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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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To the Honorable Commissioner of Patents & Trademarks

original documents or copy thereof.

Name of conveying party(ies):

LISN, Inc.

FINANCE SECTION

2. Name and address of receiving party(ies)

Name: Deutsche Bank Trust Company Americas, as agent

Internal Address: 5th Floor

Street Address: 90 Hudson St.

City: Jersey City State: NJ ZIP: 07302

Individual(s)

General Partnership

Association

Limited Partnership

Corporation-State Ohio

Other

Additional name(s) of conveying party(ies) attached?  Yes  No

Nature of conveyance:

Assignment

Merger

Security Agreement

Change of Name

Other

Execution Date: January 23, 2003

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,137,280

Additional numbers attached?  Yes  No

Name and address of party to whom correspondence concerning document should be mailed:

Name: Laura Konrath

Internal Address: Winston & Strawn

33rd Floor

Street Address: 35 West Wacker Drive

City: Chicago State: IL ZIP: 60601

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

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Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura Konrath

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to  
Commissioner of Patents & Trademarks, Box Assignments

TRADEMARK

REEL: 002674 FRAME: 0827

**EXECUTION COPY****GRANT OF SECURITY INTEREST IN  
UNITED STATES TRADEMARKS AND PATENTS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, LISN, Inc., an Ohio corporation (the "Grantor") with principal offices at 1240 Park Avenue, Amherst, Ohio 44011, hereby grants to Deutsche Bank Trust Company Americas, as Collateral Agent, with principal offices at 90 Hudson Street, 5th Floor, Jersey City, New Jersey 07302 (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Grantor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS GRANT is made to secure the full and prompt performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement between the Grantor, the other assignors party thereto and the Grantee, dated as of January 23, 2003 (as amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in and re-assigning the Marks and Patents acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date first written above.

LISN, INC.,  
as Grantor

By Ronald L. Blake

Name: Ronald L. Blake

Title: Vice President

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
as Grantee

By \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the date first written above.


LISN, INC.,  
as Grantor

By \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
as Grantee

By  \_\_\_\_\_

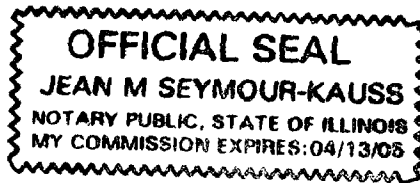
Name: Steven Cohen  
Director

Title: \_\_\_\_\_

STATE OF Illinois )  
 ) ss.:  
COUNTY OF Lake )

On this 23rd day of January, 2003 before me personally came Ronald L. Blake, who being duly sworn, did depose and say that he is Vice President of LISN, Inc., that he is authorized to execute the foregoing Grant of Security Interest on behalf of said corporation and that he did so by authority of the Board of Directors of said Corporation.

Jean M. Seymour-Kauss  
Notary Public





LISN, INC.  
REGISTERED TRADEMARKS

<b>Trademark Name</b>	<b>Registration Number</b>	<b>Registration Date</b>
LISN	2,137,280	02/17/98



LISN, INC.  
U.S. PATENTS

None.