








Schedule 1Continuation  
Item 4REGISTERED AND PENDING TRADEMARKS:

| Mark   | Country | Ser./Reg. No.<br>App./Reg. Date | Record Title Owner                |
|--|---------|---------------------------------|-----------------------------------|
| ENERGY (Stylized)<br>                   | US      | 78/662,423<br>7/1/2005          | Audio Products International Corp |
| UNI-THEATER  | US      | 3,085,405<br>4/25/2005          | Audio Products International Corp |
| CONNOISSEUR  | US      | 3,188,740<br>12/26/2006         | Audio Products International Corp |
| ENERGYPRO and Design<br>                | US      | 78/573,728<br>2/23/2005         | Audio Products International Corp |
| ENERGYPRO  | US      | 78/573,697<br>2/23/2005         | Audio Products International Corp |
| DB+ (Stylized)<br>                    | US      | 76/605,327<br>8/3/2004          | Audio Products International Corp |
| ATHENA TECHNOLOGIES<br>and Design<br> | US      | 3,072,470<br>3/28/2006          | Audio Products International Corp |
| NANOSAT  | US      | 3,089,088<br>5/9/2006           | Audio Products International Corp |
| ACT  | US      | 3,067,050<br>3/14/2006          | Audio Products International Corp |
| OMNISAT  | US      | 2,905,570<br>11/30/2004         | Audio Products International Corp |
| ENERGY   | US      | 2,777,234<br>10/28/2003         | Audio Products International Corp |
| ENCORE   | US      | 2,572,641                       | Audio Products International Corp |



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|  |         | 5/28/2002                       |                                   |
| ATHENA   | US      | 2,710,330<br>4/29/2003          | Audio Products International Corp |
| INCOGNITA  | US      | 2,892,149<br>10/12/2004         | Audio Products International Corp |
| SUBSTRATA  | US      | 2,675,849<br>1/21/2003          | Audio Products International Corp |
| TAKE 1   | US      | 2,203,488<br>11/17/1998         | Audio Products International Corp |
| OMNIPOLAR  | US      | 2,213,581<br>12/29/1998         | Audio Products International Corp |
| ATHENA DIGITAL   | US      | 2,285,660<br>10/12/1999         | Audio Products International Corp |
| VERITAS  | US      | 1,896,804<br>5/30/1995          | Audio Products International Corp |
| ENERGY and Design<br>   | US      | 1,807,139<br>11/30/1993         | Audio Products International Corp |
| MIRAGE (Stylized)<br> | US      | 1,796,264<br>10/5/1993          | Audio Products International Corp |
| IMAGE and Design<br>  | US      | 1,483,139<br>4/5/1988           | Audio Products International Corp |
| MIRAGE   | US      | 1,193,902<br>4/20/1982          | Audio Products International Corp |
| SOUND DYNAMICS   | US      | 1,147,531<br>2/14/1981          | Audio Products International Corp |
| SPHEREX  | US      | 1,736,140<br>12/1/1992          | Spherex, Inc. <sup>1</sup>        |

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**TRADEMARK LICENSES:**

-Amended Licensing Agreement, dated as of May 1, 2007, by and between the Grantor and Gentec, pursuant to which Grantor licenses use of its "Energy" mark to Gentec

<sup>1</sup> Spherex, Inc. was amalgamated with Audio Products International Corp. and 2109679 Ontario Inc. on August 14, 2006 to form the current Audio Products International Corp.

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**TRADEMARK SECURITY AGREEMENT**

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of April 22, 2008, is between Audio Products International Corp., an Ontario, Canada corporation ("Grantor"), and JPMorgan Chase Bank, N.A. (the "Secured Party"), as administrative agent for the benefit of the "Secured Creditors" (as such term is hereinafter defined).

WITNESSETH:

WHEREAS, Grantor has entered into a Pledge and Security Agreement of even date herewith (as amended, restated, modified or supplemented from time to time, the "Security Agreement") with Secured Party, for itself and the secured creditors referred to therein (the "Secured Creditors"), pursuant to which Grantor has granted to Secured Party a security interest in substantially all the assets of Grantor, including all right, title and interest of Grantor in, to and under all now owned and hereafter acquired Trademarks and Trademark Licenses, together with the goodwill of the business symbolized by Grantor's Trademarks, and all products and proceeds thereof, to secure the payment of the Secured Obligations;

WHEREAS, capitalized terms used but not defined herein are used in the manner provided in the Security Agreement;

WHEREAS, Grantor owns the Trademarks listed on Schedule 1 annexed hereto, and is a party to the Trademark licenses listed on Schedule 1 annexed hereto; and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor does hereby grant to Secured Party a continuing security interest in all of Grantor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Trademark Collateral"), whether presently existing or hereafter created or acquired:

- (1) each Trademark, including without limitation, each Trademark referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark;
- (2) each Trademark license, including, without limitation, each Trademark license listed on Schedule 1 annexed hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark license; and
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (a) infringement of any Trademark, including, without limitation, any Trademark referred to in Schedule 1 annexed hereto and any Trademark licensed under any Trademark license listed on Schedule 1 annexed hereto, or (b) injury to the goodwill associated with any Trademark or Trademark licensed under any Trademark license.

This security interest is granted in conjunction with the security interests granted to Secured Party pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Secured Party with respect to the security interest in 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]








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