

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Williams Sound, LLC		01/12/2011	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Fifth Third Bank
Composed Of:	COMPOSED OF banking corp. organized in OH
Street Address:	251 N. Illinois Street
Internal Address:	Suite 1000
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46204
Entity Type:	banking corporation: OHIO

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	3407739	HEARING HELPER
Registration Number:	3825725	M MOTIVA PERSONAL FM
Registration Number:	3499129	PERSONAL PA
Registration Number:	3000476	POCKETALKER
Registration Number:	3222082	SOUNDPLUS
Registration Number:	3620373	TV TALKER
Registration Number:	1467135	W
Registration Number:	1880447	W
Registration Number:	3061768	WILLIAMS SOUND
Registration Number:	3061769	WILLIAMS SOUND HELPING PEOPLE HEAR
Serial Number:	85213728	DIGI-WAVE
Serial Number:	85213734	PPA SELECT

CH \$315.00 3407739

**TRADEMARK**

900183802

REEL: 004477 FRAME: 0548

CORRESPONDENCE DATA

Fax Number: (317)237-1000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (312) 212-6541  
Email: inteas@bakerd.com, james.saul@bakerd.com,  
stacy.webb@bakerd.com  
Correspondent Name: James J. Saul  
Address Line 1: 300 North Meridian Street  
Address Line 2: Suite 2700  
Address Line 4: Indianapolis, INDIANA 46204

NAME OF SUBMITTER:	James J. Saul
Signature:	/James J. Saul/
Date:	02/14/2011

Total Attachments: 8  
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**PATENT AND TRADEMARK**  
**SECURITY AGREEMENT**

This PATENT AND TRADEMARK SECURITY AGREEMENT, dated as of January 12, 2011, by WILLIAMS SOUND, LLC, a Delaware limited liability company ("Grantor"), in favor of FIFTH THIRD BANK, an Ohio banking corporation (the "Lender").

**WITNESSETH:**

WHEREAS, Grantor is (or will be with respect to after acquired property) the legal and beneficial owner and the holder of the Patent Collateral and the Trademark Collateral;

WHEREAS, Grantor and Lender are parties to that certain Credit Agreement dated as of the date hereof (as amended, amended and restated, supplemented or otherwise modified, renewed or replaced from time to time, the "Credit Agreement") pursuant to which, among other things, Lender makes certain financial accommodations to Grantor.

WHEREAS, it is a condition precedent to the effectiveness of the Credit Agreement that, among other things: (a) the Grantor enter into a Security Agreement dated as of the date hereof in favor of the Lender (as amended, amended and restated, supplemented or otherwise modified, renewed or replaced from time to time, the "Security Agreement"); and (b) the Grantor execute this Patent and Trademark Security Agreement in order to grant a security interest in favor of the Lender to secure the Obligations (as defined in the Credit Agreement) as more fully set forth herein.

NOW, THEREFORE, to secure the prompt and complete payment and performance when due of the Obligations for the benefit of the Lender and for other good and valuable consideration, the receipt of which is hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

2. GRANT OF SECURITY INTEREST IN PATENT COLLATERAL. Grantor hereby grants to Lender, a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Patent Collateral"):

- (a) all Patents owned by Grantor, including those referred to on Schedule I hereto;
- (b) all reissues, continuations or extensions of the foregoing; and

(c) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future infringement or dilution of any Patent.

3. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Lender, a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all Trademarks owned by Grantor, including those referred to on Schedule II hereto;

(b) all reissues, continuations or extensions of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or (ii) injury to the goodwill associated with any Trademark.

4. SECURITY AGREEMENT. The security interests granted pursuant to this Patent and Trademark Security Agreement are granted in conjunction with the security interests granted to Lender pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Lender with respect to the security interest in the Patent Collateral and the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Patent and Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

WILLIAMS SOUND, LLC

By: *[Signature]*  
Name: John Ackerson  
Title: CHAIRMAN

ACCEPTED AND ACKNOWLEDGED BY:

FIFTH THIRD BANK

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

IN WITNESS WHEREOF, Grantor has caused this Patent and Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

WILLIAMS SOUND, LLC

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

ACCEPTED AND ACKNOWLEDGED BY:

FIFTH THIRD BANK

By: Tom W. H  
Name: Tom W. H  
Title: SVP

**ACKNOWLEDGMENT OF GRANTOR**

STATE OF IN )  
 )  
COUNTY OF Madison ) ss.

Before me, a Notary Public in and for said County and State, personally appeared John F. Ackerman, the Chairman of Williams Sound, LLC, who, being first duly sworn, acknowledged the execution of the foregoing Patent and Trademark Security Agreement for and on behalf of said company, as its duly authorized representative.

Witness my hand and Notarial Seal this 12<sup>th</sup> day of January, 2011.



[Signature]  
James L. Smeltzer, Notary Public



My County of Residence: Hamilton  
My Commission Expires: 2-28-15



SCHEDULE I  
to  
PATENT AND TRADEMARK SECURITY AGREEMENT  
PATENT REGISTRATIONS

None.



SCHEDULE II  
to  
PATENT AND TRADEMARK SECURITY AGREEMENT  
TRADEMARK REGISTRATIONS

Trademark	Status/Status Date	Brief Goods/Services	Registration Number
HEARING HELPER HEARING HELPER	Registered Principal Register - Sec. 2(F) April 8, 2008	(Int'l Class: 9) Assistive listening device not for medical purposes, namely, a wireless body pack radio transmitter with headset microphone and wireless portable receivers and headphones for hearing assistance	3,407,739
M MOTIVA PERSONAL FM and Design 	Registered July 27, 2010	(Int'l Class: 9) Assistive listening device not for medical purposes, namely, a wireless body pack radio transmitter with headset microphone and wireless portable receivers and headphones for hearing assistance	3,825,725
PERSONAL PA PERSONAL PA	Registered Principal Register - Sec. 2(F) September 9, 2008	(Int'l Class: 9) Radio frequency transmitter and receiver and amplifier with audio output for use with assistive listening systems (Int'l Class: 10) Wireless transmitters and receivers for use with assistive listening systems for the hearing impaired	3,499,129
POCKETALKER POCKETALKER	Registered 8 & 15 October 8, 2010	(Int'l Class: 9) Portable audio frequency amplifier with microphone input	3,000,476
SOUNDPLUS SOUNDPLUS	Registered March 27, 2007	(Int'l Class: 9) Audio transmission system for hearing assistance and language interpretation applications comprised primarily of a portable or fixed wireless audio transmitter, microphone, and portable or fixed wireless audio receiver	3,222,082
TV TALKER TV TALKER	Registered May 12, 2009	(Int'l Class: 9) Assistive listening device not for medical purposes	3,620,373
W and Design 	Renewed December 1, 2007	(Int'l Class: 9) Wireless microphone system comprising a portable battery operated fm transmitter and microphone therefor, and fm receiver with audio signal output; hearing assistance transmitter system, comprising a stationary fm radio transmitter, a battery powered portable fm radio receiver, and an earphone	1,467,135

Trademark	Status/Status Date	Brief Goods/Services	Registration Number
 W and Design	Renewed February 28, 2005	(Int'l Class: 9) Wireless microphone system comprising a portable, battery operated fm transmitter and microphone therefor, and fm receiver with audio output; hearing assistance transmitter system comprising a stationary fm radio transmitter, a battery powered portable fm receiver, and an earphone; hearing assistance...	1,880,447
WILLIAMS SOUND WILLIAMS SOUND	Registered February 28, 2006	(Int'l Class: 9) Wireless microphone system comprising a portable, battery operated fm transmitter and microphone therefor, and fm receiver with audio output; hearing assistance transmitter system comprising a stationary fm radio transmitter, a battery powered portable fm receiver, and an earphone; hearing assistance...	3,061,768
WILLIAMS SOUND HELPING PEOPLE HEAR and Design 	Registered February 28, 2006	(Int'l Class: 9) Wireless microphone system comprising a portable, battery operated fm transmitter and microphone therefor, and fm receiver with audio output; hearing assistance transmitter system comprising a stationary fm radio transmitter, a battery powered portable fm receiver, and an earphone; hearing assistance...	3,061,769

Pending trademark registrations:

DIGI-WAVE  
PPA SELECT

Unregistered common law trademarks:

PHONEMAX  
RINGMAX  
TELETALKER  
RALD