

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
Code Systems, Inc.		03/14/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Wells Fargo Bank, National Association		
Street Address:	1525 West W.T. Harris Blvd.		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28262		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3855492	CODE ALARM	
Registration Number:	2240294	CODE ALARM	
Registration Number:	2240293	CODE ALARM	
Registration Number:	2369274	IT-S	
Registration Number:	3084520	CHAPMAN	
CORRESPONDENCE DATA			
Fax Number:	(404)572-5100		
Email:	mrussell@kslaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	King & Spalding		
Address Line 1:	1180 Peachtree Street		
Address Line 4:	Atlanta, GEORGIA 30309		
ATTORNEY DOCKET NUMBER:	18464.015136		
NAME OF SUBMITTER:	Mark Russell		

CH \$140.00 3855492

Signature:	/Mark Russell/
Date:	03/19/2012
Total Attachments: 4 source=Audiovox - Executed Notice of Trademarks - Code Systems Inc#page1.tif source=Audiovox - Executed Notice of Trademarks - Code Systems Inc#page2.tif source=Audiovox - Executed Notice of Trademarks - Code Systems Inc#page3.tif source=Audiovox - Executed Notice of Trademarks - Code Systems Inc#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

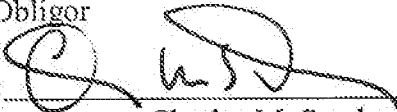
Please be advised that (a) pursuant to the Security Agreement dated as of March 14, 2012 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wells Fargo Bank, National Association, as Administrative Agent (the "Administrative Agent") for the secured parties referenced therein (the "Secured Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks, trademark licenses and trademark applications shown on Schedule 1 attached hereto (the "Trademarks") to the Administrative Agent for the ratable benefit of the Secured Parties and (b) the undersigned hereby grants to the Administrative Agent, for the ratable benefit of the Secured Parties, a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in and to the Trademarks.

The Obligors and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the Trademarks (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any Trademark.

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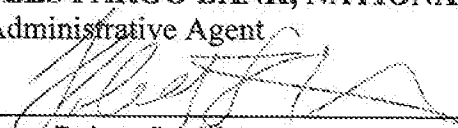
Very truly yours,

CODE SYSTEMS, INC., a Delaware corporation,
as Obligor

By: 
Name: Charles M. Stoehr
Title: Chief Financial Officer

Acknowledged and Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: Robert J. Milas
Title: Vice President

Schedule I

Mark	Country	Registration/Application No.	Owner
CODE ALARM	US	3,855,492	Code Systems, Inc.
CODE ALARM	US	2,240,294	Code Systems, Inc.
CODE ALARM	US	2,240,293	Code Systems, Inc.
IT-S	US	2,369,244	Code Systems, Inc.
CHAPMAN	US	3,084,520	Code Systems, Inc.