FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp.4/94)
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04-04-2001

101668724

SHEET

NLY

Docket No.: 014951/0259

To the Honorable Commissioner o[illegible] the attached original documents or copy thereof.

1. Name of conveying party(ies):

L&H APPLICATIONS USA, INC.

MLD 3-12-01

- ☐ Individual(s)
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☒ Corporation-State DELAWARE
- ☐ Other

Additional names(s) of conveying party(ies) ☐ Yes ☒ No

2. Name and address of receiving party(ies):

Name: ABLECO FINANCE LLC, As Agent

Internal Address:

Street Address: 450 PARK AVENUE

City: NEW YORK State: NY ZIP: 10022

- ☐ Individual(s) citizenship
- ☐ Association
- ☐ General Partnership
- ☐ Limited Partnership
- ☐ Corporation-State
- ☒ Other DELAWARE LIMITED LIABILITY CO.

If assignee is not domiciled in the United States, a domestic designation is ☐ Yes ☒ N
(Designations must be a separate document from Additional name(s) & address(es) ☐ Yes ☒ N

3. Nature of conveyance:

- ☐ Assignment
- ☐ Merger
- ☒ Security Agreement
- ☐ Change of Name
- ☐ Other

Execution Date: MARCH 5, 2001

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional numbers ☒ Yes ☐ No

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

Name: PAUL A. JUERGENSEN

Internal Address: SCHULTE ROTH & ZABEL LLP

Street Address: 919 ~~900~~ THIRD AVENUE

City: NEW YORK State: NY ZIP: 10022

6. Total number of applications and registrations involved:..... 23

7. Total fee (37 CFR 3.41):.....$ $590.00

- ☐ Enclosed
- ☒ Authorized to be charged to deposit account

8. Deposit account number:

SCHULTE ROTH & ZABEL LLP - 500675

DO NOT USE THIS SPACE

04/03/2001 AAHMED1 00000187 500675 75434604

01 FC:481 40.00 CH
02 FC:482 550.00 CH

9. 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.

PAUL A. JUERGENSEN — Name of Person Signing

Signature

MARCH 9, 2001 — Date

Total number of pages including cover sheet, attachments, and 16

Mark:	TRANSLATION @ YOUR FINGERTIPS
Owner:	L&H Applications USA, Inc. d/b/a Globalink, Inc.
Country:	US
Application No.:	75/434,604
Filing Date:	02/17/1998
Int'l Class	42
Filed as ITU	
Published:	10/19/1999

OWNER	DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	ITU YES	STATUS	INTL CLASS
L&H Applications USA, Inc.	1585.276	US	BRINGING THE PRINTED WORD TO LIFE	75/477,316	4/30/89	2,259,339	7/6/99		REGISTERED	09
L&H Applications USA, Inc.	1585.277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75/172,274	9/26/96				PENDING	09
L&H Applications USA, Inc.	1585.280	US	KURZWEIL VOICE	75/138,434	7/23/96	2,213,651	12/29/98		REGISTERED	09
L&H Applications USA, Inc.	1585.283	US	KURZWEIL VOICE PRO	75/298,151	5/27/97	2,190,634	9/22/98		REGISTERED	09
L&H Applications USA, Inc.	1585.289	US	NOW YOUR TALKING	75/452,582	3/18/98			YES	ALLOWED	09
L&H Applications USA, Inc.	1585.249	US	POWER TRANSLATOR	74/331,906	11/17/92	1,811,489	12/14/93		REGISTERED	09
L&H Applications USA, Inc.	1585.230	US	SAY WHAT YOU SEE	75/044,757	1/17/96	2,253,907	6/15/99		REGISTERED	09
L&H Applications USA, Inc.	1585.266	US	SPEAK YOUR MIND	74/523,602	5/11/94	2,059,621	5/6/97	YES	REGISTERED	09
L&H Applications USA, Inc.	1585.286	US	TALKING MAX	75/558,878	9/25/98				ALLOWED	09
L&H Applications USA, Inc.	1585.251	US	TRANSLATE DIRECT	74/708,319	7/31/95	2,039,486	2/18/97		REGISTERED	42
L&H Applications USA, Inc.	1585.252	US	TRANSLATION @ YOUR FINGERTIPS	75/434,603	2/17/98				PENDING	09
L&H Applications USA, Inc.	1585.253	US	TRANSLATION @ YOUR FINGERTIPS	75/434,604	2/17/98				PENDING	42
L&H Applications USA, Inc.	1585.268	US	VOICEEM	74/289,354	6/29/92	1,762,587	4/6/93		REGISTERED	09
L&H Applications USA, Inc.	1585.269	US	VOICEFAX	74/289,353	6/29/92	1,764,251	4/13/93		REGISTERED	09
L&H Applications USA, Inc.	1585.271	US	VOICEMED	74/289,363	6/29/92	1,815,723	1/11/94		REGISTERED	09

OWNER	DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION SN NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	UTF	STATUS	INTL CLASS
L&H Applications USA, Inc.	1585.284	US	VOICEPAD	75/078,510	3/26/96				PENDING	09
L&H Applications USA, Inc.	1585-19	US	VOICERAD	73/661,125	5/15/87	1,501,042	8/23/88		REGISTERED	09
L&H Applications USA, Inc.	1585.274	US	VOICEREPORT	75/289,456	6/29/92	1,775,028	6/8/93		REGISTERED	09
L&H Applications USA, Inc.	1585.285	US	VOICEWORKS	75/036,544	12/26/95	2,083,129	7/29/97		REGISTERED	09

L&H APPLICATIONS USA, INC. d/b/a GLOBALINK, INC.

OWNER	DOCKET NUMBER	COUNTRY CODE	TRADEMARK	APPLICATION SN NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	FOR	STATUS	INTER CLASS
GLOBALINK, INC.	1585.241	US	GLOBALINK (plus globe design)	74/501,248	3/17/94	1,877,507	2/7/95		REGISTERED	09
GLOBALINK, INC.	1585.242	US	GLOBALINK (plus globe design)	74/483,281	1/27/94	1,885,444	3/21/95		REGISTERED	42
GLOBALINK, INC.	100309US0	US	GLOBALINK MISCELLANEOUS DESIG	75/435,003	2/17/98				PENDING	42

TRADEMARK
REEL: 002263 FRAME: 0212

COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, L&H APPLICATIONS USA, INC. (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement dated as of March 5, 2001 (the "Security Agreement") in favor of ABLECO FINANCE LLC, as Agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has pledged and assigned to the Assignee and granted to the Assignee for the benefit of the lenders a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Guaranteed Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor hereby pledges and assigns to the Assignee and grants to the Assignee for the benefit of the lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Guaranteed Obligations.

The Assignor hereby further acknowledges and affirms that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. The exercise of such rights and remedies of the Assignee shall not terminate the rights of the holders of any licenses or sublicenses theretofore granted by the Assignor in accordance with the provisions of the Security Agreement.

IN WITNESS WHEREOF, the Assignor has caused this Collateral Assignment to be duly executed by its officer thereunto duly authorized as of March 5, 2001.

L&H APPLICATIONS USA, INC.

By: _____
Name: ALLAN FORSEY
Title: VICE-PRESIDENT FINANCE

9001473.1

STATE OF MASSACHUSETTS

ss.:

COUNTY OF MIDDLESEX

On this 2ND day of March 2001, before me personally came ALLAN FORSEY, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the VIP. FINANCE of L&H Applications USA, Inc., a Delaware corporation, and that he executed the foregoing instrument in the firm name of L&H Applications USA, Inc., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Pamela Gurney Farnham

PAMELA GURNEY FARNHAM
NOTARY PUBLIC
COMMONWEALTH OF MASSACHUSETTS
MY COMMISSION EXPIRES JULY 5, 2007

9001473.1

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

SEE ATTACHED

Mark:	TRANSLATION @ YOUR FINGERTIPS
Owner:	L&H Applications USA, Inc. d/b/a Globalink, Inc.
Country:	US
Application No.:	75/434,604
Filing Date:	02/17/1998
Int'l Class	42
Filed as ITU	
Published:	10/19/1999

NY2:#4403101

OWNER	DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION SR NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	ITU	STATUS	INTL CLASS
L&H Applications USA, Inc.	1585.278	US	BRINGING THE PRINTED WORD TO LIFE	75/477,316	4/30/89	2,259,339	7/6/99		REGISTERED	09
L&H Applications USA, Inc.	1585.277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75/172,274	9/26/96				PENDING	09
L&H Applications USA, Inc.	1585.280	US	KURZWEIL VOICE	75/138,434	7/23/96	2,213,651	12/29/98		REGISTERED	09
L&H Applications USA, Inc.	1585.283	US	KURZWEIL VOICE PRO	75/298,151	5/27/97	2,190,634	9/22/98		REGISTERED	09
L&H Applications USA, Inc.	1585.289	US	NOW YOUR TALKING	75/452,582	3/18/98			YES	ALLOWED	09
L&H Applications USA, Inc.	1585.249	US	POWER TRANSLATOR	74/331,906	11/17/92	1,811,489	12/14/93		REGISTERED	09
L&H Applications USA, Inc.	1585.230	US	SAY WHAT YOU SEE	75/044,757	1/17/96	2,253,907	6/15/99		REGISTERED	09
L&H Applications USA, Inc.	1585.266	US	SPEAK YOUR MIND	74/523,602	5/11/94	2,059,621	5/6/97	YES	REGISTERED	09
L&H Applications USA, Inc.	1585.286	US	TALKING MAX	75/558,878	9/25/98				ALLOWED	09
L&H Applications USA, Inc.	1585.251	US	TRANSLATE DIRECT	74/708,319	7/31/95	2,039,486	2/18/97		REGISTERED	42
L&H Applications USA, Inc.	1585.252	US	TRANSLATION @ YOUR FINGERTIPS	75/434,603	2/17/98				PENDING	09
L&H Applications USA, Inc.	1585.253	US	TRANSLATION @ YOUR FINGERTIPS	75/434,604	2/17/98				PENDING	42
L&H Applications USA, Inc.	1585.268	US	VOICEEM	74/289,354	6/29/92	1,762,587	4/6/93		REGISTERED	09
L&H Applications USA, Inc.	1585.269	US	VOICEFAX	74/289,353	6/29/92	1,764,251	4/13/93		REGISTERED	09
L&H Applications USA, Inc.	1585.271	US	VOICEMED	74/289,363	6/29/92	1,815,723	1/11/94		REGISTERED	09

OWNER	DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION (SN) NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	SUIT	STATUS	INTL CLASS
L&H Applications USA, Inc.	1585.284	US	VOICEPAD	75/078,510	3/26/96				PENDING	09
L&H Applications USA, Inc.	1585-19	US	VOICERAD	73/661,125	5/15/87	1,501,042	8/23/88		REGISTERED	09
L&H Applications USA, Inc.	1585.274	US	VOICEREPORT	75/289,456	6/29/92	1,775,028	6/8/93		REGISTERED	09
L&H Applications USA, Inc.	1585.285	US	VOICEWORKS	75/036,544	12/26/95	2,083,129	7/29/97		REGISTERED	09

TRADEMARK
REEL: 002263 FRAME: 0218

L&H APPLICATIONS USA, INC. d/b/a GLOBALINK, INC.

OWNER	DOCKET NUMBER	COUNTRY CODE	TRADEMARK	APPLICATION (S) NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	TITLE	STATUS	INTL CLASS
GLOBALINK, INC.	1585.241	US	GLOBALINK (plus globe design)	74/501,248	3/17/94	1,877,507	2/7/95		REGISTERED	09
GLOBALINK, INC.	1585.242	US	GLOBALINK (plus globe design)	74/483,281	1/27/94	1,885,444	3/21/95		REGISTERED	42
GLOBALINK, INC.	T00309US0	US	GLOBALINK MISCELLANEOUS DESIG	75/435,003	2/17/98				PENDING	42

TRADEMARK
REEL: 002263 FRAME: 0219

OWNER	DOCKET NUMBER	COUNTRY	TRADEMARK	APPLICATION (SR) NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	ITU	STATUS	INTL CLASS
L&H Applications USA, Inc.	1585.256BR	BRAZIL	POWER TRANSLATOR PRO	819900311	4/28/97				PENDING	09
L&H Applications USA, Inc.	1585.256PE	PERU	POWER TRANSLATOR PRO	060611	4/14/98	47242	7/8/98		REGISTERED	09
L&H Applications USA, Inc.	1585.252AU	AUSTRALIA	TRANSLATION @ YOUR FINGERTIPS	820278	3/20/98				PENDING	09
L&H Applications USA, Inc.	1585.252AU	AUSTRALIA	TRANSLATION @ YOUR FINGERTIPS	820278	3/20/98				PENDING	42
L&H Applications USA, Inc.	1585.252BR	BRAZIL	TRANSLATION @ YOUR FINGERTIPS	820906115	7/14/98				PENDING	09
L&H Applications USA, Inc.	1585.253BR	BRAZIL	TRANSLATION @ YOUR FINGERTIPS	820906107	7/14/98				PENDING	42

TRADEMARK
REEL: 002263 FRAME: 0220

OWNER	DOCKET NUMBER	COUNTRY	TRADEMARK	APPLICATION NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	DUE	STATUS	INTNL CLASS
TIKSOFT LLC	T00304JP0	JAPAN	MAXITATERU	N/A	5/14/99				PENDING	09
TIKSOFT LLC	1585.286BX	BENELUX	TALKING MAX	935052	3/23/99	646731	3/23/99		REGISTERED	09
TIKSOFT LLC	1585.286BX	BENELUX	TALKING MAX	935052	3/23/99	646731	3/23/99		REGISTERED	16
TIKSOFT LLC	1585.286DE	GERMANY	TALKING MAX	39917390	3/24/99	39917390	5/17/99		REGISTERED	09
TIKSOFT LLC	1585.286FR	FRANCE	TALKING MAX	99/782,752	3/24/99	99/782,752	3/24/99		REGISTERED	09
TIKSOFT LLC	1585.286GB	UNITED KINGDOM	TALKING MAX	2192605	3/24/99	2192605	3/24/99		REGISTERED	09

TRADEMARK
REEL: 002263 FRAME: 0221

OWNER	DOCKET NUMBER	COUNTRY	TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE	FIRST USE	FIRST USE IN COMMERCE	STATUS	STATUS DATE	CLASS
ARTICULATE SYSTEMS, INC.	1585.306FR	FRANCE	VOICE NAVIGATOR (stylized)	222101	10/9/90		1,526,168	REGISTERED		09
ARTICULATE SYSTEMS, INC.	1585.306GB	UNITED KINGDOM	VOICE NAVIGATOR (stylized)	1443822			1443822	REGISTERED	10/9/90	09

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

SEE ATTACHED

Mark:	TRANSLATION @ YOUR FINGERTIPS
Owner:	L&H Applications USA, Inc. d/b/a Globalink, Inc.
Country:	US
Application No.:	75/434,604
Filing Date:	02/17/1998
Int'l Class	42
Filed as ITU	
Published:	10/19/1999

NY2:#4403101

OWNER	DOCKET NUMBER	COUNTRY	TRADEMARK	APPLICATION NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	TAU	STATUS	INTL CLASS
L&H Applications USA, Inc.	1585.278	US	BRINGING THE PRINTED WORD TO LIFE	75/477,316	4/30/89	2,259,339	7/6/99		REGISTERED	09
L&H Applications USA, Inc.	1585.277	US	KURZWEIL EDUCATIONAL SYSTEMS (plus design)	75/172,274	9/26/96				PENDING	09
L&H Applications USA, Inc.	1585.280	US	KURZWEIL VOICE	75/138,434	7/23/96	2,213,651	12/29/98		REGISTERED	09
L&H Applications USA, Inc.	1585.283	US	KURZWEIL VOICE PRO	75/298,151	5/27/97	2,190,634	9/22/98		REGISTERED	09
L&H Applications USA, Inc.	1585.289	US	NOW YOUR TALKING	75/452,582	3/18/98			YES	ALLOWED	09
L&H Applications USA, Inc.	1585.249	US	POWER TRANSLATOR	74/331,906	11/17/92	1,811,489	12/14/93		REGISTERED	09
L&H Applications USA, Inc.	1585.230	US	SAY WHAT YOU SEE	75/044,757	1/17/96	2,253,907	6/15/99		REGISTERED	09
L&H Applications USA, Inc.	1585.266	US	SPEAK YOUR MIND	74/523,602	5/11/94	2,059,621	5/6/97	YES	REGISTERED	09
L&H Applications USA, Inc.	1585.286	US	TALKING MAX	75/558,878	9/25/98				ALLOWED	09
L&H Applications USA, Inc.	1585.251	US	TRANSLATE DIRECT	74/708,319	7/31/95	2,039,486	2/18/97		REGISTERED	42
L&H Applications USA, Inc.	1585.252	US	TRANSLATION @ YOUR FINGERTIPS	75/434,603	2/17/98				PENDING	09
L&H Applications USA, Inc.	1585.253	US	TRANSLATION @ YOUR FINGERTIPS	75/434,604	2/17/98				PENDING	42
L&H Applications USA, Inc.	1585.268	US	VOICEEM	74/289,354	6/29/92	1,762,587	4/6/93		REGISTERED	09
L&H Applications USA, Inc.	1585.269	US	VOICEFAX	74/289,353	6/29/92	1,764,251	4/13/93		REGISTERED	09
L&H Applications USA, Inc.	1585.271	US	VOICEMED	74/289,363	6/29/92	1,815,723	1/11/94		REGISTERED	09

TRADEMARK
REEL: 002263 FRAME: 0225

OWNER	DOCKET NUMBER	COUNTRY ID	TRADEMARK	APPLICATION SN NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	NOTE	STATUS	INTERNATIONAL CLASS
L&H Applications USA, Inc.	1585.284	US	VOICEPAD	75/078,510	3/26/96				PENDING	09
L&H Applications USA, Inc.	1585-19	US	VOICERAD	73/661,125	5/15/87	1,501,042	8/23/88		REGISTERED	09
L&H Applications USA, Inc.	1585.274	US	VOICEREPORT	75/289,456	8/29/92	1,775,028	6/8/93		REGISTERED	09
L&H Applications USA, Inc.	1585.285	US	VOICEWORKS	75/036,544	12/28/95	2,083,129	7/29/97		REGISTERED	09

TRADEMARK
REEL: 002263 FRAME: 0226

L&H APPLICATIONS USA, INC. d/b/a GLOBALINK, INC.

OWNER	DOCKET NUMBER	COUNTRY CODE	TRADEMARK	APPLICATION (S) NUMBER	FILING DATE	REGISTRATION NUMBER	REGISTRATION DATE	RULE	STATUS	CLASS
GLOBALINK, INC.	1585.241	US	GLOBALINK (plus globe design)	74/501,248	3/17/94	1,877,507	2/7/95		REGISTERED	09
GLOBALINK, INC.	1585.242	US	GLOBALINK (plus globe design)	74/483,281	1/27/94	1,885,444	3/21/95		REGISTERED	42
GLOBALINK, INC.	100309US0	US	GLOBALINK MISCELLANEOUS DESIG	75/435,003	2/17/98				PENDING	42

TRADEMARK
REEL: 002263 FRAME: 0227

SCHEDULE 1A TO COLLATERAL ASSIGNMENT FOR SECURITY

(TRADEMARKS AND TRADEMARK APPLICATIONS)

SEE ATTACHED

RECORDED: 03/12/2001

TRADEMARK
REEL: 002263 FRAME: 0228