

Disclosure of Issue Price of New Notes Issued on April 16, 2018, in Exchange for Existing Notes Pursuant to Treas. Reg. §1.1273-2(f) (the “Regulation”)

Guitar Center, Inc. (“**Issuer**”) is publishing this notice with respect to the issuance of its new Cash/PIK notes due 2022 (“**New Notes**”) on April 16, 2018 in exchange for its existing 9.625% Senior Unsecured Notes due 2020 (“**Existing Notes**”).

The Regulation, issued by the Department of the Treasury on September 12, 2012 and, effective for transactions occurring on or after November 13, 2012, requires an issuer of a debt instrument to disclose the fair market value issue price of the debt instrument within 90 days of the issue date if the issuer determines that either the debt instrument itself or the property for which the debt instrument is being issued (including another debt instrument) is "traded on an established market" as provided by the Regulation.

Therefore, pursuant to the requirements of the Regulation, the Issuer hereby notifies the holders of the debt instruments described above as follows:

- The Issuer has determined that its New Notes are "traded on an established market" as provided by the Regulation and that its fair market value as of the issue date was 76 percent of par.

As provided by the Regulation, this determination is binding upon all holders unless the holder explicitly discloses, in accordance with the requirements of the Regulation, that its determination is different from the Issuer's determination on the holder's timely filed Federal income tax return for the taxable year that includes its acquisition date of the New Notes.

This notice is intended to fulfill the Issuer's notification obligation under the Regulation and does not constitute tax advice. The Issuer advises each holder of the New Notes to obtain professional tax advice to determine the implications of this notice with respect to the holder's income tax liabilities.