

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM301762

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Termination and Release of Security Interest in Trademark Rights-Term 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

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

## PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	3530579	GUITAR CENTER AXE SMITH
Registration Number:	3530660	STUPID DEAL OF THE DAY
Registration Number:	3534059	UITAR CENTER
Registration Number:	3569716	UITAR CENTER
Registration Number:	3681099	UITAR CENTER
Registration Number:	3729786	LESSONS GC STUDIOS REHEARSALS
Registration Number:	3854571	ENCORE REWARDS
Registration Number:	3906431	GUITAR CENTER
Registration Number:	3681431	DRUM PADS
Registration Number:	3913803	SE HABLA MUSICA
Registration Number:	3900773	RANDOM ACTS OF COOLNESS
Serial Number:	85121626	THE BURST BROTHERS
Serial Number:	85131960	GUITAR CENTER SESSIONS
Serial Number:	85132091	GC SESSIONS
Registration Number:	4130469	GUITARCENTER.COM
Registration Number:	4047950	GC GARAGE GUITAR TUNE UPS AND REPAIR
Registration Number:	4055136	GUITAR CENTER GC GARAGE GUITAR TUNE UPS
Registration Number:	3966338	ROCKTOBER
Registration Number:	4025197	THE RECORDING EXPERIENCE TRADEMARK

CH \$815.00 3530579

Property Type	Number	Word Mark
Registration Number:	3955102	BIG COOL DEAL
Serial Number:	85207080	BE WHO U WANT PLAY WHAT U WANT
Registration Number:	4226374	BE WHO U WANT PLAY WHAT U WANT
Registration Number:	4002509	SAVINGS KIT
Registration Number:	4002510	DREAM BOOK
Registration Number:	3994036	GET OFF THE COUCH
Serial Number:	85210326	THE PRICE PORTAL
Registration Number:	4002511	THE VOICE OF THE CUSTOMER
Registration Number:	3994037	ON STAGE
Registration Number:	3998024	SHARE THE PASSION
Registration Number:	4107628	THE BIG PAYBACK
Registration Number:	4098061	PREFERRED PLAYER CARD
Serial Number:	85212059	PRO COVERAGE

**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

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

**Total Attachments: 4**

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**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARK RIGHTS – TERM 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 Guitar Center, Inc., a Delaware corporation, located at 5795 Lindero Canyon Road, Westlake Village, California 91362 (the “Grantor”).

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 Grantor and certain affiliates of the Grantor to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Supplemental Notice of Security Interest in Trademarks and Patents, between the Agent and Grantor dated February 14, 2011 (the “Notice”), Grantor, 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 February 16, 2011 at Reel 4479 and Frame 0527; 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:

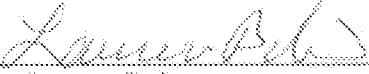
1. Definitions. The term “Trademark Collateral,” as used herein, shall mean all of the Grantor’s right, title and interest of every kind and nature as of the date hereof in the Trademarks listed on Schedule A hereto. The term “Trademarks” shall have the meaning provided by reference in the Security Agreement 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 Grantor, and at the Grantor’s 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 ent 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

<b>TITLE</b>	<b>REG. NO./ APP. NO.</b>	<b>CURRENT OWNER</b>
GUITAR CENTER AXE SMITH	3530579	Guitar Center, Inc.
STUPID DEAL OF THE DAY	3530660	Guitar Center, Inc.
UITAR CENTER	3534059	Guitar Center, Inc.
UITAR CENTER	3569716	Guitar Center, Inc.
UITAR CENTER	3681099	Guitar Center, Inc.
LESSONS GC STUDIOS REHEARSALS	3729786	Guitar Center, Inc.
ENCORE REWARDS	3854571	Guitar Center, Inc.
GUITAR CENTER	3906431	Guitar Center, Inc.
DRUM PADS	3681431	Guitar Center, Inc.
SE HABLA MUSICA	3913803	Guitar Center, Inc.
RANDOM ACTS OF COOLNESS	3900773	Guitar Center, Inc.
THE BURST BROTHERS	85/121626	Guitar Center, Inc.
GUITAR CENTER SESSIONS	85/131960	Guitar Center, Inc.
GC SESSIONS	85/132091	Guitar Center, Inc.
GUITARCENTER.COM	4130469	Guitar Center, Inc.
GC GARAGE GUITAR TUNE UPS AND REPAIR	4047950	Guitar Center, Inc.
GUITAR CENTER GC GARAGE GUITAR TUNE UPS AND REPAIR	4055136	Guitar Center, Inc.
ROCKTOBER	3966338	Guitar Center, Inc.
THE RECORDING EXPERIENCE	4025197	Guitar Center, Inc.
BIG COOL DEAL	3955102	Guitar Center, Inc.
BE WHO U WANT PLAY WHAT U WANT	85/207080	Guitar Center, Inc.
BE WHO U WANT PLAY WHAT U WANT	4226374	Guitar Center, Inc.
SAVINGS KIT	4002509	Guitar Center, Inc.
DREAM BOOK	4002510	Guitar Center, Inc.
GET OFF THE COUCH	3994036	Guitar Center, Inc.
THE PRICE PORTAL	85/210326	Guitar Center, Inc.
THE VOICE OF THE CUSTOMER	4002511	Guitar Center, Inc.

<b>TITLE</b>	<b>REG. NO./ APP. NO.</b>	<b>CURRENT OWNER</b>
ON STAGE	3994037	Guitar Center, Inc.
SHARE THE PASSION	3998024	Guitar Center, Inc.
THE BIG PAYBACK	4107628	Guitar Center, Inc.
PREFERRED PLAYER CARD	4098061	Guitar Center, Inc.
PRO COVERAGE	85/212059	Guitar Center, Inc.