

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
AUDIO PRODUCTS INTERNATIONAL CORP.		03/14/2012	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	WELLS FARGO BANK
Street Address:	1525 West W.T. Harris Blvd.
Internal Address:	Mail Code NC 0680
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28262
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	3067050	ACT
Registration Number:	2710330	ATHENA
Registration Number:	3072470	ATHENA TECHNOLOGIES
Registration Number:	3188740	CONNOISSEUR
Registration Number:	2777234	ENERGY
Serial Number:	78662423	ENERGY
Registration Number:	1807139	ENERGY
Serial Number:	78573697	ENERGY PRO
Registration Number:	2892149	INCOGNITA
Registration Number:	1193902	MIRAGE
Registration Number:	1796264	MIRAGE
Registration Number:	3089088	NANOSAT
Registration Number:	2213581	OMNIPOLAR

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Registration Number:	2905570	OMNISAT
Registration Number:	1147531	SOUND DYNAMICS
Registration Number:	1736140	SPHEREX
Registration Number:	3085405	UNI-THEATER
Registration Number:	1896804	VERITAS

CORRESPONDENCE DATA

Fax Number: 7045032622

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

Phone: 704 503 2600

Email: trademarks@kslaw.com,jstandera@kslaw.com,hserbin@kslaw.com,vbantug@kslaw.com

Correspondent Name: King & Spalding LLP - Attn: J. Standera

Address Line 1: 100 N Tryon Street

Address Line 2: Suite 3900

Address Line 4: Charlotte, NORTH CAROLINA 28202

ATTORNEY DOCKET NUMBER:	18464.015136 AUDIOVOX
NAME OF SUBMITTER:	Vicky R. Bantug, Paralegal
Signature:	/Vicky R. Bantug/
Date:	04/23/2012

Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

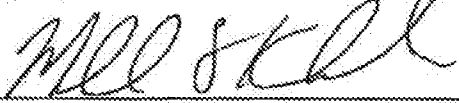
Please be advised that (a) pursuant to the Security Agreement dated as of March 14, 2012 (as amended, modified, extended, restated, replaced, or supplemented from time to time, the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wells Fargo Bank, National Association, as Administrative Agent (the "Administrative Agent") for the secured parties referenced therein (the "Secured Parties"), as the same has been joined by the undersigned Obligor pursuant to the Joinder Agreement, dated as of April 20, 2012, by and among the undersigned Obligor, the other parties thereto and the Administrative Agent, 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,

AUDIO PRODUCTS INTERNATIONAL CORP.,
a company organized under the laws of Canada

By: 

Name: *Michael E. Kipsch*
Title: *Secretary*

Acknowledged and Accepted:

WELLS FARGO BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 

Name: ROBERT MILIS

Title: VICE PRESIDENT

Schedule 1

[See attached.]

Trademarks

Mark	Country	Registration/ Application Number	Owner
ACT	US	3,067,050	Audio Products International Corp.
ATHENA	US	2,710,330	Audio Products International Corp.
ATHENA TECHNOLOGIES AND DESIGN	US	3,072,470	Audio Products International Corp.
CONNOISSEUR	US	3,188,740	Audio Products International Corp.
ENERGY	US	2,777,234	Audio Products International Corp.
ENERGY & DESIGN (Current logo)	US	78/662,423	Audio Products International Corp.
ENERGY & DESIGN (Old logo)	US	1,807,139	Audio Products International Corp.
ENERGY PRO	US	78/573,697	Audio Products International Corp.
INCOGNITA	US	2,892,149	Audio Products International Corp.
MIRAGE	US	1,193,902	Audio Products International Corp.
MIRAGE (Stylized)	US	1,796,264	Audio Products International Corp.
NANOSAT	US	3,089,088	Audio Products International Corp.
OMNIPOLAR	US	2,213,581	Audio Products International Corp.
OMNISAT	US	2,905,570	Audio Products International Corp.
SOUND DYNAMICS	US	1,147,531	Audio Products International Corp.
SPHEREX	US	1,736,140	Audio Products International Corp.
UNI-THEATER	US	3,085,405	Audio Products International Corp.
VERITAS	US	1,896,804	Audio Products International Corp.

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