

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

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):**

Innotek, Inc.

- Individual(s)                       Association
- General Partnership               Limited Partnership
- Corporation- State: Indiana
- Other \_\_\_\_\_

Citizenship (see guidelines) \_\_\_\_\_

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: Fifth Third Bank, as Administrative Agent

Internal

Address: \_\_\_\_\_

Street Address: 38 Fountain Square Plaza

City: Cincinnati

State: Ohio

Country: U.S. Zip: 45263

- Association    Citizenship \_\_\_\_\_
- General Partnership    Citizenship \_\_\_\_\_
- Limited Partnership    Citizenship \_\_\_\_\_
- Corporation    Citizenship \_\_\_\_\_
- Other Corporation    Citizenship Ohio

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) September 15, 2006

- 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)

See Schedule A, attached

B. Trademark Registration No.(s)

See Schedule A, attached

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: Robert J. Schneider

Internal Address: Chapman and Cutler LLP

Street Address: 111 West Monroe Street

City: Chicago

State: Illinois Zip: 60603

Phone Number: (312) 845-3919

Fax Number: (312) 803-5299

Email Address: bschneid@chapman.com

**6. Total number of applications and registrations involved:**

27

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 690.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

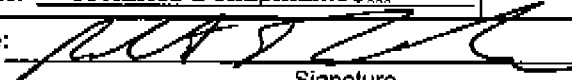
**8. Payment Information:**

a. Credit Card    Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 50-0305

Authorized User Name Robert J. Schneider

**9. Signature:**



Signature

September 22, 2006

Date

Robert J. Schneider

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 8

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

CH \$690.00 500305 78428385

**SCHEDULE A  
TO TRADEMARK COLLATERAL AGREEMENT**

**REGISTERED TRADEMARKS  
AND TRADEMARK APPLICATIONS**

<u>Mark</u> <u>Goods / Services</u>	<u>Serial No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
<b>COMMAND SERIES</b>	76297053	08-Aug-2001	2567368	07-May-2002
Cl. 9: Electrical animal behavior training and control systems, namely remote training systems comprised of electrical radio frequency transmitters and remotely controlled receiver collars				
<b>CONSTELLATION</b>	78428385	02-Jun-2004		
Cl. 9: Electronic animal confinement unit comprising transmitters, electrical transformers, wires, and receiver collars				
<b>CONTAIN 'N' TRAIN</b>	75852800	18-Nov-1999	2583931	18-Jun-2002
Cl. 9: Combined system for animal containment and training, comprising transmitter with a boundary wire antenna, receiver and animal correction collar sold as a unit				
<b>CONTAIN 'N' TRAIN</b>	78853741	04-Apr-2006		
Cl. 9: Electronic animal behavior training and control systems, which are comprised of transmitters, electronic transformers, wires and receiver collars; electronic pet containment systems, which are comprised of transmitters, electronic transformers, wires and receiver collars				
<b>CUT TO THE CHASE</b>	76405875	10-May-2002	2692998	04-Mar-2003
Cl. 9: Electrical animal behavior training and control systems, namely remote training systems consisting of electrical radio frequency transmitters and remote controlled electrical receiver animal collars; electrical barking control animal collars; electronic pet containment systems consisting of electrical transmitters and electrical receiver animal collars; electrically controlled pet doors consisting of an electrical receiver and door actuator; and electrical animal tracking and locating systems consisting of electrical receivers and electrical animal transmitter collars				
<b>DRIVEWAY GUARDIAN</b>	75833142	27-Oct-1999	2480758	21-Aug-2001
Cl. 9: Wireless radio frequency transmitter and receiver				
<b>ENJOY YOUR DOG</b>	76373124	20-Feb-2002	2662969	17-Dec-2002
Cl. 9: Electrical animal behavior training and control systems, namely remote training systems consisting of electrical radio frequency transmitters and remote controlled electrical receiver animal collars; electrical barking control animal collars; electronic pet containment systems consisting of electrical transmitters and electrical receiver animal collars; electrically controlled pet doors consisting of an electrical receiver and door actuator; and electrical animal tracking and locating systems consisting of electrical receivers and electrical animal transmitter collars				
<b>FADE FREE</b>	78814863	14-Feb-2006		
Cl. 9: Technology used with electronic animal training devices that enhances communication signals between electronic transmitters and receivers				
<b>FIELDPRO</b>	78588051	15-Mar-2005		

Cl. 9: Electronic animal behavior training and control systems, namely remote training systems featuring electronic transmitters, remote controlled receiver collars, and beepers, and animal location and tracking systems consisting of electronic transmitters, remote controlled receiver collars, and beepers				
<b>FREE SPIRIT</b>	76299258	14-Aug-2001	2582042	18-Jun-2002
Cl. 9: Electrical animal behavior training and control systems, namely remote training systems, namely, training systems featuring electrical radio frequency transmitters and remotely controlled receiver collars				
<b>GEAR DOGS RESPECT</b>	78802765	30-Jan-2006		
Cl. 9: Electronic animal behavior training and control systems, namely remote training systems featuring electronic transmitters, remote controlled receiver collars, and beepers, and animal location and tracking systems, also featuring electronic transmitters, remote controlled receiver collars, and beepers				
<b>INNOTEK</b>	75608880	18-Dec-1998	2311618	25-Jan-2000
Cl. 9: Remote electrical animal behavior training, data acquisition and analysis, and control systems comprising wireless radio frequency and data transmitters and receivers, and electrical temperature sensors				
<b>INNOTEK</b>	78945896	06-Aug-2006		
Cl. 9: Electronic animal behavior training and control systems comprised of electronic transmitters, electronic transformers, wires and receiver collars; electronic animal training system comprised of an electronic animal collar to control barking; electronic pet containment systems comprised of electronic transmitters, electronic transformers, wires and receiver collars; electronic animal tracking and locating systems featuring electronic transmitters and receiver collars; electronic area avoidance and training system for pets, consisting of at least one wireless transmitter and a receiver collar, sold as a unit				
<b>INNOTEK &amp; Design</b>	76037098	28-Apr-2000	2551847	26-Mar-2002
Cl. 9: Electrical animal behavior training and control systems, namely remote training systems consisting of electrical radio frequency transmitters and remote controlled electrical receiver animal collars; electrical barking control animal collars, electronic pet containment systems consisting of electrical transmitters and electrical receiver animal collars; electrically controlled pet doors consisting of an electrical receiver and door actuator; electrical animal tracking and locating systems consisting of electrical receivers and electrical animal transmitter collars; and data acquisition and analysis systems and devices, consisting of boluses with electronic temperature sensors and electrical radio frequency transceivers therein				
<b>INNOTEK QUICKER TRAINING.</b>	78609344	14-Apr-2005	3097764	30-May-2006
<b>BETTER DOGS. &amp; Design (Ring)</b>				
Cl. 9: Electronic animal behavior training and control systems comprised of electronic transmitters, electronic transformers, wires, and receiver collars; electronic animal training system comprised of an electronic animal collar to control barking; electronic pet containment systems comprised of electronic transmitters, electronic transformers, wires, and receiver collars; electronic animal tracking and locating systems featuring electronic transmitters and receiver collars				
<b>RANGER</b>	78812188	10-Feb-2006		

Cl. 9: Electronic animal behavior training and control systems, namely remote training systems featuring electronic transmitters, remote controlled receiver collars, and beepers, and animal location and tracking systems, also featuring electronic transmitters, remote controlled receiver collars, and beepers				
<b>RAPID RAMP</b>	78597720	29-Mar-2005		
Cl. 9: Component of remote control in animal training collar, which quickly sets the collar's control levels, primarily strength of stimulation				
<b>READYTEST</b>	78498002	11-Oct-2004	3096746	23-May-2006
Cl. 9: Electronic animal confinement unit comprising transmitters, electrical transformers, wires, and receiver collars				
<b>READYTEST &amp; Design</b>	78614659	22-Apr-2005	3032383	20-Dec-2005
Cl. 9: Electrical animal behavior training and control systems comprising transmitters, electrical transformers, wires and receiver collars; electronic pet containment systems comprising transmitters, electrical transformers, wires and receiver collars				
<b>RETRIEVER TRAINER</b>	76166411	16-Nov-2000	2685355	11-Feb-2003
Cl. 9: Remote animal training system, namely electrical hand-held transmitters and collar mounted electrical receivers				
<b>RETRIEVER TRAINER</b>	75083340	03-Apr-1996	2064230	20-May-1997
Cl. 9: Remote control devices for training retrievers, namely, electronic transmitters and receivers				
<b>SCOUT</b>	78868468	24-Apr-2006		
Cl. 9: Electronic animal behavior training and control systems, namely remote training systems featuring electronic transmitters, remote controlled receiver collars, and beepers, and animal location and tracking systems, also featuring electronic transmitters, remote controlled receiver collars, and beepers				
<b>SMART DOG</b>	75608700	18-Dec-1998	2411822	12-Dec-2000
Cl. 9: Electrical animal behavior training and control systems, namely remote training systems consisting of electrical radio frequency transmitters and remote controlled electrical receiver animal collars; electrical barking control animal collars; electronic pet containment systems consisting of electrical transmitters and electrical receiver animal collars; electrically controlled pet doors consisting of an electrical receiver and door actuator; and electrical animal tracking and locating systems consisting of electrical receivers and electrical animal transmitter collars				
<b>SMART TRAINING</b>	75901663	24-Jan-2000	2618641	10-Sep-2002
Cl. 9: Electrical animal behavior training and control systems, namely remote training systems consisting of electrical radio frequency transmitters and remote controlled electrical receiver animal collars; electrical barking control animal collars; electronic pet containment systems consisting of electrical transmitters and electrical transmitters and electrical receiver animal collars; electrically controlled pet doors consisting of an electrical receiver and door-actuator; and electrical animal tracking and locating systems consisting of electrical receivers and electrical animal transmitter collars				
<b>TRACK &amp; TRAIN</b>	75503174	16-Jun-1998	2261090	13-Jul-1999

Cl. 9: Electronic obedience training devices which are either attached to animal collars or which utilize ultra-sonic or sonic signals				
<b>ULTRASMART</b>	78498000	11-Oct-2004	3099285	30-May-2006
Cl. 9: Electronic animal confinement unit comprising transmitters, electrical transformers, wires, and receiver collars				
<b>ZONES</b>	76524075	12-Jun-2003	2955832	24-May-2005
Cl. 9: Electrical area avoidance and training system for pets, consisting of at least one wireless transmitter and a receiver collar sold as a unit				

## TRADEMARK COLLATERAL AGREEMENT

This 15th day of September, 2006, Innotek, Inc., an Indiana corporation ("*Debtor*") with its principal place of business and mailing address at One Innoway, Garrett, Indiana 46738, in consideration of ten dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, assigns, mortgages and pledges as collateral security to Fifth Third Bank, an Ohio banking corporation ("*Fifth Third*"), with its mailing address at 38 Fountain Square Plaza, Cincinnati, Ohio 45263, acting as administrative agent hereunder for the Secured Creditors as defined in the Security Agreement referred to below, and its successors and assigns (Fifth Third acting as such administrative agent and any successors or assigns to Fifth Third acting in such capacity being hereinafter referred to as the "*Administrative Agent*"), and grants to the Administrative Agent for the benefit of the Secured Creditors a continuing security interest in, the following property:

(i) Each trademark, trademark registration, and trademark application listed on Schedule A hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration, and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Debtor against third parties for damages by reason of past, present or future infringement of any trademark, trademark registration, or trademark application listed on Schedule A hereto or by reason of injury to the goodwill associated with any such trademark, trademark registration, or trademark application, in each case together with the right to sue for and collect said damages;

to secure the payment and performance of all Secured Obligations of Radio Systems Corporation (the "*Borrower*"), Debtor and its affiliates as set out in that certain Security Agreement bearing even date herewith between the Borrower, Debtor, certain affiliates of Debtor and the Administrative Agent, as the same may be amended, modified, or restated from time to time (the "*Security Agreement*").

Notwithstanding anything herein to the contrary, this Trademark Collateral Agreement shall not operate as a sale, transfer, conveyance or other assignment to the Administrative Agent of any applications by Debtor for a trademark based on an intent to use the same if and so long as such application is pending without a Statement of Use having been filed and accepted (such pending applications which are based on intent to use being hereinafter referred to collectively as "*Intent-To-Use Applications*"), but rather, if and so long as Debtor's Intent-To-Use Application is pending without a Statement of Use having been filed and accepted, then this Trademark Collateral Agreement shall operate only to create a security interest for collateral purposes in favor of the Administrative Agent on such Intent-To-Use Application as collateral security for the Secured Obligations. When a Statement of Use is filed and accepted by the Trademark Office, then that application shall cease to be partly exempted from this Agreement.

Debtor does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the assignment, mortgage, pledge and security interest in the trademarks, trademark registrations, and trademark applications made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

INNOTEK, INC.

By [Signature] 37/

Name Ronald D. Boyd

Title President and CEO

Accepted and agreed to as of the date and year last above written.

FIFTH THIRD BANK, as Administrative Agent

By \_\_\_\_\_

Name \_\_\_\_\_

Title \_\_\_\_\_

IN WITNESS WHEREOF, Debtor has caused this Trademark Collateral Agreement to be duly executed as of the date and year last above written.

INNOTEK, INC.

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

Accepted and agreed to as of the date and year last above written.

FIFTH THIRD BANK, as Administrative Agent

By *A. Kelly*  
Name Anne B. Kelly  
Title Vice President