

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM502246

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest in Trademark Rights		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Jackson/Charvel Manufacturing, Inc.		12/06/2018	Corporation: DELAWARE
Fender Musical Instruments Corporation		12/06/2018	Corporation: DELAWARE
ROKR Ventures, Inc.		12/06/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A.		
Street Address:	3 Park Plaza, Suite 900		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92614		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 113			
Property Type	Number	Word Mark	
Registration Number:	1498558		
Registration Number:	4438223	AURISONICS	
Registration Number:	3596185	BANDMASTER	
Registration Number:	4094478	BASSMAN	
Registration Number:	0841570	BASSMAN	
Registration Number:	4977620	BLACKIE	
Registration Number:	1208182	BULLET	
Registration Number:	0902917	CHAMP	
Registration Number:	3770995	CHARVEL	
Registration Number:	1528339	CHARVEL	
Registration Number:	1373706	CHARVEL	
Registration Number:	1607429	CHARVEL	
Registration Number:	1484218	CHARVEL BY JACKSON/CHARVEL	
Registration Number:	1092692	DELUXE REVERB	
Registration Number:	2851987	DURA-TONE	
Registration Number:	2635525	ESQUIRE	

CH \$2840.00 1498558

Property Type	Number	Word Mark
Registration Number:	2144833	F
Registration Number:	1864250	F
Registration Number:	1864249	F
Registration Number:	3060024	FENDER
Registration Number:	5059370	FENDER
Registration Number:	4540483	FENDER
Registration Number:	4396304	FENDER
Registration Number:	4395387	FENDER
Registration Number:	4302401	FENDER
Registration Number:	4151702	FENDER
Registration Number:	4151704	FENDER
Registration Number:	4151706	FENDER
Registration Number:	3419612	FENDER
Registration Number:	3873690	FENDER
Registration Number:	0805075	FENDER
Registration Number:	5358638	FENDER
Registration Number:	0805510	FENDER
Registration Number:	1256824	FENDER
Registration Number:	1715905	FENDER
Registration Number:	2385810	FENDER
Registration Number:	2237850	FENDER
Registration Number:	3873692	FENDER
Registration Number:	3873691	FENDER
Registration Number:	5358640	FENDER CONNECT
Registration Number:	5419738	FENDER PLAY
Registration Number:	5419737	FENDER TONE
Registration Number:	5358639	FENDER TUNE
Registration Number:	2164470	FRONTMAN
Registration Number:	3075054	GT
Registration Number:	3222413	GROOVE TUBES GT
Registration Number:	2710730	GROOVE TUBES
Registration Number:	2727477	GT ELECTRONICS
Registration Number:	2163733	
Registration Number:	1148870	
Registration Number:	1148869	
Registration Number:	1123677	J BASS
Registration Number:	3419613	JACKSON
Registration Number:	3770991	JACKSON

Property Type	Number	Word Mark
Registration Number:	1393989	JACKSON
Registration Number:	1999897	JAG-STANG
Registration Number:	1999898	JAGUAR
Registration Number:	0882884	JAZZ BASS
Registration Number:	3415436	JAZZ BASS
Registration Number:	2438508	JAZZMASTER
Registration Number:	3450068	K&F
Serial Number:	87511273	METEORA
Registration Number:	3488514	
Registration Number:	3488511	
Registration Number:	3440691	
Registration Number:	3229410	
Registration Number:	1998339	MUSTANG
Registration Number:	2727355	NOCASTER
Registration Number:	1062732	P BASS
Registration Number:	2112291	PAPOOSE
Registration Number:	2742262	PARAMOUNT
Registration Number:	5012579	PARAMOUNT
Registration Number:	3744616	PASSPORT
Registration Number:	2226635	PASSPORT
Registration Number:	0884159	PRECISION BASS
Registration Number:	3415437	PRECISION BASS
Registration Number:	0899103	PRINCETON
Registration Number:	2011032	RELIC
Registration Number:	3934903	ROAD WORN
Registration Number:	3480571	SAN DIMAS
Registration Number:	2364960	SFX
Registration Number:	0840360	SHOWMAN
Registration Number:	2609761	SHOWMASTER
Registration Number:	1924490	SOUL-O
Registration Number:	1304958	SQUIER
Registration Number:	4504760	SQUIER
Registration Number:	4403933	SQUIER
Registration Number:	2846744	STARCASTER
Registration Number:	3420498	STARCASTER
Registration Number:	1058385	STRAT
Registration Number:	0839997	STRATOCASTER
Registration Number:	3412528	STRATOCASTER

Property Type	Number	Word Mark
Registration Number:	3873693	STRATOCASTER
Registration Number:	1475757	SUNN
Registration Number:	0859230	SUNN
Registration Number:	1025208	SUPER BULLETS
Registration Number:	1113463	SUPER REVERB
Serial Number:	87951369	SURESEAL
Registration Number:	2417539	SWR
Registration Number:	2417538	SWR
Registration Number:	2717386	TACOMA
Registration Number:	2717387	TACOMA
Registration Number:	1058386	TELE
Registration Number:	0871794	TELECASTER
Registration Number:	3415433	TELECASTER
Registration Number:	3873694	TELECASTER
Registration Number:	2774155	THE SPIRIT OF ROCK-N-ROLL
Registration Number:	3873695	THE SPIRIT OF ROCK-N-ROLL
Registration Number:	1836097	TONE MASTER
Registration Number:	0998105	TWIN REVERB
Registration Number:	0899105	VIBRO CHAMP
Registration Number:	1819804	VIBRO-KING
Registration Number:	0899104	VIBROLUX

CORRESPONDENCE DATA

Fax Number: 2027393001

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

Phone: 2027395866

Email: felicia.gordon@morganlewis.com

Correspondent Name: Morgan, Lewis & Bockius LLP

Address Line 1: 1111 Pennsylvania Avenue, NW

Address Line 4: Washington, D.C. 20004

ATTORNEY DOCKET NUMBER:	066397.05.0461
NAME OF SUBMITTER:	Felicia D. Gordon
SIGNATURE:	/Felicia D. Gordon/
DATE SIGNED:	12/17/2018

Total Attachments: 12

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GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of December 6, 2018, is made by JACKSON/CHARVEL MANUFACTURING, INC., a Delaware corporation, FENDER MUSICAL INSTRUMENTS CORPORATION, a Delaware corporation, and ROKR VENTURES, INC., a Delaware corporation, each located at 17600 North Perimeter Drive, Suite 100, Scottsdale, AZ 85255 (each, a "Grantor"), in favor of JPMORGAN CHASE BANK, N.A., a national banking association, as Administrative Agent (the "Agent") for the several banks and other financial institutions (the "Lenders"), parties to the Revolving Facility Credit Agreement, dated as of December 6, 2018 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among FENDER MUSICAL INSTRUMENTS CORPORATION ("Borrower"), the Lenders and the Agent.

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, each Grantor and certain other parties have executed and delivered a Guarantee and Collateral Agreement, dated as of December 6, 2018, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, each Grantor pledged and granted to the Agent, for the benefit of the Agent, the Lenders and the other Secured Parties, a continuing security interest in all Intellectual Property, including the Trademarks and exclusive Licenses thereof (other than Excluded Property); and

WHEREAS, each Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, each Grantor agrees, for the benefit of the Agent and the other Secured Parties, as follows:

SECTION 1 Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2 Grant of Security Interest. Each Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and agrees to assign, transfer and convey, upon demand made upon the occurrence and during the continuance of an Event of Default without requiring further action by either party and to be effective upon such demand, all of such Grantor's right, title and interest in, to and under the Trademarks and exclusive Licenses thereof (including, without limitation, those items listed on Schedule A hereto but excluding Excluded Property) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and the other Secured Parties to secure payment, performance and observance of the Obligations.

SECTION 3 Purpose. This Agreement has been executed and delivered by each Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Administrative Agent for the benefit of the Secured Parties in connection with the Guarantee and Collateral Agreement and is

expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

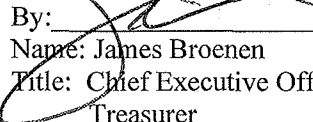
SECTION 4 Acknowledgment. Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Guarantee and Collateral Agreement, the terms of the Guarantee and Collateral Agreement shall govern.

SECTION 5 Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

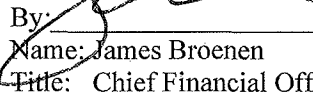
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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers as of the date first set forth above.

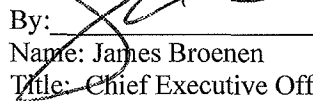
JACKSON/CHARVEL MANUFACTURING, INC.
as Grantor

By: 
Name: James Broenen
Title: Chief Executive Officer, Chief Financial Officer &
Treasurer

FENDER MUSICAL INSTRUMENTS CORPORATION
as Grantor

By: 
Name: James Broenen
Title: Chief Financial Officer & Treasurer

ROKR VENTURES, INC.
as Grantor

By: 
Name: James Broenen
Title: Chief Executive Officer, Chief Financial Officer &
Treasurer

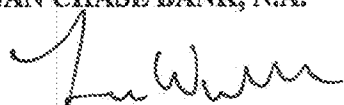
[Signature Page to Grant of Security Interest in Trademark Rights]

TRADEMARK
REEL: 006501 FRAME: 0619

ADMINISTRATIVE AGENT:

JPMORGAN CHASE BANK, N.A.

By:



Name: Laura S. Woodward

Title: Vice President

[Signature Page to Grant of Security Interest in Trademarks]

TRADEMARK

REEL: 006501 FRAME: 0620

SCHEDULE A

UNITED STATES TRADEMARKS

Registrations and Applications:

Trademark	Owner	Application No.	Registration No.	Registration Date
(CHARVEL) GUITAR HEADSTOCK	Jackson/Charvel Manufacturing, Inc.	73588312	1498558	08/02/1988
AURISONICS	Fender Musical Instruments Corporation	85432506	4438223	11/26/2013
BANDMASTER	Fender Musical Instruments Corporation	77377279	3596185	03/24/2009
BASSMAN	Fender Musical Instruments Corporation	85164492	4094478	01/31/2012
BASSMAN	Fender Musical Instruments Corporation	72270190	0841570	01/02/1968
BLACKIE	Fender Musical Instruments Corporation	86797996	4977620	06/14/2016
BULLET	Fender Musical Instruments Corporation	73333186	1208182	09/14/1982
CHAMP	Fender Musical Instruments Corporation	72314204	0902917	11/24/1970
CHARVEL	Jackson/Charvel Manufacturing, Inc.	77809573	3770995	04/06/2010
CHARVEL & DESIGN	Jackson/Charvel Manufacturing, Inc.	73560743	1528339	03/07/1989
CHARVEL & DESIGN	Jackson/Charvel Manufacturing, Inc.	73532341	1373706	12/03/1985
CHARVEL (STYLIZED)	Jackson/Charvel Manufacturing, Inc.	73799170	1607429	07/24/1990
CHARVEL BY JACKSON/CHARVEL	Jackson/Charvel Manufacturing, Inc.	73599149	1484218	04/12/1988
DELUXE REVERB	Fender Musical Instruments Corporation	73067288	1092692	06/06/1978
DOUBLE TAP	Fender Musical Instruments Corporation	88073608		
DURA-TONE	Fender Musical	78189254	2851987	06/08/2004

Trademark	Owner	Application No.	Registration No.	Registration Date
	Instruments Corporation			
ESQUIRE	Fender Musical Instruments Corporation	78107470	2635525	10/15/2002
F (STYLIZED)	Fender Musical Instruments Corporation	74523697	2144833	03/17/1998
F (THICK SCRIPT)	Fender Musical Instruments Corporation	74328209	1864250	11/22/1994
F (THIN SCRIPT)	Fender Musical Instruments Corporation	74328205	1864249	11/22/1994
FENDER	Fender Musical Instruments Corporation	78458293	3060024	02/21/2006
FENDER	Fender Musical Instruments Corporation	86934591	5059370	10/11/2016
FENDER	Fender Musical Instruments Corporation	86014027	4540483	05/27/2014
FENDER	Fender Musical Instruments Corporation	85896707	4396304	09/03/2013
FENDER	Fender Musical Instruments Corporation	85818068	4395387	09/03/2013
FENDER	Fender Musical Instruments Corporation	85481682	4302401	03/12/2013
FENDER	Fender Musical Instruments Corporation	85375387	4151702	05/29/2012
FENDER	Fender Musical Instruments Corporation	85375401	4151704	05/29/2012
FENDER	Fender Musical Instruments Corporation	85375417	4151706	05/29/2012
FENDER	Fender Musical Instruments Corporation	77196985	3419612	04/29/2008
FENDER	Fender Musical Instruments Corporation	77084921	3873690	11/09/2010

Trademark	Owner	Application No.	Registration No.	Registration Date
FENDER	Fender Musical Instruments Corporation	72225091	0805075	03/08/1966
FENDER	Fender Musical Instruments Corporation	87381453	5358638	12/19/2017
FENDER (STYLIZED)	Fender Musical Instruments Corporation	72225092	0805510	03/15/1966
FENDER (STYLIZED)	Fender Musical Instruments Corporation	73393653	1256824	11/08/1983
FENDER (STYLIZED)	Fender Musical Instruments Corporation	74165052	1715905	09/15/1992
FENDER (STYLIZED)	Fender Musical Instruments Corporation	74481064	2385810	09/12/2000
FENDER (STYLIZED)	Fender Musical Instruments Corporation	75977990	2237850	04/06/1999
FENDER (STYLIZED)	Fender Musical Instruments Corporation	77084964	3873692	11/09/2010
FENDER (STYLIZED)	Fender Musical Instruments Corporation	77084933	3873691	11/09/2010
FENDER CHORDS	Fender Musical Instruments Corporation	87380858		
FENDER CONNECT	Fender Musical Instruments Corporation	87381497	5358640	12/19/2017
FENDER PLAY	Fender Musical Instruments Corporation	87380826	5419738	03/06/2018
FENDER SONGS	Fender Musical Instruments Corporation	87380845		
FENDER TONE	Fender Musical Instruments Corporation	87380809	5419737	03/06/2018
FENDER TUNE	Fender Musical Instruments Corporation	87381482	5358639	12/19/2017
FRONTMAN	Fender Musical Instruments Corporation	75100259	2164470	06/09/1998

Trademark	Owner	Application No.	Registration No.	Registration Date
G (STYLIZED)	ROKR VENTURES, INC.	76389588	3075054	04/04/2006
G GROOVE TUBES & DESIGN	ROKR VENTURES, INC.	78877584	3222413	03/27/2007
GROOVE TUBES	ROKR VENTURES, INC.	76315863	2710730	04/29/2003
GT ELECTRONICS	ROKR VENTURES, INC.	75783084	2727477	06/17/2003
HEADSTOCK (NARROW STRAT)	Fender Musical Instruments Corporation	75267362	2163733	06/09/1998
HEADSTOCK (TELECASTER)	Fender Musical Instruments Corporation	73070670	1148870	03/24/1981
HEADSTOCK (WIDE STRATOCASTER)	Fender Musical Instruments Corporation	73070669	1148869	03/24/1981
J BASS	Fender Musical Instruments Corporation	73163650	1123677	08/07/1979
JACKSON	Jackson/Charvel Manufacturing, Inc.	77196999	3419613	04/29/2008
JACKSON	Jackson/Charvel Manufacturing, Inc.	77809564	3770991	04/06/2010
JACKSON (STYLIZED)	Jackson/Charvel Manufacturing, Inc.	73532340	1393989	05/20/1986
JAG-STANG	Fender Musical Instruments Corporation	75000050	1999897	09/10/1996
JAGUAR	Fender Musical Instruments Corporation	75000051	1999898	09/10/1996
JAZZ BASS	Fender Musical Instruments Corporation	72314134	0882884	12/23/1969
JAZZ BASS	Fender Musical Instruments Corporation	77196908	3415436	04/22/2008
JAZZCASTER	Fender Musical Instruments Corporation	88148697		
JAZZMASTER	Fender Musical Instruments Corporation	76010261	2438508	03/27/2001
K&F & DESIGN	Fender Musical Instruments Corporation	77015321	3450068	06/17/2008

Trademark	Owner	Application No.	Registration No.	Registration Date
METEORA	Fender Musical Instruments Corporation	87511273		
Miscellaneous Design (Electric Guitar Headstock)	Fender Musical Instruments Corporation	77391599	3488514	08/19/2008
Miscellaneous Design (Electric Guitar Headstock)	Fender Musical Instruments Corporation	77388173	3488511	08/19/2008
Miscellaneous Design (Guitar Peghead)	Jackson/Charvel Manufacturing, Inc.	78872376	3440691	06/03/2008 Renewal was due 6/3/2018; grace period ends 12/3/2018
Miscellaneous Design (Paisley Design)	Jackson/Charvel Manufacturing, Inc.	78855371	3229410	04/17/2007
MUSTANG	Fender Musical Instruments Corporation	75000052	1998339	09/03/1996
NOCASTER	Fender Musical Instruments Corporation	78158771	2727355	06/17/2003
P BASS	Fender Musical Instruments Corporation	73091720	1062732	04/05/1977
PAPOOSE	Jackson/Charvel Manufacturing, Inc.	75196964	2112291	11/11/1997
PARAMOUNT	Jackson/Charvel Manufacturing, Inc.	75588630	2742262	07/29/2003
PARAMOUNT	Jackson/Charvel Manufacturing, Inc.	86852546	5012579	08/02/2016
PASSPORT	Fender Musical Instruments Corporation	77771779	3744616	02/02/2010
PASSPORT & DESIGN	Fender Musical Instruments Corporation	75247285	2226635	02/23/1999
PORT MANDO	Fender Musical Instruments Corporation	88173090		
POUR OVER	Fender Musical Instruments Corporation	88173079		
POWERCASTER	Fender Musical Instruments Corporation	88176767		
PRECISION BASS	Fender Musical	72314187	0884159	01/13/1970

Trademark	Owner	Application No.	Registration No.	Registration Date
	Instruments Corporation			
PRECISION BASS	Fender Musical Instruments Corporation	77196975	3415437	04/22/2008
PRINCETON	Fender Musical Instruments Corporation	72314321	0899103	09/22/1970
RELIC	Fender Musical Instruments Corporation	74632723	2011032	10/22/1996
ROAD WORN	Fender Musical Instruments Corporation	77647452	3934903	03/22/2011
ROCKY	Fender Musical Instruments Corporation	88186484		
SAN DIMAS	Jackson/Charvel Manufacturing, Inc.	78312464	3480571	08/05/2008
SFX	Fender Musical Instruments Corporation	75376147	2364960	07/04/2000
SHOWMAN	Fender Musical Instruments Corporation	72270189	0840360	12/12/1967
SHOWMASTER	Fender Musical Instruments Corporation	76339159	2609761	08/20/2002
SIXTY-SIX	Fender Musical Instruments Corporation	88176874		
SOUL-O	ROKR VENTURES, INC.	74460236	1924490	10/03/1995
SQUIER	Fender Musical Instruments Corporation	73411484	1304958	11/13/1984
SQUIER	Fender Musical Instruments Corporation	86018938	4504760	04/01/2014
SQUIER	Fender Musical Instruments Corporation	85481811	4403933	09/17/2013
STARCASTER	Fender Musical Instruments Corporation	78189245	2846744	05/25/2004
STARCASTER	Fender Musical Instruments	78872033	3420498	04/29/2008

Trademark	Owner	Application No.	Registration No.	Registration Date
	Corporation			
STRAT	Fender Musical Instruments Corporation	73091721	1058385	02/08/1977
STRATOCASTER	Fender Musical Instruments Corporation	72270186	0839997	12/05/1967
STRATOCASTER	Fender Musical Instruments Corporation	77196666	3412528	04/15/2008
STRATOCASTER	Fender Musical Instruments Corporation	77084972	3873693	11/09/2010
SUNN	Fender Musical Instruments Corporation	73666403	1475757	02/09/1988
SUNN & DESIGN	Fender Musical Instruments Corporation	72268240	0859230	10/29/1968
SUPER BULLETS	Fender Musical Instruments Corporation	73048297	1025208	11/18/1975
SUPER REVERB	Fender Musical Instruments Corporation	73067291	1113463	02/20/1979
SURESEAL	Fender Musical Instruments Corporation	87951369		
SWR	Fender Musical Instruments Corporation	75893474	2417539	01/02/2001
SWR & DESIGN	Fender Musical Instruments Corporation	75893473	2417538	01/02/2001
TACOMA	Jackson/Charvel Manufacturing, Inc.	76425558	2717386	05/20/2003
TACOMA (STYLIZED)	Jackson/Charvel Manufacturing, Inc.	76425559	2717387	05/20/2003
TALON	Fender Musical Instruments Corporation	87704635		
TELE	Fender Musical Instruments Corporation	73091722	1058386	02/08/1977
TELECASTER	Fender Musical Instruments Corporation	72314199	0871794	06/24/1969

Trademark	Owner	Application No.	Registration No.	Registration Date
TELECASTER	Fender Musical Instruments Corporation	77196707	3415433	04/22/2008
TELECASTER	Fender Musical Instruments Corporation	77084981	3873694	11/09/2010
THE SPIRIT OF ROCK-N-ROLL	Fender Musical Instruments Corporation	78127380	2774155	10/14/2003
THE SPIRIT OF ROCK-N-ROLL	Fender Musical Instruments Corporation	77084992	3873695	11/09/2010
TONE MASTER	Fender Musical Instruments Corporation	74350635	1836097	05/10/1994
TWIN REVERB	Fender Musical Instruments Corporation	72450580	0998105	11/12/1974
VIBRO CHAMP	Fender Musical Instruments Corporation	72314323	0899105	09/22/1970
VIBRO-KING	Fender Musical Instruments Corporation	74390489	1819804	02/08/1994
VIBROLUX	Fender Musical Instruments Corporation	72314322	0899104	09/22/1970
YOSEMITE	Fender Musical Instruments Corporation	88195690		
FENDER MUSICAL INSTRUMENTS (Arizona State Trade Name)	Fender Musical Instruments Corporation		104890	08/14/1991