

<b>TRADEMARK ASSIGNMENT COVER SHEET</b>
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Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM377642

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Williams Sound, LLC		03/16/2016	Limited Liability Company:

**RECEIVING PARTY DATA**

<b>Name:</b>	Williams Sound GCP Holdings, LLC
<b>Street Address:</b>	c/o Graycliff Partners
<b>Internal Address:</b>	500 Fifth Avenue, 47TH Floor
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10110
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

**PROPERTY NUMBERS Total: 18**

Property Type	Number	Word Mark
<b>Serial Number:</b>	86516575	
<b>Serial Number:</b>	86515788	W
<b>Serial Number:</b>	85848971	DIGI-LOOP
<b>Serial Number:</b>	85213728	DIGI-WAVE
<b>Serial Number:</b>	76673871	HEARING HELPER
<b>Serial Number:</b>	86516541	HEARING HOTSPOT
<b>Serial Number:</b>	77535654	M MOTIVA PERSONAL FM
<b>Serial Number:</b>	78817806	PERSONAL PA
<b>Serial Number:</b>	76609392	POCKETALKER
<b>Serial Number:</b>	85213734	PPA SELECT
<b>Serial Number:</b>	85923236	PPA SELECTVIEW
<b>Serial Number:</b>	78817858	SOUNDPLUS
<b>Serial Number:</b>	77377399	TV TALKER
<b>Serial Number:</b>	73655607	W
<b>Serial Number:</b>	74470109	W
<b>Serial Number:</b>	85554891	W WILLIAMS SOUND HELPING PEOPLE HEAR
<b>Serial Number:</b>	76609391	WILLIAMS SOUND
<b>Serial Number:</b>	76609393	WILLIAMS SOUND HELPING PEOPLE HEAR

CH \$465.00 86516575

**CORRESPONDENCE DATA****Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Email:** ip@briggs.com**Correspondent Name:** Briggs and Morgan, P.A.**Address Line 1:** 80 S. 8th Street**Address Line 4:** Minneapolis, MINNESOTA 55402

<b>NAME OF SUBMITTER:</b>	Audrey J. Babcock
<b>SIGNATURE:</b>	/Audrey J. Babcock/
<b>DATE SIGNED:</b>	03/23/2016

**Total Attachments: 6**

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Second  
and  
First

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

Dated: March 16, 2016

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to a certain Senior Subordinated Loan and Security Agreement dated as of the date hereof (as the same may hereafter be amended, modified, extended or restated from time to time, the "Loan Agreement") by and among Williams Sound, LLC, a Delaware limited liability company ("Grantor"), Williams Sound Acquisition, LLC, a Delaware limited liability company, Williams Sound Holdings II, LLC, a Delaware limited liability company and Williams Sound International, Inc., a Delaware corporation, and Williams Sound GCP Holdings, LLC, a Delaware limited liability company (together with its successors and assigns, "Lender"), Grantor has granted to Lender a continuing security interest in and continuing lien upon, among other things, all of Grantor's trademarks and trademark applications, including without limitation those set forth on Exhibit A hereto.

Grantor and Lender hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Loan Agreement, and (ii) is not to be construed as an assignment of any trademark.

*[Remainder of page intentionally blank;  
signature page follows]*

IN WITNESS WHEREOF, this Notice of Grant of Security Interest in Trademarks has been duly executed by the Debtors as of the date first above written.

**WILLIAMS SOUND , LLC**

By: 

Name: Richard Lough

Title: Chief Financial Officer

[Signature Page 1 to Notice of Grant of Security in Trademarks (Mezzanine)]

**TRADEMARK**  
**REEL: 005755 FRAME: 0850**

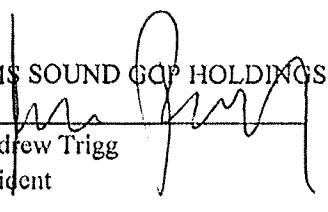
Accepted and Agreed:

WILLIAMS SOUND GGP HOLDINGS, LLC

By: \_\_\_\_\_

Name: Andrew Trigg

Title: President



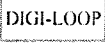

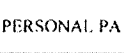

A handwritten signature in black ink, appearing to read 'Andrew Trigg', is written over a horizontal line. The signature is stylized with a large initial 'A' and a long, sweeping tail.








[Signature Page 2 to Notice of Grant of Security in Trademarks (Mezzanine)]

EXHIBIT A

Trademarks

*See attached.*

Owner	Trademark	Country	Application Number	Registration Number	Registration Date	Classes	Status
Williams Sound, LLC	<b>Blue Square Design</b> 	United States of America	86516575	N/A	N/A	9	Pending
Williams Sound, LLC	<b>"curvy" W</b> 	United States of America	86515788	N/A	N/A	9	Pending
Williams Sound, LLC	<b>DIGI-LOOP</b> 	United States of America	85848971	4664288	30 Dec 2014	9	Registered
Williams Sound, LLC	<b>DIGI-WAVE</b> 	United States of America	85213728	4006106	2 Aug 2011	9	Registered
Williams Sound, LLC	<b>HEARING HELPER</b> 	United States of America	76673871	3407739	8 Apr 2008	9	Registered
Williams Sound, LLC	<b>HEARING HOTSPOT Design</b> 	United States of America	86516541	N/A	N/A	9	Pending
Williams Sound, LLC	<b>M MOTIVA PERSONAL FM</b> 	United States of America	77535654	3825725	27 Jul 2010	9	Registered
Williams Sound, LLC	<b>PERSONAL PA</b> 	United States of America	78817806	3499129	9 Sep 2008	9, 10	Registered
Williams Sound, LLC	<b>POCKETALKER</b> 	United States of America	76609392	3000476	27 Sep 2005	9	Registered
Williams Sound, LLC	<b>PPA SELECT</b> 	United States of America	85213734	4361761	2 Jul 2013	10	Registered
Williams Sound, LLC	<b>PPA SELECTVIEW</b> 	United States of America	85923236	N/A	N/A	9	Pending
Williams Sound, LLC	<b>SOUNDPLUS</b>	United States of America	78817858	3222082	27 Mar 2007	9	Registered

Owner	Trademark	Country	Application Number	Registration Number	Registration Date	Classes	Status
							
Williams Sound, LLC	<b>TV TALKER</b> 	United States of America	77377399	3620373	12 May 2009	9	Registered
Williams Sound, LLC	<b>W</b> 	United States of America	73655607	1467135	1 Dec 1987	9	Registered
Williams Sound, LLC	<b>W</b> 	United States of America	74470109	1880447	28 Feb 1995	9	Registered
Williams Sound, LLC	<b>W WILLIAMS SOUND HELPING PEOPLE HEAR</b> 	United States of America	85554891	4256664	11 Dec 2012	9	Registered
Williams Sound, LLC	<b>WILLIAMS SOUND</b> 	United States of America	76609391	3061768	28 Feb 2006	9	Registered
Williams Sound, LLC	<b>WILLIAMS SOUND HELPING PEOPLE HEAR</b> 	United States of America	76609393	3061769	28 Feb 2006	9	Registered