

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DEI Headquarters, Inc.		09/22/2006	CORPORATION: DELAWARE
DEI Headquarters, Inc.		09/22/2006	CORPORATION: FLORIDA
Britannia Investment Corporation		09/22/2006	CORPORATION: DELAWARE
Directed Electronics Canada, Inc.		09/22/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Canadian Imperial Bank of Commerce, as Collateral Agent
Street Address:	300 Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 179

Property Type	Number	Word Mark
Registration Number:	1664941	SIDEWINDER
Registration Number:	1665774	MERLIN
Registration Number:	1671463	SNIPER
Registration Number:	1674046	CLIFFORD
Registration Number:	1680241	HORNET
Registration Number:	1687774	EQUALIZER
Registration Number:	1709910	FAILSAFE
Registration Number:	1717916	AVITAL
Registration Number:	1721572	VALET
Registration Number:	2031421	
Registration Number:	1755228	VIPER

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Registration Number:	1756693	VIPER
Registration Number:	1231758	ADS
Registration Number:	1382152	VIPER
Registration Number:	1426496	PROGUARD
Registration Number:	1439008	VOCALARM
Registration Number:	1560581	A/D/S/
Registration Number:	2814147	XTRPRO
Registration Number:	2464066	GHOST SWITCH
Registration Number:	2889487	VIPER
Registration Number:	3000663	VIPER
Registration Number:	3110404	MYTHOS SOLO
Registration Number:	1147604	STEAL STOPPER
Registration Number:	1360257	CARFINDER
Registration Number:	1578706	
Registration Number:	1775832	INVISIBEAM+
Registration Number:	1588598	INVISIBEAM
Registration Number:	1595043	THE HOTT SET-UP
Registration Number:	1596127	AUTOCOMMAND
Registration Number:	1681827	DEFINITIVE TECHNOLOGY
Registration Number:	1816396	VIPER
Registration Number:	1831266	VRS
Registration Number:	1833777	WASP
Registration Number:	1846616	XTREME
Registration Number:	2009328	DESIGNTECH
Registration Number:	2154226	POWERCLASS
Registration Number:	2363516	SMART START
Registration Number:	2464469	READY REMOTE
Registration Number:	2493288	READY START
Registration Number:	2685731	DESIGNTECH
Registration Number:	2823010	SMART ENTRY
Registration Number:	2887768	VENOM
Registration Number:	2922629	COBALT
Registration Number:	2922879	VALET
Registration Number:	2925203	
Registration Number:	2974191	DIRECTED GRAPHITE

Registration Number:	2973952	WIZARD
Registration Number:	3011263	PRECISION POWER
Registration Number:	2903453	DIRECTED
Registration Number:	1822606	PYTHON
Registration Number:	1847324	BOA
Registration Number:	1848176	NO ONE DARES COME CLOSE
Registration Number:	1850291	RATTLER
Registration Number:	1850292	RATTLESNAKE
Registration Number:	1850294	SECURITY FOR THE BEST
Registration Number:	1853037	AUTO-MATE
Registration Number:	1873747	DEI
Registration Number:	1908342	LEGI-LITE
Registration Number:	1908343	NITE-LITE
Registration Number:	1908344	SCAN-SAFE
Registration Number:	1924871	ETCH-IT!
Registration Number:	1924872	WARN AWAY
Registration Number:	1925347	DOUBLEGUARD
Registration Number:	1937559	NUISANCE PREVENTION
Registration Number:	1937899	SAFE-LITE
Registration Number:	1937900	STINGER
Registration Number:	1943761	CODE PLUS
Registration Number:	1946305	BACK TALK
Registration Number:	1949767	EFFECTIVE VEHICLE SECURITY
Registration Number:	1949768	SOFT CHIRP
Registration Number:	1954475	
Registration Number:	1961709	VIPER
Registration Number:	1962705	REVENGER
Registration Number:	1983683	VIPER
Registration Number:	1991173	PUT THE STING ON CRIME
Registration Number:	1996948	BOA
Registration Number:	2003532	IT'S YOUR CAR, KEEP IT THAT WAY
Registration Number:	2017149	PUT THE STING ON CRIME
Registration Number:	2023351	PRO GUARD
Registration Number:	2031303	THE LEADER IN HIGH PERFORMANCE LOUDSPEAKERS
Registration Number:	2037373	PRIME SECURITY

Registration Number:	2041580	
Registration Number:	2053567	THE CLEAR DIFFERENCE
Registration Number:	2053685	VOICE
Registration Number:	2053812	HORNET
Registration Number:	2064535	POWERFIELD
Registration Number:	2120755	DEI
Registration Number:	2126969	
Registration Number:	2139385	VIPER
Registration Number:	2146931	PYTHON
Registration Number:	2149999	DEI AUDIO
Registration Number:	2154439	DEI AUDIO
Registration Number:	2199039	PROSUB
Registration Number:	2197007	
Registration Number:	2196591	PROMONITOR
Registration Number:	2208125	PROCINEMA
Registration Number:	2212832	PYTHON
Registration Number:	2218082	
Registration Number:	2218083	
Registration Number:	2218081	
Registration Number:	2229191	FIRST DEFENSE
Registration Number:	2248575	PROCENTER
Registration Number:	2260409	ROCK SOLID
Registration Number:	2268338	AUTO - KEY
Registration Number:	2285718	VIPER
Registration Number:	2291545	NPC
Registration Number:	2295688	TECHSOFT
Registration Number:	2300806	VIPER
Registration Number:	2301471	BITWRITER
Registration Number:	2301162	CODE-HOPPING
Registration Number:	2315849	ESP
Registration Number:	2324801	PYTHON
Registration Number:	2362498	VIPER
Registration Number:	2372588	PROTOWER
Registration Number:	2377279	PROSTAND
Registration Number:	2404493	HORNET

Registration Number:	2404885	VENOM
Registration Number:	2474938	QUALITY BY DESIGN
Registration Number:	2513804	PYTHON
Registration Number:	2644026	POWERMEDIA
Registration Number:	2644027	POWERMONITOR
Registration Number:	2734196	DEF TECH
Registration Number:	2740977	DIRECTED
Registration Number:	2745317	RESPONDER
Registration Number:	2744215	STUDIOCINEMA
Registration Number:	2763024	ORION
Registration Number:	2775128	MYTHOS
Registration Number:	2776646	SUPERTOWER
Registration Number:	2780131	DRIVEN TO EXCEL
Registration Number:	2815991	COBALT
Registration Number:	2818164	PLASMA SOLUTION
Registration Number:	2830783	HCCA
Registration Number:	2841594	PRECISION POWER INTERNATIONAL
Registration Number:	2840669	SUPERCUBE
Registration Number:	2838758	AUTOMATE
Registration Number:	2324714	WIRED
Registration Number:	2838757	CLIFFORD
Registration Number:	2868242	DIRECTED
Registration Number:	2895057	MATRIX
Registration Number:	2895459	PYTHON
Registration Number:	2905106	DIRECTED
Registration Number:	2993985	SUPERSYSTEM
Registration Number:	3067620	KINGPIN
Registration Number:	3088555	THE SNAKE PIT
Registration Number:	3072889	INSTIGATOR
Registration Number:	3101246	GET THE SOUND
Registration Number:	2175934	ASTRO START
Registration Number:	2805008	ASTROCHART
Registration Number:	2399715	ASTROLOCK
Registration Number:	2992032	QS
Registration Number:	2429910	THE SPEAKER SPECIALIST

Registration Number:	2482379	F/X
Registration Number:	2629187	ATRIUM
Registration Number:	2809013	THE POLK PERFORMANCE ADVANTAGE
Registration Number:	2586928	ROTATING ELLIPTICAL LENS
Registration Number:	2888137	POLK
Registration Number:	2888138	POLKAUDIO
Registration Number:	1098618	POLK AUDIO
Registration Number:	1948714	BIG SPEAKER SOUND WITHOUT THE BIG SPEAKER
Registration Number:	2111097	SPEED MATCHING
Registration Number:	2292603	NATIONAL HIGH SCHOOL INSTALLER COMPETITION
Registration Number:	2037866	PERFORMANCE WITHOUT LIMITS
Registration Number:	2163217	POLK AUDIO
Registration Number:	2190498	POLK
Registration Number:	1267826	THE SPEAKER SPECIALISTS
Registration Number:	2991983	POWER PORT
Registration Number:	2051479	CASKET BASKET
Registration Number:	1821979	DYNAMIC BALANCE
Registration Number:	1414773	SDA TRUE-STEREO LOUDSPEAKER
Registration Number:	2112302	SRT
Registration Number:	2462291	RM DIGITAL SOLUTION
Registration Number:	2112626	SIGNATURE REFERENCE THEATER
Registration Number:	2779730	ACOUSTIC RESONANCE CONTROL
Registration Number:	1298466	STEREO/DIMENSIONAL ARRAY
Registration Number:	2016512	EOSONE
Registration Number:	3129167	SURROUNDBAR
Serial Number:	78607925	I-SONIC
Serial Number:	78688999	DIRECTED AUDIO
Registration Number:	1822608	

CORRESPONDENCE DATA

Fax Number: (202)756-9299

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 8003568630

Email: matthew.mayer@thomson.com

Correspondent Name: Corporation Service Company

Address Line 1: 1133 Avenue of the Americas

Address Line 2: Suite 3100
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	11/10/2006

Total Attachments: 14

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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 pursuant to the Amended and Restated Security Agreement dated as of September 22, 2006 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Canadian Imperial Bank of Commerce, acting through its New York Agency, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligors have granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the benefit of the Secured Parties:

U.S. Trademarks

DEI Headquarters, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
Precision Power (DESIGN)	1,578,706	1/23/1990	DEI Headquarters, Inc.
Sidewinder	1,664,941	11/19/1991	DEI Headquarters, Inc.
Merlin	1,665,774	11/26/1991	DEI Headquarters, Inc.
Sniper	1,671,463	1/7/1992	DEI Headquarters, Inc.
Clifford	1,674,046	2/4/1992	DEI Headquarters, Inc.
Hornet	1,680,241	3/24/1992	DEI Headquarters, Inc.
Equalizer	1,687,774	5/19/1992	DEI Headquarters, Inc.
Failsafe	1,709,910	8/25/1992	DEI Headquarters, Inc.
Avital	1,717,916	9/22/1992	DEI Headquarters, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
Valet	1,721,572	10/6/1992	DEI Headquarters, Inc.
Hornet (bug image)	2,031,421	1/21/1997	DEI Headquarters, Inc.
Viper	1,755,228	3/2/1993	DEI Headquarters, Inc.
Viper	1,756,693	3/9/1993	DEI Headquarters, Inc.
ADS	1,231,758	3/22/1983	DEI Headquarters, Inc.
Viper	1,382,152	2/11/1986	DEI Headquarters, Inc.
Proguard	1,426,496	1/27/1987	DEI Headquarters, Inc.
Vocalarm	1,439,008	5/12/1987	DEI Headquarters, Inc.
a/d/s/	1,560,581	10/17/1989	DEI Headquarters, Inc.
XTRPRO	2,814,147	2/10/2004	DEI Headquarters, Inc.
Ghost Switch	2,464,066	6/26/2001	DEI Headquarters, Inc.
VIPER	2,889,487	9/28/2004	DEI Headquarters, Inc.
Viper	3,000,663	9/27/2005	DEI Headquarters, Inc.
Mythos Solo	3,110,404	6/27/2006	DEI Headquarters, Inc.
Steal Stopper	1,147,604	2/24/1981	DEI Headquarters, Inc.
CarFinder	1,360,257	9/17/1985	DEI Headquarters, Inc.
Design Logo (Lightning)	1,578,706	1/23/1990	DEI Headquarters, Inc.
Invisibeam	1,775,832	6/8/1993	DEI Headquarters, Inc.
Invisibeam	1,588,598	3/27/1990	DEI Headquarters, Inc.
The Hott Set-up	1,595,043	5/8/1990	DEI Headquarters, Inc.
AutoCommand	1,596,127	5/15/1990	DEI Headquarters, Inc.
Definitive Technology	1,681,827	4/7/1992	DEI Headquarters, Inc.
Viper	1,816,396	1/11/1994	DEI Headquarters, Inc.
VRS	1,831,266	4/19/1994	DEI Headquarters, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
Wasp	1,833,777	5/3/1994	DEI Headquarters, Inc.
Xtreme	1,846,616	7/26/1994	DEI Headquarters, Inc.
Design Tech & Design	2,009,328	10/22/1996	DEI Headquarters, Inc.
PowerClass	2,154,226	4/28/1998	DEI Headquarters, Inc.
Smart Start	2,363,516	7/4/2000	DEI Headquarters, Inc.
Ready Remote	2,464,469	6/26/2001	DEI Headquarters, Inc.
Ready Start	2,493,288	9/ 25/2001	DEI Headquarters, Inc.
Design Tech	2,685,731	2/11/2003	DEI Headquarters, Inc.
Smart Entry	2,823,010	3/16/2004	DEI Headquarters, Inc.
Venom	2,887,768	9/21/2004	DEI Headquarters, Inc.
COBALT	2,922,629	2/1/2005	DEI Headquarters, Inc.
Valet	2,922,879	2/1/2005	DEI Headquarters, Inc.
Xtreme (Design only)	2,925,203	2/8/2005	DEI Headquarters, Inc.
Directed Graphite	2,974,191	7/19/2005	DEI Headquarters, Inc.
WIZARD	2,973,952	7/19/2005	DEI Headquarters, Inc.
Precision Power	3,011,263	11/1/2005	DEI Headquarters, Inc.
DIRECTED	2,903,453	11/16/2004	DEI Headquarters, Inc.
Python	1,822,606	2/22/1994	DEI Headquarters, Inc.
Snake Design (Vinnie)	1,822,608	2/22/1994	DEI Headquarters, Inc.
Boa	1,847,324	7/26/1994	DEI Headquarters, Inc.
No One Dares Come Close	1,848,176	8/2/1994	DEI Headquarters, Inc.
Rattler	1,850,291	8/16/1994	DEI Headquarters, Inc.
Rattlesnake	1,850,292	8/16/1994	DEI Headquarters, Inc.
Security for the Best	1,850,294	8/16/1994	DEI Headquarters, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
Auto-Mate	1,853,037	9/6/1994	DEI Headquarters, Inc.
DEI	1,873,747	1/17/1995	DEI Headquarters, Inc.
Legi-lite	1,908,342	8/1/1995	DEI Headquarters, Inc.
Nite-Lite	1,908,343	8/1/1995	DEI Headquarters, Inc.
Scan-Safe	1,908,344	8/1/1995	DEI Headquarters, Inc.
Etch-it (Supp. Reg.)	1,924,871	10/3/1995	DEI Headquarters, Inc.
Warn Away (supp reg)	1,924,872	10/3/1995	DEI Headquarters, Inc.
Doubleguard	1,925,347	10/10/1995	DEI Headquarters, Inc.
Nuisance Prevention (Supp. Reg.)	1,937,559	11/21/1995	DEI Headquarters, Inc.
Safe-Lite	1,937,899	11/28/1995	DEI Headquarters, Inc.
Stinger	1,937,900	11/28/1995	DEI Headquarters, Inc.
Code Plus	1,943,761	12/26/1995	DEI Headquarters, Inc.
Back Talk	1,946,305	1/9/1996	DEI Headquarters, Inc.
Effective Vehicle Security (Supp. Reg.)	1,949,767	1/16/1996	DEI Headquarters, Inc.
Soft Chirp (supp reg)	1,949,768	1/16/1996	DEI Headquarters, Inc.
Snake Design (Vinnie)	1,954,475	2/6/1996	DEI Headquarters, Inc.
Viper (snake design)	1,961,709	3/12/1996	DEI Headquarters, Inc.
Revenger	1,962,705	3/19/1996	DEI Headquarters, Inc.
Viper	1,983,683	7/2/1996	DEI Headquarters, Inc.
Put The Sting On Crime	1,991,173	8/6/1996	DEI Headquarters, Inc.
Boa	1,996,948	8/27/1996	DEI Headquarters, Inc.
It's Your Car Keep it that Way	2,003,532	9/24/1996	DEI Headquarters, Inc.
Put the Sting on Crime	2,017,149	11/19/1996	DEI Headquarters, Inc.
Proguard	2,023,351	12/17/1996	DEI Headquarters, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
The Leader in High Performance Loudspeakers (Supplemental Register)	2,031,303	1/14/1997	DEI Headquarters, Inc.
Primesecurity	2,037,373	2/11/1997	DEI Headquarters, Inc.
Snake Design	2,041,580	3/4/1997	DEI Headquarters, Inc.
The Clear Difference	2,053,567	4/15/1997	DEI Headquarters, Inc.
Voice	2,053,685	4/15/1997	DEI Headquarters, Inc.
Hornet	2,053,812	4/22/1997	DEI Headquarters, Inc.
Powerfield	2,064,535	5/27/1997	DEI Headquarters, Inc.
DEI (Audio)	2,120,755	12/16/1997	DEI Headquarters, Inc.
Snake Design	2,126,969	1/6/1998	DEI Headquarters, Inc.
Viper	2,139,385	2/24/1998	DEI Headquarters, Inc.
Python	2,146,931	3/31/1998	DEI Headquarters, Inc.
DEI AUDIO (design)	2,149,999	4/14/1998	DEI Headquarters, Inc.
DEI AUDIO	2,154,439	5/5/1998	DEI Headquarters, Inc.
Prosub	2,199,039	10/20/1998	DEI Headquarters, Inc.
Snake Design (Side-winder)	2,197,007	10/20/1998	DEI Headquarters, Inc.
Promonitor	2,196,591	10/13/1998	DEI Headquarters, Inc.
Procinema	2,208,125	12/8/1998	DEI Headquarters, Inc.
Python	2,212,832	12/22/1998	DEI Headquarters, Inc.
Module Line Design 1	2,218,082	1/19/1999	DEI Headquarters, Inc.
Module Line Design 2	2,218,083	1/19/1999	DEI Headquarters, Inc.
Module Line Design 3	2,218,081	1/19/1999	DEI Headquarters, Inc.
First Defense	2,229,191	3/2/1999	DEI Headquarters, Inc.
Procenter	2,248,575	6/1/1999	DEI Headquarters, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
Rock Solid	2,260,409	7/13/1999	DEI Headquarters, Inc.
Auto Key	2,268,338	8/10/1999	DEI Headquarters, Inc.
Viper	2,285,718	10/12/1999	DEI Headquarters, Inc.
NPC	2,291,545	11/9/1999	DEI Headquarters, Inc.
Techsoft	2,295,688	11/30/1999	DEI Headquarters, Inc.
Viper	2,300,806	12/14/1999	DEI Headquarters, Inc.
Bitwriter	2,301,471	12/21/1999	DEI Headquarters, Inc.
Code Hopping	2,301,162	12/21/1999	DEI Headquarters, Inc.
ESP	2,315,849	2/8/2000	DEI Headquarters, Inc.
Python	2,324,801	2/29/2000	DEI Headquarters, Inc.
Viper	2,362,498	6/27/2000	DEI Headquarters, Inc.
Protower	2,372,588	8/1/2000	DEI Headquarters, Inc.
Prostand	2,377,279	8/15/2000	DEI Headquarters, Inc.
Hornet	2,404,493	11/14/2000	DEI Headquarters, Inc.
Venom	2,404,885	11/14/2000	DEI Headquarters, Inc.
Quality by Design	2,474,938	8/7/2001	DEI Headquarters, Inc.
Python	2,513,804	12/4/2001	DEI Headquarters, Inc.
Powermedia	2,644,026	10/29/2002	DEI Headquarters, Inc.
Powermonitor	2,644,027	10/29/2002	DEI Headquarters, Inc.
Def Tech	2,734,196	7/8/2003	DEI Headquarters, Inc.
DIRECTED	2,740,977	7/29/2003	DEI Headquarters, Inc.
RESPONDER	2,745,317	7/29/2003	DEI Headquarters, Inc.
Studiocinema	2,744,215	7/29/2003	DEI Headquarters, Inc.
ORION	2,763,024	9/16/2003	DEI Headquarters, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
Mythos	2,775,128	10/21/2003	DEI Headquarters, Inc.
Supertower	2,776,646	10/21/2003	DEI Headquarters, Inc.
DRIVEN TO EXCEL	2,780,131	11/4/2003	DEI Headquarters, Inc.
COBALT	2,815,991	2/24/2004	DEI Headquarters, Inc.
Plasma Solution	2,818,164	2/24/2004	DEI Headquarters, Inc.
HCCA	2,830,783	4/6/2004	DEI Headquarters, Inc.
CLIFFORD (GPS)	2,838,757	5/4/2004	DEI Headquarters, Inc.
PRECISION POWER INTERNATIONAL	2,841,594	5/11/2004	DEI Headquarters, Inc.
Supercube	2,840,669	5/11/2004	DEI Headquarters, Inc.
AUTOMATE (GPS)	2,838,758	5/4/2004	DEI Headquarters, Inc.
Wired	2,324,714	2/29/2000	DEI Headquarters, Inc.
AUTOMATE	2,838,758	5/4/2004	DEI Headquarters, Inc.
CLIFFORD	2,838,757	5/4/2004	DEI Headquarters, Inc.
DIRECTED	2,868,242	8/3/2004	DEI Headquarters, Inc.
VIPER	2,889,487	9/28/2004	DEI Headquarters, Inc.
MATRIX	2,895,057	10/19/2004	DEI Headquarters, Inc.
PYTHON	2,895,459	10/19/2004	DEI Headquarters, Inc.
DIRECTED	2,905,106	11/23/2004	DEI Headquarters, Inc.
SUPERSYSTEM	2,993,985	9/13/2005	DEI Headquarters, Inc.
DIRECTED	2868242	8/3/2004	DEI Headquarters, Inc.
DIRECTED	2903453	11/16/2004	DEI Headquarters, Inc.
DIRECTED	2905106	11/23/2004	DEI Headquarters, Inc.
Directed Audio	78/688,999	Filing Date 8/9/2005	DEI Headquarters, Inc.
Venom SST	2,887,768	9/21/2004	DEI Headquarters, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
KingPin	3,067,620	3/14/2006	DEI Headquarters, Inc.
The Snake Pit	3,088,555	5/2/2006	DEI Headquarters, Inc.
Instigator	3,072,889	3/28/2006	DEI Headquarters, Inc.
Get The Sound	3,101,246	6/6/2006	DEI Headquarters, Inc.

Directed Electronics Canada, Inc.

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
Astro Start	2,175,934	7/28/1998	Directed Electronics Canada, Inc.
Astrochart	2,805,008	1/13/2004	Directed Electronics Canada, Inc.
Astrolock	2,399,715	10/31/2000	Directed Electronics Canada, Inc.
QS	2,992,032	9/6/2005	Directed Electronics Canada, Inc.

Britannia Investment Corporation

Registered Trademarks - ®	Registration No.	Registered Date	Company Name
THE SPEAKER SPECIALIST	2,429,910	2/20/2001	Britannia Investment Corporation
F/X	2,482,379	8/28/2001	Britannia Investment Corporation
ATRIUM	2,629,187	10/1/2002	Britannia Investment Corporation
THE POLK PERFORMANCE ADVANTAGE	2,809,013	1/27/2004	Britannia Investment Corporation
ROTATING ELLIPTICAL LENS	2,586,928	6/25/2002	Britannia Investment Corporation
POLK	2,888,137	9/28/2004	Britannia Investment Corporation
POLK AUDIO (STYLIZED)	2,888,138	9/28/2004	Britannia Investment Corporation
POLK AUDIO AND DESIGN	1,098,618	8/8/1978	Britannia Investment Corporation

BIG SPEAKER SOUND WITHOUT THE BIG SPEAKER	1,948,714	1/16/1996	Britannia Investment Corporation
SPEED MATCHING	2,111,097	11/4/1997	Britannia Investment Corporation
NATIONAL HIGH SCHOOL INSTALLER COMPETITION & DESIGN	2,292,603	11/16/1999	Britannia Investment Corporation
PERFORMANCE WITHOUT LIMITS	2,037,866	2/11/1997	Britannia Investment Corporation
POLK AUDIO	2,163,217	6/9/1998	Britannia Investment Corporation
POLK	2,190,498	9/22/1998	Britannia Investment Corporation
THE SPEAKER SPECIALISTS	1267826	2/21/1984	Britannia Investment Corporation
POWER PORT	2,991,983	9/6/2005	Britannia Investment Corporation
CASKET BASKET	2,051,479	4/8/1997	Britannia Investment Corporation
DYNAMIC BALANCE	1,821,979	2/15/1994	Britannia Investment Corporation
SDA TRUE-STEREO LOUDSPEAKER (AND DESIGN)	1,414,773	10/28/1986	Britannia Investment Corporation
SRT	2,112,302	11/11/1997	Britannia Investment Corporation
RM DIGITAL SOLUTION	2,462,291	6/19/2001	Britannia Investment Corporation
SIGNATURE REFERENCE THEATER	2,112,626	11/11/1997	Britannia Investment Corporation
ACOUSTIC RESONANCE CONTROL	2,779,730	11/4/2003	Britannia Investment Corporation
STEREO/DIMINENSIONAL ARRAY	1,298,466	10/2/1984	Britannia Investment Corporation
EOSONE	2,016,512	11/12/1996	Britannia Investment Corporation
I-SONIC	78/607925	Filing Date 4/13/2005	Britannia Investment Corporation
SURROUNDBAR	3,129,167	08/15/06	Britannia Investment Corporation

The Obligors and the Administrative Agent, on behalf of the Secured Parties, 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

DEI SALES, INC.
DIRECTED ELECTRONICS, INC.
DEI HEADQUARTERS, INC.
DEI INTERNATIONAL, INC.
POLK HOLDING CORP.
POLK AUDIO, INC.
BRITANNIA INVESTMENT CORPORATION

By: _____

Name: John D. Morberg


Title: Vice President and Chief Financial Officer
of each of the foregoing Grantors

[Trademark Security Agreement]

TRADEMARK
REEL: 003426 FRAME: 0097

Acknowledged and Accepted:

**CANADIAN IMPERIAL BANK OF COMMERCE, acting through its New York Agency,
as Administrative Agent**

By: 
Name: Cedric M. Henley
Title: Managing Director

[Trademark Security Agreement]



TVQ VENDOR NO.: COPAT DATE: 10/17/06 CHECK NO.: 11079664

CORPORATION SERVICE COMPANY .

COMMISSIONER OF PATENTS AND

DATE	INVOICE NUMBER	AMOUNT	REFERENCE
10/17/06	5323550100001	2345.00	DEI HEADQUARTERS, INC./



TVQ VENDOR NO.: COPAT DATE: 10/17/06 CHECK NO.: 11079665

CORPORATION SERVICE COMPANY

COMMISSIONER OF PATENTS AND

DATE	INVOICE NUMBER	AMOUNT	REFERENCE
10/17/06	5323550100002	2345.00	DEI HEADQUARTERS, INC./