER
Serial Number:	77099900	STICKS & STONES
Serial Number:	77117473	SOCAL DRUMS
Serial Number:	77117494	RAVEN
Registration Number:	3623478	GAIN
Serial Number:	77119436	GAINCENTRAL
Registration Number:	3994172	MAKE NOISE
Registration Number:	3485768	MUSIC & ARTS
Registration Number:	3715720	MUSIC & ARTS
Serial Number:	77153729	EARTH III
Registration Number:	3635867	GC STUDIOS
Serial Number:	77207548	BAND GEAR
Serial Number:	77251498	DELTALAB
Serial Number:	77262983	DRUM PADS
Serial Number:	78460691	
Registration Number:	3068209	FIND YOUR VOICE
Serial Number:	78663615	SP SOUND PERCUSSION
Registration Number:	3111814	THE LIST
Registration Number:	3212416	GUITARATHON
Serial Number:	78741134	ROCKETEER
Serial Number:	78797151	ROAD KILL
Registration Number:	3257948	MUSIC & ARTS CENTERS
Serial Number:	78836323	TONECLOTH
Serial Number:	78889858	TANTRUM
Serial Number:	78889870	POLARIS
Serial Number:	78890400	CRUMAR
Serial Number:	78890414	MULTIVOX
Serial Number:	78890433	DELTA LABS
Serial Number:	78890481	TANGENT
Serial Number:	78893172	GIARDINELLI
Serial Number:	78699013	KING OF THE BLUES

CORRESPONDENCE DATA

Fax Number: 2124552502

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

US Mail.
Phone: (212) 455-7803
Email: ksolomon@stblaw.com
Correspondent Name: Jodie Sopher Pimentel, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1359
NAME OF SUBMITTER:	Jodie Sopher Pimentel
SIGNATURE:	/jsp/
DATE SIGNED:	04/16/2014

Total Attachments: 6
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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS – ABL LOAN

TERMINATION AND RELEASE dated as of April 2, 2014, from JPMorgan Chase Bank, N.A., a national banking association, in its capacity as Collateral Agent (the "Agent") to GTRC Services, Inc., a Delaware corporation, located at 5795 Lindero Canyon Road, Westlake Village, California 91362 and Guitar Center, Inc., Delaware corporation, located at 5795 Lindero Canyon Road, Westlake Village, California 91362 (collectively, the "Grantors").

WITNESSETH:

WHEREAS, pursuant to the Security Agreement, dated as of October 9, 2007, in favor of the Agent (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), a security interest (the "Security Interest") was granted by the Grantors and certain affiliates of the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Notice of Security Interest in Trademarks and Patents, between the Agent and Grantors dated October 9, 2007 (the "Notice"), Grantors, by reference to the Security Agreement, confirmed the grant of the Security Interest to the Agent specifically in certain Trademark and Patent Collateral;

WHEREAS, the Notice was recorded in the United States Patent and Trademark Office on October 23, 2007 at Reel 3644 and Frame 0427; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark and Patent Collateral.

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark and Patent Collateral pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks listed on Schedule A hereto. The term "Trademarks" shall have the meaning provided by reference in the Security Agreement and Notice.

2. Release of Security Interest. In accordance with Section 5 of the Notice, the Agent hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, without recourse, representation or warranty, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. Upon the reasonable request of the Grantors, and at the Grantors' sole cost and expense, the Agent hereby agrees to duly execute, acknowledge, procure

and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest in the Trademark Collateral contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK, N.A.

By: _____
Name: Lauren Baker
Title: Vice President

Schedule A

TRADEMARKS

TITLE	REG. NO./ APP. NO.	OWNER
DIGITAL REFERENCE	2307875	GTRC Services, Inc.
ACOUSTIC	2294166	GTRC Services, Inc.
ACOUSTIC	2309450	GTRC Services, Inc.
ACOUSTIC	2309451	GTRC Services, Inc.
ACOUSTIC	2470898	GTRC Services, Inc.
ACOUSTIC	2312001	GTRC Services, Inc.
ACOUSTIC	2312002	GTRC Services, Inc.
ACOUSTIC	2580641	GTRC Services, Inc.
FRETREST	2884873	GTRC Services, Inc.
LIVE WIRE	2831584	GTRC Services, Inc.
PROLINE	2912130	GTRC Services, Inc.
W WILLIAMS	2996547	GTRC Services, Inc.
SP SOUND PERCUSSION	2932518	GTRC Services, Inc.
SPECTRAL	3093672	GTRC Services, Inc.
ROAD RUNNER	3159452	GTRC Services, Inc.
OTTO BENJAMIN	3301258	GTRC Services, Inc.
STROBEL	3328500	GTRC Services, Inc.
INDEPENDENCE	77/080663	GTRC Services, Inc.
DR PRO	3296826	GTRC Services, Inc.
LAGUNA	3481408	GTRC Services, Inc.
AGAZARIAN	3490742	GTRC Services, Inc.
ETUDE	3493659	GTRC Services, Inc.
LIVE WIRE SOLUTIONS	3234366	GTRC Services, Inc.
SOUND PERCUSSION	3041383	GTRC Services, Inc.
ESSENTIALS PAK	3600137	GTRC Services, Inc.
PALOMINO	3163884	GTRC Services, Inc.
STERLING AUDIO	3568607	GTRC Services, Inc.
BLACK LABEL	3141551	GTRC Services, Inc.
LUCERO	3336330	GTRC Services, Inc.
MITCHELL	3129275	GTRC Services, Inc.
STICK BRICK	3248576	GTRC Services, Inc.
STERLING AUDIO	3535461	GTRC Services, Inc.

TITLE	REG. NO./ APP. NO.	OWNER
HARBINGER	3314673	GTRC Services, Inc.
GIARDINELLI	3334951	GTRC Services, Inc.
G GIARDINELLI	3213513	GTRC Services, Inc.
G GIARDINELLI	3202210	GTRC Services, Inc.
GIARDINELLI	3227898	GTRC Services, Inc.
OCEAN	3455752	GTRC Services, Inc.
GUITAR CENTER	1290481	Guitar Center, Inc.
ROCK WALK	1576899	Guitar Center, Inc.
AMERICAN MUSIC	1671712	Guitar Center, Inc.
DESIGN ONLY	1671713	Guitar Center, Inc.
AMERICAN MUSIC	1685628	Guitar Center, Inc.
AMERICAN MUSIC	1684766	Guitar Center, Inc.
THE MUSICIAN'S CHOICE	1946542	Guitar Center, Inc.
ACOUSTIC CONTROL	2360974	Guitar Center, Inc.
GUITAR CENTER	2085508	Guitar Center, Inc.
GUITAR CENTER	2280874	Guitar Center, Inc.
ACOUSTIC	2326378	Guitar Center, Inc.
ACOUSTIC	2519142	Guitar Center, Inc.
MUSIC & ARTS CENTERS	2868579	Guitar Center, Inc.
MUSIC & ARTS CENTERS	2866149	Guitar Center, Inc.
AMERICAN STUDENT RENTAL	2866155	Guitar Center, Inc.
GUITAR CENTER'S SPIN OFF	2810186	Guitar Center, Inc.
GUITAR CENTER'S DRUM OFF	2810188	Guitar Center, Inc.
MUSIC & ARTS CENTER	77/081037	Guitar Center, Inc.
MUSIC & ARTS CENTER	3686483	Guitar Center, Inc.
STICKS & STONES	77/099900	Guitar Center, Inc.
SOCAL DRUMS	77/117473	Guitar Center, Inc.
RAVEN	77/117494	Guitar Center, Inc.
GAIN	3623478	Guitar Center, Inc.
GAINCENTRAL	77/119436	Guitar Center, Inc.
MAKE NOISE	3994172	Guitar Center, Inc.
MUSIC & ARTS	3485768	Guitar Center, Inc.
MUSIC & ARTS	3715720	Guitar Center, Inc.
EARTH III	77/153729	Guitar Center, Inc.

TITLE	REG. NO./ APP. NO.	OWNER
GC STUDIOS	3635867	Guitar Center, Inc.
BAND GEAR	77/207548	Guitar Center, Inc.
DELTALAB	77/251498	Guitar Center, Inc.
DRUM PADS	77/262983	Guitar Center, Inc.
DESIGN ONLY	78/460691	Guitar Center, Inc.
FIND YOUR VOICE	3068209	Guitar Center, Inc.
SP SOUND PERCUSSION	78/663615	Guitar Center, Inc.
THE LIST	3111814	Guitar Center, Inc.
GUITARATHON	3212416	Guitar Center, Inc.
ROCKETEER	78/741134	Guitar Center, Inc.
ROAD KILL	78/797151	Guitar Center, Inc.
MUSIC & ARTS CENTERS	3257948	Guitar Center, Inc.
TONECLOTH	78/836323	Guitar Center, Inc.
TANTRUM	78/889858	Guitar Center, Inc.
POLARIS	78/889870	Guitar Center, Inc.
CRUMAR	78/890400	Guitar Center, Inc.
MULTIVOX	78/890414	Guitar Center, Inc.
DELTA LABS	78/890433	Guitar Center, Inc.
TANGENT	78/890481	Guitar Center, Inc.
GIARDINELLI	78/893172	Guitar Center, Inc.
KING OF THE BLUES	78/699013	Guitar Center, Inc.